

Notification by CIB Bank Ltd.

CIB Bank Ltd. (1027 Budapest, Medve u. 4-14., Reg.No.: 01-10-041004) hereby notifies the clients that **Intesa Sanpaolo S.p.A.** as the sole shareholder of CIB Bank Ltd., passed the following resolutions on 14th March, 2019:

I.

“**Intesa Sanpaolo S.p.A.** (registered seat: IT-Torino, Piazza San Carlo 156, Italy, registration number: 00799960158) (hereinafter: the “**Shareholder**”), as the sole shareholder of the Company, resolves as follows on the below date:

Shareholder’s Resolution No. 1/2019 (14.III.)

The Shareholder acknowledges and approves the reports prepared by the Management Board, the Supervisory Board and the Statutory Auditor (KPMG Hungária Kft.) on the business year 2018 of CIB Bank Zrt. and the CIB Group.

The Shareholder establishes that pursuant to the statutory financial statements prepared only for the Company as at December 31, 2018 in accordance with International Financial Reporting Standards (IFRS), the balance sheet total of the Company was HUF 1,902,350 million (i.e. One thousand and nine hundred and two billion and three hundred and fifty million Hungarian Forints) and the Company achieved and after tax profit of HUF 14,265 million (i.e. Fourteen billion and two hundred and sixty-five million Hungarian Forints) in the business year 2018.

Further, the Shareholder establishes that according to the balance sheet of the consolidated annual financial report prepared with the balance sheet date of December 31, 2018 in accordance with International Financial Reporting Standards (IFRS), the balance sheet total of CIB Bank Zrt. and its subsidiaries was HUF 1,905,081 million (i.e. One thousand and nine hundred and five billion and eighty-one million Hungarian Forints) and achieved an after tax profit of HUF 13,738 million (i.e. Thirteen billion and seven hundred and thirty-eight million Hungarian Forints) in the business year 2018.

The Shareholder approves the annual financial statements of CIB Bank Ltd. and the consolidated financial statements of the CIB Group for the business year 2018.

Shareholder’s Resolution No. 2/2019 (14.III.)

The Shareholder resolves that HUF 10 billion (i.e. Ten billion Hungarian Forints) dividend shall be paid until 31 December 2019.

Shareholder’s Resolution No. 3/2019 (14.III.)

The Shareholder establishes that the members of the Management Board performed their duties in the business year of 2018 keeping the priority of the Company's interests and, accordingly, discharges the members of the Management Board from the

pecuniary liability against the Company, arising from their business decisions taken in the business year of 2018. Considering the above, the Shareholder establishes that the members of the Management Board carried out the management of the Company in the business year of 2018 appropriately and in compliance with their duties.

**Shareholder's Resolution
No. 4/2019 (14.III.)**

The Shareholder hereby unanimously establishes that all members of the Supervisory Board of the Company fulfilled their controlling obligations prescribed by the relevant laws and the Statutes of the Company completely and in full compliance with the relevant regulations of applicable laws and the Statutes of the Company in the course of the business year of 2018. Considering this, the Shareholder hereby resolves that the Shareholder and the Company explicitly and irrevocably waive their right to claim any sort of damages from the members of the Supervisory Board in connection with their controlling obligations (whether claiming the breach or failure of performance thereof) in respect of the business year of 2018.

**Shareholder's Resolution
No. 5/2019 (14.III.)**

The Shareholder hereby resolves to appoint KPMG Hungária Kft. (1134 Budapest, Váci út 31.) as statutory auditor of the Company for a definite period starting on the date of 1st May 2019 until 30th April 2020 and approves the appointment of Zoltán Mitták (address: 2030 Érd, Diósdí út 85., mother's maiden name: Ágnes Bögre, registration number: 007298) as private person auditor personally responsible for the audit.

The Shareholder hereby resolves in accordance with the above the Section 11.1 and 11.2 of the Article of Association shall be modified.

The Shareholder hereby acknowledges that the Company shall conclude the audit agreement with KPMG Hungária Kft. (H-1134 Budapest, Váci út 31., Cg. 01-09-063183) – including the audit fees – within 90 days from the date of this resolution in accordance with or under terms more favorable than those set out in the respective resolutions of the Management Board and the Supervisory Board of the Company. The Shareholder accepts the remuneration of KPMG Hungária Kft. for 2019 year.

**Shareholder's Resolution
No. 6/2019 (14.III.)**

The Shareholder resolves that Mr. Dario Massimo Grassani (address: IT-61121 Pesaro, via Cecchi 27, mother's maiden name: Ersilia Renata Fontana) shall be appointed as Member of the Management Board, as well as managing director (based on the Hungarian Banking Act) of the Company for a definite period from this day until 31st of March, 2022 in accordance with the resolution No. H-EN-I-147/2019 and made on 1st of March 2019 by Central Bank of Hungary.

The Shareholder furthermore resolves that the Point 9.4. of Company's Articles of Association shall be modified in accordance with the above mentioned resolution.