



**A CIG Pannónia Life Insurance Plc.**  
**Corporate Governance Report on 2013.**  
**business year**

## **Introduction**

The shares of CIG Pannónia Life Insurance Plc. (registered address: H-1033 Budapest, Flórián tér 1., hereinafter: Company) were listed by Budapest Stock Exchange Company Limited by Shares (hereinafter: BSE) first in Category “B” from 8 November 2010 and then they were moved to the higher Category “A” from 12 April 2012. The name of the latter category was changed to “Premium” effective from 1 July 2013. Following the listing of the shares on the BSE, with regard to the rules in Section 312 of Act IV of 2006 on Business Associations, the Company has laid special emphasis on the development and maintenance of a high-quality corporate governance system that meets international standards, and the Company has made sure it follows in particular the BSE’s Corporate Governance Recommendations effective from 1 December 2012.

During its operations the Company fully adheres to the applicable legal regulations, the policies and procedures of the BSE and the provisions of the Hungarian Financial Supervisory Authority (since 1 September 2013, the National Bank of Hungary). The Company’s organizational structure and operating principles are set forth in the prevailing version of the articles of association.

## **Executive bodies**

### **Board of Directors**

The Company’s managing body is the Board of Directors; it is the Board’s duty to develop and manage the Company’s organizational structure. The scope of its powers is defined by the relevant laws, the Company’s Articles of Association, the resolutions of the General Meeting and the Board of Directors’ rules of procedure. The Board of Directors is responsible for adopting its own rules of procedure by a majority of votes of the Members of the Board of Directors. The rules of procedure regulates, among other items, issues related to the Board of Directors’ operation, the structure of the Board of Directors, and the mandatory content items of the meetings and of the minutes to be kept of the meetings. The Company’s Board of Directors has at least three, but no more than seven members; its members are appointed for a maximum of five years and are recalled by the General Meeting (the same applied to the Chairman of the Board of Directors until 18 April 2013). The rules applicable to senior employees as specified in Act LX of 2003 on Insurance Companies and Insurance Activities will apply to the Members of the Board of Directors.

### **Members of the Company’s Board of Directors:**

Béla Horváth, Chairman of the Board of Directors until 18 April 2013

Béla Horváth (59) earned a degree in 1981 at the College of Public Administration. He managed Glória Insurance Company and became Deputy CEO of Nationale-Nederlanden Insurance Company from 1991. From 1996, he worked as the Chief Executive Officer of the Hungarian Life and Pension Insurance Ltd. (the predecessor of ABN AMRO Life Insurance Ltd. and later of Aviva Life Insurance Ltd.). He was one of the key players in the foundation

of the Company; he was appointed President and Chief Executive Officer in 2007 and acted as the Chairman of the Board of Directors between 1 January 2010 and 18 April 2013.

Dr. Ottó Csurgó, Member of the Board of Directors from 19 April 2012 and later Chairman of the Board of Directors (from 18 April 2013 until 6 January 2014)

Dr. Ottó Csurgó (57) graduated from the Faculty of Law of ELTE University in 1981. After being admitted to the Bar, he obtained qualifications in insurance law. Until 1988, he worked at the State Insurance Company (Állami Biztosító – ÁB) as a legal adviser, leading the legal department. Between 1988 and 1990 he was the managing director of AVUS-ÁB International Claim Settlement LLC. From 1990 to 2001, he was a member of the Board of Directors then Chief Executive Officer of Colonia Insurance Ltd. After that, he worked in the insurance and financial services sector as a senior consultant at ART Consult Management Consulting until 2007. Between 2007 and 2010, he was a deputy CEO for non-life insurance at OTP Groupama Garancia Insurance Ltd. From January 2011, he worked as the CEO and Chairman of the Board of Directors at CIG Pannónia First Hungarian General Insurance Company Ltd. and he held the same positions at the Company between 19 April 2013 and 6 January 2014.

Miklós Barta, Member of the Board of Directors from 16 August 2012

Miklós Barta (34) is an economist; he earned his degree at the University of Economics and Public Administration in a specialized course for actuaries. He was first employed at KPMG Hungary LLC in 2003 as an auditor associate. In 2007, he became an auditor manager at the firm. He earned an ACCA diploma (ACCA: Association of Chartered Certified Accountants, a leading global professional organization for finance and accounting experts) in 2008 and became a certified auditor at the Hungarian Chamber of Auditors in 2011. He joined in January 2011 as a Controlling Director and he has been working as the Director of Finance and Controlling since 2012. He is currently Deputy CEO of the Company.

Balázs Birkás, Member of the Board of Directors until 17 June 2013

Balázs Birkás (41), after completing his studies, started off his career in 1994 as a sales representatives of OTP-Garancia Insurance Ltd. He became a county director and later Deputy CEO responsible for services until 2010. He joined the group and CIG Pannónia First Hungarian General Insurance Company Ltd. as a Deputy CEO of Administration and Claim Settlement. Between May 2012 and 17 June 2013, he worked as the Managing Director of CIG Pannónia Service Center LLC, and between 16 August 2012 and 17 June 2013, he acted as a Member of the Board of Directors and Deputy CEO responsible for customer service.

Dr. Gabriella Kádár, Member of the Board of Directors from 16 August 2012

Dr. Gabriella Kádár (48) graduated from the Faculty of Law of ELTE University. After graduation and being admitted to the Bar, she obtained qualifications in insurance law.

Between 1994 and 2003, she worked in various areas of the ING group, leading their Pension Fund and later the Employee Benefit area as Managing Director. Following this, between 2003 and 2009, she was Director of Marketing and Corporate Development at Deloitte Hungary. From October 2009, she was in charge of our Company's alternative sales channel and became Chief Sales Officer later on.

Dr. Gyula Mikó, Member of the Board of Directors since 6 June 2013

Dr. Gyula Mikó (67) earned his doctorate in planning mathematics in 1971 at Corvinus University of Budapest; he was awarded a Candidate of Sciences degree in 1979 in Economics. He later taught at the university; he was an associate professor and a deputy dean. From 1991, he was head of product design at National Nederlanden (currently ING Insurance Company), became chief actuary from 1992 and from 1996 he worked as Deputy CEO of National Nederlanden Pension Fund Service Provider LLC. Between 1997 and 2002, he was President and CEO at Winterthur Insurance Company. Between 2006 and 2007, he worked as a Deputy CEO and chief actuary at Aviva Life Insurance Company. He was a founding member of the Company in 2007 and held the position of chief actuary until 2009; he was also Deputy CEO until 16 August 2012. He has been a member of the Company's Board of Directors since 6 June 2013.

Dr. Mária Király, Member of the Board of Directors since 6 June 2013

Dr. Mária Király (61) is a certified economist specialized in enterprise planning and analysis; she later earned a specialist degree in economics with a focus on complex company management and a doctorate of economics at the Budapest University of Economics. She has been the head of operations at Axel Springer group, Hungary's largest publisher, since 1990. Her role includes the operational and business supervision of the various entities, the management of the management information system and the development of management strategies. She is a member of the Board of the Hungarian Newspaper Publishers' Association. She has been a member of the Company's Board of Directors since 6 June 2013.

Gergely Domonkos Horváth, Member of the Board of Directors since 6 June 2013

Gergely Domonkos Horváth (52) graduated from the Budapest University of Technology as a mechanical engineer, from the Budapest University of Economics as an engineer-economist and earned an MBA at the University of Pittsburgh. He has held various top management positions over the past 20 years: he was Deputy CEO at Merkantil Bank and Budapest Bank, CEO at Keler Ltd., Betonút Ltd. and MNV, President at Magyar Posta, ACE and the Association of Futures Markets and the Secretary-General of CEECSDA. He has been an independent member of the Company's Board of Directors since 6 June 2013.

### **Supervisory Board**

In accordance with the rules of Section 89(6) of Act LX of 2003 on Insurance Companies and Insurance Activities, the Supervisory Board controls the internal audit organization and

prepares recommendations and proposals on the basis of the findings of the audits carried out by the internal audit function.

The Company has a Supervisory Board comprising of at least three and no more than ten members; the chairman and the members are selected by the General Meeting for no more than five years, and are recalled by the same body. The Supervisory Board adopts its own rules of procedure, which are approved by the General Meeting of the Company.

### **Members of the Supervisory Board of the Company**

Zsigmond Járαι, Chairman of the Supervisory Board until 26 September 2013

Zsigmond Járαι (62) graduated from the Karl Marx University of Economics (current name: Corvinus University of Budapest) in 1976. He worked for the State Development Bank between 1976 and 1987 and became the head of Budapest Bank's office for securities in 1987. He held this position till the next year when he was appointed Deputy CEO of the Bank. Between 1996 and 1998, he acted as the Chairman of the Budapest Stock Exchange. He was Deputy Minister of Finance in 1998 and, in this capacity, was also the director of the State Banking Authority. Between 1990 and 1995, he worked for a foreign investor firm, James Capel & Co, and he became CEO at Magyar Hitel Bank and later at ABN AMRO Magyar Bank between 1995 and 1998. Between 1998 and 31 December 2000, he served as Minister of Finance in Viktor Orbán's cabinet. From 1 March 2001 until 2007, he was in charge of the monetary policy of Hungary as the Governor of the National Bank of Hungary. He became the Chairman of the Supervisory Board of the National Bank of Hungary in 2010 and served as the Chairman of the Supervisory Board at the Company from its foundation until 26 September 2013.

Dr. József Bayer, Member of the Supervisory Board

Dr. József Bayer (63) graduated from the Karl Marx University of Economics (current name: Corvinus University of Budapest) in 1974. He earned a university doctorate in 1976 and a Candidate of Sciences degree in 1985. Between 1 January 1978 and 1 June 1983, he was the secretary responsible for science affairs at the Collegium Hungaricum in Vienna. Between September 1983 and 1 August 1984, he worked on his dissertation for the Candidate of Sciences degree at the University of Stuttgart, where he also had a guest lecturer role. Between October 1984 and 31 March 1989, he was the General Commercial Director of the Hungarian Television. He became a professor at the Budapest University of Economics and Public Administration (current name: Corvinus University) on 1 April 1989. Since 1989 until today, he has been the Managing Director of Axel Springer Budapest Publishing LLC. In 2007, he took part in setting up the Company and he has been on the Supervisory Board ever since. He also served on the Audit Committee from its start until 18 April 2013.

Béla Preisinger, Member of the Supervisory Board until 19 December 2013

Béla Preisinger (69) graduated from the College of Finance and Accounting in 1982, and went on to study applied mathematics and engineering. After working for different IT

companies, he founded S+H Enterprises in 1982. He took part in the foundation of the Company in 2007 and was an independent member of the Supervisory Board until 19 December 2013.

Dr. László György Asztalos, Member of the Supervisory Board

Dr. László György Asztalos (61) majored in financial policy at the Karl Marx University of Economics (currently: Corvinus University of Budapest) and graduated in 1976; he earned his doctorate in 1979, followed by a Candidate of Sciences degree in 1990 in Economics. He has been a member of the Hungarian Academy of Sciences' Financial Committee since 1995. He taught as an external lecturer at the Budapest University of Economics for decades, and later became an associate professor at the institution. He regularly gives lectures in finance and insurance related topics in Hungary and abroad; he has authored a large number of articles, technical books and publications. He started off his professional career in the Ministry of Finance as a research fellow and later became the head of the Financial Policy Department. Between 1992 and 2000, he was president of the State Insurance Supervisory Authority; from 2004 until 2010, he was a member of the Hungarian Financial Supervisory Authority's Supervisory Council and was president of the Council between 2006 and 2010. He has been an independent member of the Company's Audit Committee and Supervisory Board since June 2011.

Attila Tamás Solymár, Member of the Supervisory Board until 26 September 2013

Attila Solymár (40) studied economics and joined ABN AMRO Insurance Company as a sales representative in 1999. He later became the Director for Coordination at ABN AMRO Insurance Company's General Agency. He was a founder and Managing Director of BESTENS Economic Analyst, Planning and Consulting LLC from 2001. Between 2001 and 2009, he was the most successful domestic distributor and consultant of ABN AMRO Insurance Ltd., later of MÉBIT Ltd. and then of AVIVA Life Insurance Ltd. Since 2002, he has been a qualified member of the Million Dollar Round Table, an independent US-based professional insurance association, as the best Hungarian performer. He has won multiple MDRT "Court of the Table" and "Top of the Table" memberships and is a permanent member of the MDRT. He is one of the founders and a board of trustees member of the Money Culture Foundation (*Pénzkultúra Alapítvány*), a strategic partner of the Company. He served on the Supervisory Board between July 2011 and 26 September 2013. He has been a member of the Board of Directors of BESTENS since 2010.

Péter Kostevc, Member of the Supervisory Board until 18 April 2013

After graduation, Péter Kostevc (46) worked for MBI International Marketing Consultancy and Insurance Intermediary LLC as network manager, then as manager of the international customer service, tutor and system developer between 1996 and 2000. Meanwhile, in 1994 he founded the Internet service provider Syneco, of which he was co-owner between 1994 and 1996. Then, in 1999, he founded with his partners the Brokernet Group, which is a key



player of the domestic insurance brokerage market to this day under the name Quantis Company Group.

Imréné Fekete, Member of the Supervisory Board from 19 April 2012

Imréné Fekete (née Katalin Gazdag) (70) graduated from the Karl Marx University of Economics in 1969. She is a certified auditor and has a stock exchange exam. At the beginning of her career, she worked for the National Savings Bank (Országos Takarékpénztár) and then worked for the Ministry of Finance and the State Audit Office. Between 1992 and 2007, he was an auditor, later a partner and then the managing director of Ernst & Young LLC. Between 2008 and 2013, she was a member of the Auditors' Public Supervisory Committee. She is a Member of the Supervisory Board of the Company and has been Chair of the Audit Committee since 18 April 2013. She is an independent member of the latter and is a qualified auditor.

Sándor Ormándi, Member of the Supervisory Board from 19 April 2012

Sándor Ormándi (60) graduated as an engineer at the Technical University of Heavy Industry and as a planning and organizing economist at the Karl Marx University of Economics (current name: Corvinus University of Budapest). During his career, Mr. Ormándi worked for financial institutions, including Hungarian Development Bank Ltd. and Land Credit and Mortgage Bank Company Ltd., and industrial enterprises as the Chief Executive Officer of EVIG, the Steel-works of Salgótarján and as the manager of Dunacorp Factoring House Ltd. Later on he worked for consultancy companies as the Chief Executive Officer of Pátria Consult Ltd. and the Deputy CEO of the consulting business of Mátraholding Ltd. Currently he deals with risk capital investments as the Chief Executive Officer of MFB Invest. He is a member of the Board of Directors of Start Capital Guarantee Ltd. and Hungarian Gas Transit Ltd., the president of Supervisory Board of Supplier Investment Ltd. and a member of the Presidium of the Hungarian Association for Innovation. He has been an independent member of the Company's Audit Committee since 18 April 2013.

Dr. Péter Bogdánffy, Member of the Supervisory Board since 6 June 2013

Dr. Péter Bogdánffy (37) earned his degree at the Faculty of Law of József Attila University in Szeged. At the same time, he completed a German and European Law course at the University of Potsdam. He started his professional career in 2000 working for the law firm Nörr Stiefenhofer Lutz, and later joined Faludi Wolf Theiss Law Firm. Before he started working form BROKERNET Group, he had been a member of the Board of Directors at Siemens Ltd. (between 2008 and 2011) and had been in charge of the Hungarian subsidiary's legal operations as a senior lawyer. Between 24 August 2012 and 31 May 2013, he was Chairman of the Board of Directors at BROKERNET Investment Holding Ltd. and also served on Quantis Alpha Ltd.'s Supervisory Board, also until 31 May 2013. After that, he worked as an attorney-at-law.

In the course of fulfilling its duties required by law, the primary goal of the Supervisory Board is to establish a comprehensive and efficient audit system for the Company. Its scope of activities includes the management of the internal audit system and the preparation of recommendations on the basis of the findings of the audits carried out by the internal audit function.

In the course of developing its rules of procedure and carrying out its activities, the Supervisory Board will take into account Recommendation No. 6/2013 (11 March) of the President of the Hungarian Financial Supervisory Authority on the development and operation of internal defense lines and on the management and control functions of financial institutions (hereinafter: Regulatory Recommendation).

The Supervisory Board has meetings at least five times a year but also meets whenever it is necessary with regard to the Company's business interests. At its meetings, it must discuss (at least once in every three months) the report prepared by the Board of Directors on the Company's financial situation and business policies. The Supervisory Board is in charge of the internal audit organization. As part of its related duties, the Supervisory Board adopts the three-year audit plan of the internal audit function, discusses at least once in every six months the reports made by the internal audit function and checks the implementation of the necessary measures. If necessary, the Supervisory Board engages an external expert to support the work of the internal audit function and makes recommendations for any changes in the number of staff of the internal audit unit. The Supervisory Board also prepares recommendations and proposals on the basis of the findings of the audits carried out by the internal audit function.

The meetings of the Supervisory Board are convened by the Chairman or the Deputy Chairman if the Chairman is not available. The Chairman/Deputy Chairman convening the meeting will also preside over it. Any Member of the Supervisory Board may request the Chairman to convene a meeting in writing by specifying the reason and the purpose of the meeting. Within 8 (eight) days, the Chairman must set the date of such a meeting to a date within maximum thirty days. If the Chairman fails to comply with the request, the Member will have the right to convene the meeting himself/herself.

### **Audit Committee**

The Audit Committee is a body supporting the work of the Supervisory Board by giving opinions, evaluations and recommendations. The scope of the Committee's powers is defined by the relevant laws, the Company's Articles of Association, the resolutions of the General Meeting and the Committee's rules of procedure.

An audit committee of maximum four members (at this time, it has three members) will be established at the Company, whose members must be appointed by the General Meeting from the independent members of the Supervisory Board.

The tasks of the Audit Committee include the following:



- forming an opinion on the annual report prepared according to the Accounting Act;
- monitoring the audit of the annual report prepared according to the Accounting Act;
- making a recommendation for the appointment and remuneration of the auditor; preparation of the contract to be made with the auditor;
- reviewing the validation of the professional requirements and conflict of interest against the auditor, carrying out certain tasks related to co-operation with the auditor,
- monitoring any other services provided by the auditor to the Company in addition to the audit of the annual report prepared according to the Accounting Act, and
- if it is necessary, making recommendations to the Supervisory Board for taking measures.

Also, assessing the operation of the financial reporting system, and making recommendations for necessary measures; the scope of the committee's responsibilities includes, in addition, the supporting of the work of the Supervisory Board to ensure the appropriate monitoring of the financial reporting system, and the assessment of the internal audit and risk management systems' efficiency.

Members of the Audit Committee in the financial year of 2013

- Dr. József Bayer (until 18 April 2013)
- Dr. László György Asztalos (from 17 June 2011)
- Imréné Fekete (née Katalin Gazdag) (from 5 May 2012)
- Sándor Ormándi (from 18 April 2013)

The Audit Committee may hold meetings at any time as agreed with the Company's management, internal auditor or independent auditor, or if it is necessary to hold a meeting with regard to the Committee's additional duties. The Audit Committee will prepare a written report every year in connection with the closing of the financial year and will deliver it to the Board of Directors and the Supervisory Board of the Company before their meetings held for the purpose of preparing the Annual General Meeting. The report must include the decisions made and the measures taken by the Audit Committee during the previous financial year and also the results of any audits conducted by the Audit Committee in the same period.

#### **About the operation of individual committees and boards**

These are permanent committees set up by the Board of Directors of the Company for the purpose of supporting management functions.

#### **Executive Committee**

This Committee supports operation-related decision-making of the Company. The Committee has no power to pass decisions; in issues discussed by the Committee, the CEO

will be authorized to make a decision individually. It is the Executive Committee's task to submit preparatory and information materials for the Board of Directors' decision-making activities, in particular concerning issues about which the Board of Directors must report to the Supervisory Board or the General Meeting. The Executive Committee consists of permanent and ad hoc members. Permanent members represent the Company's operational management. Member companies of the group are represented by their invited representatives of the field affected by the issue discussed or by representatives of the field presenting the given topic.

### **Data Qualification Committee**

The Data Qualification Committee is an ad hoc body consisting of the Head of the Investor Relations Department, the Chief Legal Advisor and at least one member of the Board of Directors. It is the task of the Data Qualification Committee to establish whether a given piece of data or information whose qualification is ambiguous is Classified Information based on its content. On the basis of the results of the data qualification, the Company will keep a register of insider information which records persons in possession of insider information by topic.

### **Information Technology Committee**

The Information Technology Committee is a body responsible for preparing and making decisions concerning IT affairs of the Company. It is also responsible for the distribution of the available IT resources. At the monthly regular meetings, the senior management will present a report on the previous month and on any pending issues and will set the priority status of each new request. All IT orders and preparatory materials will be submitted in writing; since 2012, an estimate of the expected costs and benefit must also be provided. The preparatory materials made for the meetings are supplemented by the discussions at the meeting and then they are sent out in the form of a memo to the participants.

### **Project Committee**

The Project Committee is a permanent body responsible for making decision on the launch, closing, halting and suspension of projects within the Company and the group and also for assessing the results of the projects. Its members include the management of the company group, the head of the financial field and the head of the project office. The Committee has meetings once a month. The agenda is set by the head of the project office, who will also be responsible for arranging the meeting and the administration of the event. The leaders of projects prepare reports on their activities for the Board of Directors once per quarter.

### **Advisory Board**

In 2010, the Company decided to set up an external Advisory Board. The Advisory Board provides advisory services to the Supervisory Board and the Board of Directors, based on

their analysis of domestic and international economic and financial matters concerning the Company. In 2013, the Advisory Board did not have a meeting.

### **Members of the Company's senior management**

The following is a list of those senior managers at the Company beyond the Board of Directors and the Supervisory Board members whose expertise and experience have an important role in the success of the Company.

- Dr. Pál Búzás, Risk Management Officer
- Piroska Csete, Director of Sales Support
- Dr. Antal Csevár, Chief Legal Advisor, Consumer Protection, Data Protection and HR Officer
- Gábor Dezső, Chief Accountant
- Dr. Katalin Halász, Senior Medical Officer
- Balázs Hátori, Director of Actuary Affairs; appointed Chief Actuary on 1 March 2013
- Szilvia Horváth, IT Director
- Gábor Kocsi, Director of Alternative Sale Channels,
- Dr. Kata Lódi, Head of Investor Relations Department
- Dr. Erika Marczi, Head of Internal Audit
- Linda Sallai, Deputy CEO of Product Design and Risk Management (since 1 October 2012)
- Tamás Rittinger, Director of Tied Network
- Alexandra Tóth, Head of Planning and Reporting Department

### **System of internal controls**

The system of internal controls is operated at the Company in accordance with the applicable laws and the relevant recommendations. The internal defense roles and individual responsibilities of organizational units and officers constituting the internal defense lines are defined in policies; these roles and responsibilities have also been added to the job descriptions of the relevant persons.

### **Internal audit system**

The internal audit system comprises control mechanisms incorporated into processes at the Company, management controls and the independent internal auditor. The internal auditor's is overseen by the Supervisory Board from a professional point of view.

Internal audit activities are carried out by the internal auditor (and they involve a comprehensive audit of the business activities, their analysis and assessment, identification of interfering circumstances and irregularities, the initiating of measures, the carrying out of examinations defined by law and internal rules, the completion of targeted examinations,

general examinations and ensuring that the experience gained is used in practice). The responsibilities of the internal auditor is limited to examining whether the Insurer operates in accordance with internal procedures as well as examining insurance activity from the perspective of legality, security, transparency and expedience. The internal auditor examines the accuracy and completeness of reports and data supplied to the Supervisory Authority by the Company at least on a quarterly basis. The internal auditor is required to send the internal auditor's reports to both the Supervisory Board and the Board of Directors and, if there is a supervisory audit, the internal auditor must make these reports available to those carrying out the audit. The employer's rights concerning the internal auditor are exercised by the Chairman of the Board.

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- The Company's internal audit function has an audit manual and a three-year rolling audit plan. After an internal auditor's report is approved by the Supervisory Board, the findings of the report are discussed by the Executive Committee. Internal audit must monitor every month the implementation of the tasks specified in its reports. After supervisory audits have been closed, the Company will examine the risk assessment prepared of its every quarter by the National Bank of Hungary (the Hungarian Financial Supervisory Authority) and the head of the internal audit function will prepare a report on this for the Supervisory Board.
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- The examination of the administration, as built in the work process, uses the four-eyes principle. Each transaction is approved by a different employee in the IIMS system. In the financial field, performance is approved and payment is authorized by different persons.

## **Risk Committee**

The principal task of the Risk Committee is to assist and support the Company's management in carrying out their risk management activity in accordance with the laws and other rules as well as the articles of association and internal regulations of the Company. The chairman and the members of the Risk Committee were appointed by the Board of Directors; all areas of expertise with relevant knowledge in respect of risk management issues are represented in the committee. The committee will meet every quarter. The scope of its duties includes the monitoring of measures taken to mitigate risks identified in the course of risk self-assessment, the evaluation of key risk indicators and the identification of any lessons that may be learnt from any incidents related to the risks. Its main tasks include:

- monitoring and development of the risk management system covering the entire Company;
- monitoring of the implementation of the risk assessment guidelines adopted by the Board of Directors;

- monitoring of the implementation of the “risk appetite” principles defined by the Board of Directors (i.e. the magnitude and types of risks the organization is willing to accept)
  - monitoring the risk management measures defined by the Board of Directors;
  - improving the overall risk awareness of the organization;
  - coordinating the operation of other units beyond the internal audit within the Company’s organization that have audit functions and comparing their day-to-day practice with the principles defined by the Board of Directors;
  - coordinating the preparation for the implementation of Directive 2009/138/EC on the taking-up and pursuit of the business of Insurance and Reinsurance (Solvency II);
  - discussing and accepting the quarterly risk exposure reports prepared by the risk management associate;
  - discussing the annual operational risk reports; making recommendations for action;
  - evaluation of the annual live test results of the business continuation and disaster recovery plan;
  - discussing and accepting the quarterly reports drafted by the Compliance Officer;
  - discussing the risk management report prepared for the Board of Directors;
  - developing actuary methodology;
  - analyzing the quarterly client complaint reports from the aspect of risk management;
- in connection with the auditing of the Company:
- making recommendations for further measures concerning unresolved findings made by the internal audit function;
  - deciding on accepting the existing risk or on adopting measures mitigating the risk in the case of internal audit findings not accepted by the responsible person;
  - monitoring the measures taken in response to the findings of the statutory auditor and the Supervisory Authority.

### **Risk management function**

In order to comply with the Insurance Companies Act, a new position has been created, that of the **Risk Management Officer**, who directly reports to the Chief Executive Officer. The role of the Risk Management Officer covers the following:

- in order to help the Company develop its risk strategy, the introduction and operation of a complex risk management system suitable for the identification, monitoring and reduction of risks in the fields of operation, projects and economic crime prevention;
- the establishment of risk reducing procedures, the monitoring of implementation and the follow-up of results are managed by the Risk Management Officer;
- the risk management system involves a management of tasks that is sufficiently documented, that is based on self-assessment, data measurement and regular analysis and also the results of expert analyses and that, in addition to the primary result of reducing risk, increases risk awareness concerning the Company’s decision-making;

- the Officer verifies the calculations, assessments and reports created by the Risk Manager by signing them.

Duties related to the operation of the system:

- the Board of Directors assess the current risk levels in the specified areas of risks through a standard risk discussion. The insurance company uses a two-level assessment; the result of the high-level assessment carried out with the involvement of the Company's management determines the list of areas in which a separate themed assessment is required.
- The risk management function identifies points of assessment in each risk area within its scope of powers for the purpose of determining risk levels (key risk indicators), and the affected business areas prepare a monthly report on the results of the assessment.
- The risk management function will evaluate the measured results, the trends and the external factors impacting risk and will prepare a quarterly report on the findings for the Board of Directors.
- On the basis of an annual plan of operation, the risk management function monitors the work processes constituting elevated risk and records any deficiencies in a manager's report. The Company will appoint a risk owner/a person to act to carry out the tasks arising from such findings and will set a deadline for completing the task. The risk management function will track the risk that have arisen and the tasks related to their mitigation in the summary records of risk management and will inform the Board of Directors of any backlog.

A separate position, that of the **Risk Manager**, reporting to the Risk Management Officer, has been established, also under the rules of the Insurance Companies Act implementing Solvency II. The Risk Manager's duties are as follows:

- the supporting of the Board of Directors and other key positions for the purpose of the efficient operation of the risk management system;
- the monitoring of the risk management system;
- the monitoring of the Company's individual risk profile;
- the calculation of the regulatory capital requirement;
- the preparation of a detailed report at least once a year but otherwise as necessary on risk exposure;
- advising the Board of Directors concerning risk management issues, including but not limited to strategic issues such as company strategy, mergers and acquisitions, key projects and investments; and
- the identification and assessment of risks that may arise.

## **Compliance Officer**

The Compliance Officer's position was also developed pursuant to the rules of the Insurance Companies Act. The Compliance Officer reports to the Chief Executive Officer directly; the Officer's scope of responsibilities include the identification and management of compliance risks that may arise due to the Company's failure to follow the relevant laws and any other applicable rule not qualifying as a law.



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- **Regulatory tasks of the Compliance Officer:**

- defining the compliance areas and the scope of the related compliance rules;
- tracking of changes in regulation; conducting impact studies
- initiating the necessary changes.

**Operation-related duties:**

- monitoring compliance with the compliance rules and reporting any violation of them to the Supervisory Board and the Board of Directors;
- consulting the Company's management in connection with compliance issues;
- training the employees of the Company on compliance and keeping the relevant training materials up-to-date;
- fulfilling the notification obligation to the authorities (e.g. concerning conflicts of interest);
- issuing an opinion from the aspect of compliance before the launch of new products and procedures.

### **Money Laundering Reporting Officer (appointed person)**

Pursuant to Act CXXXVI of 2007 on the Prevention and Combating of Money Laundering and Terrorist Financing (hereinafter: Anti-Money Laundering Act), the Company has adopted and applies anti-money laundering and anti-terrorist financing norms on the basis of uniform principles. To carry out these tasks, a separate position has been created pursuant to the rules of the Anti-Money Laundering Act. The holder of this position is required to notify the authority acting as a financial information unit of any reported cases he/she may learn of. The Officer's main tasks include:

- if the Officer obtains information concerning unusual transactions, he/she may request information about them from the employees, insurance brokers and will forward the information in the form of an official report
- organizing training or further training held for the employees on a regular basis but at least once a year and informing them of current experiences
- liaison with the designated units of the authority acting as a financial information unit, providing information about reported transactions and clients and also about non-reported contractual relationships and transactions in the case of an appropriate query (the query must be made in accordance with the requirements specified in all other applicable laws, including Act LX of 2003 on Insurance Companies and Insurance Activities and Act XIX of 1998 on Criminal Procedure).
- defining the purpose, content, order and rules of audits related to the prevention and combating of money laundering and terrorist financing.

### **Auditor**

The Auditor of the Company is KPMG Hungary Audit, Tax and Economic Consultancy LLC (H-1139 Budapest, Váci út 99.). In 2013, the auditor carried out additional activities (IFRS training) at the Company beyond auditing.

### **Information**

As the Company is a public company listed on the stock exchange, it is indispensable to provide regular and authentic information to the shareholders and other players of the capital market for the purpose of ensuring transparency and substantiated decision-making by the investors.

The Company will comply with its disclosure and publication obligations in full compliance with the laws applicable to publication and disclosure, including in particular Act CXX of 2001 on the Capital Market, Act IV of 2006 on Business Associations, Minister of Finance Decree 24/2008 (15 Aug) on the Detailed Rules of the Provision of Information Requirements Applicable to Publicly Issued Securities, and the relevant rules of the BSE's policies. The Company also developed internal policies to establish a clearer set of procedures and to ensure transparency. For this reason, the Company has an Information Access Policy and a Policy on the Public Disclosure of Classified Information.

The Company also has extensive internal rules covering insiders and potential insiders; these internal rules fully comply with the relevant and effective laws. In accordance with the relevant laws and the applicable internal policies, the Company mandatorily publishes any CIGPANNONIA share transactions the Company's senior employees and officers may have by publicly disclosing them at the places of publication.

### **Rules of procedure related to the General Meeting and the manner of exercising the shareholders' rights**

The shareholders of the Company may exercise their voting rights at the General Meeting in person or by proxy. Members of the Board of Directors and the Supervisory Board, the general manager, the auditor and the executive employees of the Company may not act as proxies unless they are given written and unambiguous instructions by the shareholder concerning each and every motion for resolution. If the shareholder wishes to use the relevant form to designate a proxy, the shareholder must notify the Company of this within the deadline specified in the announcement of the given General Meeting. The authorization of the proxy will only be valid for the given General Meeting but the proxy may represent the shareholder if the General Meeting is suspended and then continued or for the second General Meeting if the first has no quorum. The formal requirements applicable to the authorization if given by using a form are governed by Section 213(4) of the Act on Business Associations. The shareholder's rights may only be exercised in the case of an authorization given by using a form if the form is received by the Company by the deadline, in the manner and at the address specified in the announcement. The authorization granted by using a form will be effective until it is withdrawn by an express statement.

The General Meeting must be convened through an announcement published on the Company's website and at the places of publication defined in Chapter XVI (hereinafter:

places of publication) at least 30 days before the start date of the General Meeting. In addition to the publication of the announcement at the places of publication, those shareholders that have requested it must also be notified electronically. If the content of the announcement differs from the content of the notification sent electronically to the shareholder, the announcement will be given priority.

The announcement convening the General Meeting must specify:

- (a) the Company's name and registered seat;
- (b) venue and location of the General Meeting;
- (c) the form of the General Meeting;
- (d) the agenda of the General Meeting;
- (e) the conditions of exercising the right to vote as listed in the Articles of Association;
- (f) the venue and date/time of the second General Meeting convened in case the first General Meeting has no quorum;
- (g) the date to be specified under Section 304(2) of the Act on Business Associations and the information regarding the provisions of Section 304(3) of the same Act;
- (h) the conditions specified in the Articles of Association for exercising the right to request information (Section 214 of the Act on Business Associations) and the right to request the supplementation of the agenda of the General Meeting (Section 300 of the same Act);
- (i) the time, location and manner of making available the proposals and motions for resolutions included in the General Meeting's agenda, including the address of the Company's website;
- (j) information about the shareholder's deadline for notifying the Company of the shareholder's intention to authorize a proxy through a form to represent the shareholder at the General Meeting, and the manner of making such notification.

At least 21 days before the General Meeting, the Company is required to publish, in accordance with the public announcement rules in the Articles of Association, the draft of the annual report prepared according to the Accounting Act, the key data of the report of the Board of Directors and the Supervisory Board, summary reports of the number of shares and voting rights at the time the General Meeting was convened (including summary reports for each share class), summary reports of the proposals concerning the issues on the agenda and the motions for resolutions. If the shareholders exercise their rights specified in Sections 217 or 300 of the Act on Business Associations and this results in a change in the General Meeting's agenda, this provision will apply *mutatis mutandis* to the method of publication of the modified agenda and the motions for resolutions put forward by the shareholders.

The shareholder who intends to participate in the General Meeting, or the representative of the shareholder must be registered into the shareholders' register until the second working day before the general meeting. The closing of the shareholders' register does not restrict the right of the person registered into the shareholders' register to transfer its shares following the closing of the shareholders' register. The transfer of the shares prior to the starting date of the General Meeting does not restrict the right of the person who is

registered in the shareholders' register to participate in the General Meeting and to exercise his/her rights as a shareholder. The confirmation as to who is entitled to exercise shareholders' rights at the general meeting takes place via a regular shareholder identification process. Hence, no shareholders' certificate needs to be issued for the general meeting. The shareholders may not pass a resolution at the Company without holding a General Meeting.

The General Meeting is considered to have quorum if shareholders representing at least one half of the votes available under voting shares are present at the meeting. For the purpose of determining whether the General Meeting has quorum, the restrictions specified in Sections 19 and 20 of Chapter VIII of the Articles of Association must be applied in a way that the part exceeding the 10% maximum rate and to be calculated by disregarding the equity shares must not be taken into account. The restriction was removed from the Articles of Association pursuant to a General Meeting resolution dated 19 April 2013. The second General Meeting convened because of the lack of quorum at the original meeting automatically has quorum concerning all the items listed in the original agenda regardless of the number of shareholders attending the second General Meeting.

If a second General Meeting is held automatically due to a lack of quorum at the originally scheduled General Meeting, the second meeting must be held at the time and subject to the conditions specified in the invitation to the original meeting. The second General Meeting is considered duly convened if the letter of invitation includes the content items specified in Chapter VIII Section 10 of the Articles of Association.

If the manner of convening the General Meeting violates the applicable rules, resolutions may only be passed if each shareholder with a right to vote is present and none of the shareholders protests against holding the General Meeting. The shareholders have the right to recognize as valid any resolution passed at a General Meeting convened or held in violation of the rules if they unanimously vote in favor of recognizing the resolution as valid within 30 days from the day of the General Meeting.

No shareholder or group of shareholders (as defined below) may exercise more than 10% of the total number of votes available under the voting shares.

A group of shareholders is defined as a combination of any shareholder and any of the following persons:

- (a) any person or persons directly or indirectly controlling or controlled by the shareholder, or any person or persons controlled by any of the persons defined above (including the shareholder) jointly or individually; the word "control" for the purposes of this rule is used with the same meaning as in Section 23 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices;
- (b) any shareholder and any person or persons that have a relationship defined in Sections 685(b), 685/A or 685/B of Act IV of 1959 on the Civil Code with the shareholder;
- (b) any shareholder and any person or persons that have a relationship defined in Section 5(1) items 27 or 100 of Act CXX of 2001 on the Capital Market with the shareholder.

In a group of shareholders holds more than 10% of the voting rights, the total voting rights of the group will be reduced to 10% in a way that the voting rights of the shares acquired last (or the affected part of the voting rights of the shares acquired last) by the group of shareholders will have to be disregarded.

The restriction was abolished under a General Meeting resolution dated 19 April 2013.

Each shareholder is required to inform the Board of Directors of the composition of the group and of whether the shareholder and the person or persons forming a group of shareholders together hold at least 10% of the Company's shares. The ownership of the shareholder or the group of shareholders of the shares through the acquisition of which the 10% limit is exceeded may only be registered in the register of shareholders with the condition that no voting rights in excess of the 10% limit may be exercised on the basis of these shares. If the shareholder fails to notify the Company of the composition of the group of shareholders or the notification is insufficient, the shareholder and the group of shareholders may not exercise their voting rights before they fulfill their notification obligation.

The restriction was abolished under a General Meeting resolution dated 19 April 2013.

Voting may be held at the General Meeting with the help of a computer or by counting the votes manually.

The General Meeting is presided over by a person appointed by the Board of Directors (presiding chairperson). The General Meeting need not pass a resolution on the appointment of the presiding chairperson. The presiding chairperson defines the rules of the debate concerning each agenda item; in this context, the presiding chairperson will determine the order of speakers, give the floor to the speakers and, if the shareholder refuses to stop talking about a topic not related to the agenda item under discussion, may withdraw the right to speak from the shareholder; the presiding chairperson may clarify the shareholder's motion for resolution without modifying its content, may order voting on certain motions and announce the passed resolution.

The votes cast at the General Meeting are counted by a vote counting committee of three members appointed by the General Meeting. When the vote counting committee is elected, the duties of the vote counting committee will be fulfilled by the presiding chairperson.

### **Remuneration statement**

In 2013, the Company issued no remuneration statement, but it publishes the remuneration paid to the officers in this capacity.

II.

Corporate Governance Report on the compliance with the Corporate Governance Recommendations

The company hereby declares to what extent it applied in its own practice of corporate governance the recommendations and suggestions formulated in the different points of the Corporate Governance Recommendations published by the Budapest Stock Exchange Ltd.

By reviewing the tables, market participants may receive information on the extent to which the corporate governance practice of different companies meets certain requirements included in the CGR, and may easily compare the practices of the different companies.

**Level of compliance with the Recommendations**

The company indicates whether it applies the relevant recommendation or not, and in the case of a negative answer, it provides the reasons for not applying the given recommendation.

A 1.1.1 The Managing Body ensured that shareholders received access to information in time to enable them to exercise their rights.

Yes

A 1.1.2 The company applies the "one share - one vote" principle.

Yes

A 1.2.8 The company ensures that shareholders must meet the same requirements in order to attend at the general meeting.

Yes

A 1.2.9 Items on the general meeting agenda only include subjects which are correctly detailed and summarized clearly and unambiguously.

Yes

The proposals included the suggestions of the Supervisory Board and a detailed explanation of the effects of the decision.



Yes

- A 1.2.10 Shareholders' comments on and supplements to the items on the agenda were published at least two days prior to the general meeting.

Yes

- A 1.3.8 Comments on the items of the agenda were made available to shareholders simultaneously with registration at the latest.

Yes

Written comments made on the items on the agenda were published two working days prior to the general meeting.

Yes

- A 1.3.10 The election and dismissal of executives took place individually and by separate resolutions.

Yes

- A 2.1.1 The responsibilities of the Managing Body include those laid out in 2.1.1.

Yes

- A 2.3.1 The Managing Body held meetings regularly, at times designated in advance.

Yes

The Supervisory Board held meetings regularly, at times designated in advance.

Yes

The rules of procedure of the Managing Body provide for unscheduled meetings and decision-making through electronic communications channels

Yes

The rules of procedure of the Supervisory Board provide for unscheduled meetings and decision-making through electronic communications channels.

Yes

- A 2.5.1 The Board of Directors / Supervisory Board of the company has a sufficient number of independent members to ensure the impartiality of the board.

No

The Board of Directors extends gradually the number of independent members.

- A 2.5.4 At regular intervals (in connection with the CG Report) the Board of Directors / Supervisory Board requested a confirmation of their independent status from those members considered independent.

Yes

- A 2.5.6 The company disclosed on its website the guidelines on the independence of the Board of Directors / Supervisory Board, as well as the criteria applied for assessing independence.\_

Yes

- A 2.6.1 Members of the Managing Body informed the Managing Body (Supervisory Board/Audit Committee) if they (or any other person in a close relationship to them) had a significant personal stake in a transaction of the company (or the company's subsidiary).

Yes

- A 2.6.2 Transactions between board and executive management members (and persons in close relationship to them) and the company (or its subsidiary) were conducted according to general rules of practice of the company, but with stricter transparency rules in place.

Yes

Transactions which according to 2.6.2, fell outside the normal course of the company's business, and their terms and conditions were approved by the Supervisory Board (Audit Committee).

Yes

- A 2.6.3 Board members informed the Supervisory Board/Audit Committee if they received an offer of Board membership or an offer of an executive management position in a company which is not part of the company group.

Yes

- A 2.6.4 The Managing Body established its guidelines on information flow within the company and the handling of insider information, and monitored compliance with those guidelines.

Yes

The Managing Body established its guidelines regarding insiders' trading in securities and monitored compliance with those guidelines.

Yes

- A 2.7.1 The Managing Body formulated remuneration guidelines regarding the evaluation and remuneration of the work of the Managing Body, the Supervisory Board and the executive management

No

The Company introduced in 2013 the remuneration based on the achievement and aligned to the cover of the remuneration. The Remuneration- and Nomination Committee will be able formulate remuneration guidelines regarding the evaluation and remuneration of the work of the Managing Body, the Supervisory Board and the executive management, that will be submitted to the Annual General Meeting.

The Supervisory Board formed an opinion on the remuneration guidelines.

No

See above.

The guidelines regarding the remuneration for the Managing Body and the Supervisory Board and the changes in those guidelines were approved by the general meeting, as a separate item on the agenda.

Yes

- A 2.7.2. The Managing Body prepared an evaluation of the work it carried out in the given business year.

Yes

- A 2.7.2.1 The Supervisory Board prepared an evaluation of the work it carried out in the given business year.

Yes

- A 2.7.3 It is the responsibility of the Managing Body to monitor the performance of and determine the remuneration for the executive management.

Yes

The frameworks of benefits due to members of the executive management that do not represent normal practice, and the changes in those benefits were approved by the general meeting as a separate agenda item.

Yes

- A 2.7.4 The structure of share-incentive schemes were approved by the general meeting.

Yes

Prior to the decision by the general meeting on share-incentive schemes, shareholders received detailed information (at least according to those contained in 2.7.4).

Yes

- A 2.7.7 The Remuneration Statement was prepared by the company and submitted to the general meeting.

No

See 2.7.1..

The Remuneration Statement includes information about the remuneration of individual members of the Managing Body, the Supervisory Board, and the executive management.

Yes

- A 2.8.1 The Managing Body or the committee operated by it is responsible for monitoring and controlling the company's entire risk management.

Yes

The Managing Body requests information on the efficiency of risk management procedures at regular intervals.

Yes

The Managing Body took the necessary steps to identify the major risk areas.

Yes

- A 2.8.3 The Managing Body formulated the principles regarding the system of internal controls.

Yes

The system of internal controls established by the executive management guarantees the management of risks affecting the activities of the company, and the achievement of the company's performance and profit targets

Yes

- A 2.8.4 When developing the system of internal controls, the Managing Body took into consideration the viewpoints included in 2.8.4

Yes

- A 2.8.5 It is the duty and responsibility of the executive management to develop and maintain the system of internal controls.

Yes

- A 2.8.6 The company created an independent Internal Audit function which reports to the Audit Committee / Supervisory Board.

Yes

The Internal Audit reported at least once to the Audit Committee / Supervisory Board on the operation of risk management, internal control mechanisms and corporate governance functions.

Yes

- A 2.8.7 The internal audit activity is carried out by the Internal Audit function based on authorisation from the Audit Committee / Supervisory Board.

Yes

As an organisation, the Internal Audit function is independent from the executive management.

Yes

- A 2.8.8 The Internal Audit schedule was approved by the Managing Body (Supervisory Board) based on the recommendation of the Audit Committee.

Yes

- A 2.8.9 The Managing Body prepared its report for shareholders on the operation of internal controls.



Yes

The Managing Body developed its procedures regarding the receipt, processing of reports on the operation of internal controls, and the preparation of its own report.

Yes

- A 2.8.11 The Managing Body identified the most important deficiencies or flow in the system of internal controls, and reviewed and re-evaluated the relevant activities.

Yes

- A 2.9.2 The Managing Body, the Supervisory Board and the Audit Committee were notified in all cases when an assignment given to the auditor may have resulted in significant additional expense, caused a conflict of interest, or affected normal business practices significantly in any other way.

Yes

- A 2.9.3 The Managing Body informed the Supervisory Board of any assignment given to the external auditor or an external advisor in connection with any event which held significant bearing on the operations of the company.

Yes

The Managing Body pre-determined in a resolution what circumstances constitute "significant bearing".

No

Act LX of 2003 on Insurance Institutions and the Insurance Business gives guideline on what circumstances constitute "significant bearing".

- A 3.1.6 On its website, the company disclosed duties delegated to the Audit Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes

A 3.1.6.1 On its website, the company disclosed duties delegated to the Nomination Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes

A 3.1.6.2 On its website, the company disclosed duties delegated to the Remuneration Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes

A 3.2.1 The Audit Committee / Supervisory Board monitored the efficiency of risk management, the operation of internal controls, and the activity of the Internal Audit.

Yes

A 3.2.3 The Audit Committee / Supervisory Board received accurate and detailed information on the work schedule of the Internal Auditor and the independent auditor, and received the auditor's report on problems discovered during the audit.

Yes

A 3.2.4 The Audit Committee / Supervisory Board requested the new candidate for the position of auditor to submit the disclosure statement according to 3.2.4.

Yes

A 3.3.1 There is a Nomination Committee operating at the company.

No

A contracted Remuneration- and Nomination Committee operating at the Company.

A 3.3.2 The Nomination Committee provided for the preparation of personnel changes.

Yes

The Remuneration- and Nomination Committee carried out this task.

The Nomination Committee reviewed the procedures regarding the election and appointment of members of the executive management.

Yes

The Remuneration- and Nomination Committee carried out this task.

The Nomination Committee evaluated the activity of board and executive management members.

No

The Remuneration- and Nomination Committee focused this year on the establishment of the Managing Body, so there is no relevant period available for the evaluation.

The Nomination Committee examined all the proposals regarding the nomination of board members which were submitted by shareholders or the Managing Body.

Yes

See at 2.7.1.

A 3.4.1 There is a Remuneration Committee operating at the company.

No

A contracted Remuneration- and Nomination Committee operating at the Company.

A 3.4.2 The Remuneration Committee made a proposal for the system of remuneration for the boards and the executive management (individual levels and the structure of remuneration), and carries out its monitoring.

Yes

The Remuneration- and Nomination Committee carried out this task.

**A 3.4.3** The remuneration of the executive management was approved by the Managing Body based on the recommendation of the Remuneration Committee.

No

The Remuneration- and Nomination Committee carried out the tasks, the Board of Directors made no formal decision on the approval.

The remuneration of the Managing Body was approved by the general meeting based on the recommendation of the Remuneration Committee.

Yes

The Remuneration Committee also monitored the share option, cost reimbursement and other benefits in the remuneration system.

Yes

A 3.4.4 The Remuneration Committee made proposals regarding remuneration guidelines.

No

See 2.7.1.

A 3.4.4.1 The Remuneration Committee made proposals regarding the remuneration of individual persons.

No

See 2.7.1.

A 3.4.4.2 The Remuneration Committee reviewed the terms and conditions of contracts concluded with the members of the executive management

No

See 2.7.1.

A 3.4.4.3 The Remuneration Committee ascertained whether the company fulfilled its disclosure obligations regarding remuneration issues.

No

See 2.7.1.

A 3.4.7 The majority of the members of the Remuneration Committee are independent.

Yes

A 3.5.1 The Managing Body disclosed its reasons for combining the Remuneration and Nomination Committees.

No

See 2.7.1.

A 3.5.2 The Managing Body carried out the duties of the Nomination Committee and disclosed its reasons for doing so.

No

The Remuneration- and Nomination Committee carried out the tasks.

A 3.5.2.1 The Managing Body carried out the duties of the Remuneration Committee and disclosed its reasons for doing so.

No

It carried out the duties, but did not issued the information.

A 4.1.1 In its disclosure guidelines, the Managing Body established those principles and procedures which ensure that all relevant information about the operations of the company and circumstances influencing its share price are disclosed and made available accurately, in a timely fashion and in full.

Yes

A 4.1.2 The company ensured in its disclosure activities that all shareholders and market participants were treated equally.

Yes

A 4.1.3 The company's disclosure guidelines include the procedures governing electronic, on-line disclosure.

Yes

The company develops its website taking into consideration disclosure guidelines and the provision of information to investors.

Yes

A 4.1.4 The Managing Body assessed the efficiency of disclosure processes.

Yes

A 4.1.5 The company published its corporate events calendar on its website.

Yes

A 4.1.6 In the annual report and on the website of the company, the public was informed about the company's corporate strategy, its main business activities, business ethics and its policies regarding other stakeholders.

No

The strategic goals were reviewed on the Annual General Meeting.

A 4.1.8 In the annual report the Managing Body disclosed the character and size of any other assignments given by the company or its subsidiaries to the auditing firm responsible for auditing the financial statements.

Yes

A 4.1.9 In the annual report and on the website the company discloses information on the professional career of the members of the Managing Body, the Supervisory Board and the executive management.

Yes

A 4.1.10 The company provided information on the internal organisation and operation of the Managing Body and the Supervisory Board.

Yes

The Articles of associations – that can be downloaded from our website - contains the structures and tasks of the two Bodies.

A 4.1.10.1 The company provided information on the criteria considered when evaluating the work of the Managing Body, the executive management and the individual members thereof.

No



See 2.7.1.

- A 4.1.11 In the annual report and in the Remuneration Statement on the company's website, the company informed the public about the applied remuneration guidelines, including the remuneration and fees provided for members of the Managing Body, the Supervisory Board and the executive management.

No

See 2.7.1.

- A 4.1.12 The Managing Body disclosed its risk management guidelines, including the system of internal controls, the applied risk management principles and basic rules, as well as information about major risks.

Yes

- A 4.1.13 In order to provide market participants with information, the company publishes its report on corporate governance at the same time that it publishes its annual report.

Yes

- A 4.1.14 The company discloses its guidelines governing insiders' trading in the company's securities on its website.

Yes

The company published in the annual report and on its website ownership in the company's securities held by the members of the Managing Body, the Supervisory Board and the executive management, as well as any interests held in share-incentive schemes.

Yes

- A 4.1.15 In the annual report and on its website, the company disclosed any relationship between members of the Managing Body and the executive management with a third party, which might have an influence on the operations of the company.

Yes

### Level of compliance with the Suggestions

The company should indicate whether the relevant suggestion of the CGR is applied or not  
(– Yes / No)

J 1.1.3	The company has an investor relations department.	<u>Yes</u> / No
J 1.2.1	The company published on its website the summary document regarding the conducting of the general meeting and the exercise of shareholders' rights to vote (including voting via proxy)	<u>Yes</u> / No
J 1.2.2	The company's articles of association are available on the company's website.	<u>Yes</u> / No
J 1.2.3	The company disclosed on its website information according to 1.2.3 (on the record date of corporate events).	<u>Yes</u> / No
J 1.2.4	Information and documents according to 1.2.4 regarding general meetings (invitations, proposals, draft resolutions, resolutions, minutes) were published on the company's website.	<u>Yes</u> / No
J 1.2.5	The general meeting of the company was held in a way that ensured the greatest possible shareholder participation.	<u>Yes</u> / No
J 1.2.6	Additions to the agenda were published within 5 days of receipt, in the same manner as the publication of the original invitation for the general meeting.	<u>Yes</u> / No
J 1.2.7	The voting procedure applied by the company ensured unambiguous, clear and fast decision-making by shareholders.	<u>Yes</u> / No
J 1.2.11	At the shareholders' request, the company also provided information on the general meeting electronically.	<u>Yes</u> / No
J 1.3.1	The identity of the chairman of the general meeting was approved by the company's general meeting prior to the discussion of the items on the agenda.	Yes / <u>No</u>
J 1.3.2	The Managing Body and the Supervisory Board were represented at	<u>Yes</u> /

	the general meeting.	No
J 1.3.3	The company's articles of association render possible that at the initiation of the chairman of the Managing Body or the shareholders of the company, a third party be invited to the company's general meeting and be granted the right of participation in the discussion of the relevant items on the agenda.	Yes / <u>No</u>
J 1.3.4	The company did not prevent shareholders attending the general meeting from exercising their rights to request information, make comments and proposals, and did not set any pre-requisites to do so.	<u>Yes</u> / No
J 1.3.5	The company published on its website within three days its answers to those questions which it was unable to answer satisfactorily at the general meeting. Where the company declined to give an answer it published its reasons for doing so.	<u>Yes</u> / No
J 1.3.6	The chairman of the general meeting and the company ensured that in answering the questions raised at the general meeting, national laws and regulations of the Stock Exchange pertaining to disclosure were complied with.	<u>Yes</u> / No
J 1.3.7	The company published a press release and held a press conference on the decisions passed at the general meeting.	<u>Yes</u> / No
J 1.3.11	The company's general meeting decided on the different amendments of the articles of association in separate resolutions.	<u>Yes</u> / No
J 1.3.12	The minutes of the general meeting containing the resolutions, the presentation of draft resolutions, as well as the most important questions and answers regarding the draft resolutions were published by the company within 30 days of the general meeting.	<u>Yes</u> / No
J 1.4.1	The dividend was paid within 10 days to those shareholders who had provided all the necessary information and documentation	<u>Yes</u> / No
J 1.4.2	The company disclosed its policy regarding anti-takeover devices.	<u>Yes</u> / No
J 2.1.2	The rules of procedure define the composition of the Managing Body and all procedures and protocols for the preparation and holding of meetings, the drafting of resolutions and other related matters.	<u>Yes</u> / No

J 2.2.1	The rules of procedure and the work schedule of the Supervisory Board gives a detailed description of its operation and duties, as well as procedures and processes which the Supervisory Board followed.	<u>Yes</u> / No
J 2.3.2	Board members had access to the proposals of a given meeting at least five days prior to the board meeting.	<u>Yes</u> / No
J 2.3.3	The rules of procedure regulate the regular or occasional participation at board meetings of persons who are not members of the boards.	<u>Yes</u> / No
J 2.4.1	The election of the members of the Managing Body took place in a transparent way, information on candidates was made public at least five days prior to the general meeting.	<u>Yes</u> / No
J 2.4.2	The composition of boards and the number of members complies with the principles specified in 2.4.2	Yes/ <u>No</u>
J 2.4.3	Newly elected, non-executive board members were able to familiarize themselves with the structure and operations of the company, as well as their duties as board members through a tailored induction programme.	<u>Yes</u> / No
J 2.5.2	The separation of the responsibilities of the Chairman of the Managing Body from those of the Chief Executive Officer has been outlined in the basic documents of the company.	<u>Yes</u> / No
J 2.5.3	The company has published a statement about the means it uses to ensure that the Managing Body gives an objective assessment of the executive management's work where the functions of Chairman and CEO are combined.	Yes / <u>No</u>
J 2.5.5	The company's Supervisory Board has no member who held a position in the Managing Body or the executive management of the company in the three years prior to his nomination.	<u>Yes</u> / No
J 2.7.5	The development of the remuneration system of the Managing Body, the Supervisory Board and the executive management serves the strategic interests of the company and thereby those of the shareholders.	<u>Yes</u> / No
J 2.7.6	In the case of members of the Supervisory Board, the company applies a fixed amount of remuneration and does not apply a remuneration	<u>Yes</u> / No

component related to the share price.

J 2.8.2	The Managing Body developed its risk management policy and regulations with the cooperation of those executives who are responsible for the design, maintenance and control of risk management procedures and their integration into the company's daily operations.	<u>Yes</u> / No
J 2.8.10	When evaluating the system of internal controls, the Managing Body took into consideration the aspects mentioned in 2.8.10.	<u>Yes</u> / No
J 2.8.12	The company's auditor assessed and evaluated the company's risk management systems and the risk management activity of the executive management, and submitted its report on the matter to the Audit Committee / Supervisory Board.	<u>Yes</u> / No
J 2.9.1	The rules of procedure of the Managing Body cover the procedure to be followed when employing an external advisor.	Yes / <u>No</u>
J 2.9.1.1	The rules of procedure of the Supervisory Board cover the procedure to be followed when employing an external advisor.	Yes / <u>No</u>
J 2.9.1.2	The rules of procedure of the Audit Committee cover the procedure to be followed when employing an external advisor.	Yes / <u>No</u>
J 2.9.1.3	The rules of procedure of the Nomination Committee cover the procedure to be followed when employing an external advisor.	Yes / <u>No</u>
J 2.9.1.4	The rules of procedure of the Remuneration Committee cover the procedure to be followed when employing an external advisor.	Yes / <u>No</u>
J 2.9.4	The Managing Body may invite the company's auditor to participate in those meetings where it debates general meeting agenda items.	<u>Yes</u> / No
J 2.9.5	The company's Internal Audit function co-operated with the auditor in order to help it successfully carry out the audit.	<u>Yes</u> / No
J 3.1.2	The chairmen of the Audit Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.	<u>Yes</u> / No

J 3.1.2.1	The chairmen of the Nomination Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year	<u>Yes</u> / No
J 3.1.2.2	The chairmen of the Remuneration Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.	<u>Yes</u> / No
J 3.1.4	The company's committees are made up of members who have the capabilities, professional expertise and experience required to perform their duties.	<u>Yes</u> / No
J 3.1.5	The rules of procedure of committees operating at the company include those aspects detailed in 3.1.5.	<u>Yes</u> / No
J 3.2.2	The members of the Audit Committee / Supervisory Board were fully informed about the accounting, financial and operational peculiarities of the company.	<u>Yes</u> / No
J 3.3.3	The Nomination Committee prepared at least one evaluation for the chairman of the Managing Body on the operation of the Managing Body and the work and suitability of the members of the Managing Body.	<u>Yes</u> / No
J 3.3.4	The majority of the members of the Nomination Committee are independent.	<u>Yes</u> / No
J 3.3.5	The rules of procedure of the Nomination Committee includes those details contained in 3.3.5	<u>Yes</u> / No
J 3.4.5	The Remuneration Committee prepared the Remuneration Statement.	Yes / <u>No</u>
J 3.4.6	The Remuneration Committee exclusively consists of non-executive members of the Managing Body.	Yes / <u>No</u>
J 4.1.4	The disclosure guidelines of the company at least extend to those details contained in 4.1.4	Yes / <u>No</u>
	The Managing Body informed shareholders in the annual report on the	Yes /

findings of the investigation into the efficiency of disclosure procedures. No

J 4.1.7 The company's financial reports followed IFRS guidelines. Yes /  
No

J 4.1.16 The company also prepares and releases its disclosures in English. Yes /  
No