



**DANUBIUS HOTELS  
GROUP**

Danubius Hotel and Spa Public Limited Company

**RESOLUTIONS  
passed at the AGM of DANUBIUS HOTELS NYRT.  
held on 24 April 2014**

**ATTENDANCE**

- pieces of total shares: 8 285 437
- number of own shares: 374 523
- attendance at the General Meeting (as shareholder or proxy): 6 376 830
- attendance at the General Meeting (as shareholder or proxy): 76,96 %

**RESOLUTIONS**

No. of resolution	Number of votes	Proportion of share capital	Resolution
1/2014. Kgy.	6 376 830 yes 5 no 0 abstention	76,96% yes 0% no 0% abstention	The AGM approved the standalone and consolidated 2013 Annual reports of Danubius Hotels Nyrt. with the following major data: - B/S total assets value: 54 121 019 thousand HUF - net loss: 625 116 thousand HUF - consolidated B/S total assets value: 86 629 million HUF - consolidated profit for the year: 1 538 million HUF
2/2014. Kgy.	6 375 630 yes 0 no 1 200 abstention	76,95% yes 0% no 0,01% abstention	The AGM approved the disclosed and set forth Declaration on Corporate Governance of Danubius Hotels Nyrt.
3/2014. Kgy.	6 375 386 yes 244 no 1 200 abstention	76,95% yes 0% no 0,01% abstention	The AGM decided not to pay any dividend out of the net profit of 2013.
4/2014. Kgy.	6 375 575 yes 50 no 1 200 abstention	76,95% yes 0% no 0,01% abstention	The AGM approved the disclosed and set forth business targets of the company for the year 2014.
5/2014. Kgy.	6 375 580 yes 0 no 1 250 abstention	76,95% yes 0% no 0,02% abstention	The AGM elected Mark Hennebry to be member of the Board of Directors as of 24 April 2014 for the period till the day of the annual general meeting to be held in the fifth year from the day of election but no later than 30 April 2019.
6/2014. Kgy.	6 376 780 yes 0 no 50 abstention	76,96% yes 0% no 0% abstention	The AGM passed decision on the operation of the company in accordance with the Civil Code based on Subsection 1. of Section 12. of Act CLXXVII of 2013 about transitional and authorising provisions in connection with Act V. of 2013 on the Civil Code entering into effect.



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No. of resolution	Number of votes	Proportion of share capital	Resolution
7/2014. Kgy.	6 375 630 yes 0 no 1 200 abstention	76,95% yes 0% no 0,01% abstention	The AGM passed decision to vote with one resolution about the modification of the Articles of Association of the Company made in line with the provisions of the Civil Code.
8/2014. Kgy.	6 375 580 yes 0 no 1 250 abstention	76,95% yes 0% no 0,02% abstention	The AGM approved the disclosed and set forth modification of the Articles of Association.
9/2014. Kgy.	6 376 780 yes 50 no 0 abstention	76,96% yes 0% no 0% abstention	The AGM approved that KPMG Hungária Kft. – assigned natural person auditor Judit Boros – be the appointed Auditor of the Company for the year 2014, from 25 April 2014 for the period till the day of the annual general meeting approving the 2014 Annual Report, but no later than 30 April 2015, and its remuneration to be HUF 14,600,000 + VAT.
10/2014. Kgy.	6 375 580 yes 50 no 1 200 abstention	76,95% yes 0% no 0,01% abstention	The AGM approved that the Chairman of the Board of Directors of the Company is to receive 372 thousand HUF/month, its members 252 thousand HUF/month while the Chairman of the Supervisory Board 357 thousand HUF/month and its members 204 thousand HUF/month from the current AGM until the forthcoming AGM.

Budapest, 24<sup>th</sup> April 2014

The Board of Directors of  
Danubius Hotels Nyrt.