



**DANUBIUS HOTELS
GROUP**

The Board of Directors announces its shareholders that
DANUBIUS HOTEL AND SPA PUBLIC LIMITED COMPANY
/1051 Budapest, Szent István sq. 11.
court of registration: Metropolitan court, company registration number: 01-10-041669/

shall hold its

Annual General Meeting

on Thursday, 25th April 2013 at 10.00 a.m.
in the Danubius Hotel Astoria
/1053 Budapest, Kossuth Lajos utca 19-21. /

in a traditional way.

The shareholders shall participate at the general meeting personally.

Items of the agenda:

1. To elect the officials of the General Meeting
2. To submit and approve the 2012 Annual reports (stand alone prepared in accordance with Hungarian Accounting Act and consolidated prepared in accordance with International Financial Reporting Standards (IFRS)) of the Company
 - To receive the Board's report about the 2012 business activities
 - To receive the reports of the Auditor
 - To receive the report of the Supervisory Board
3. To pass decision on the Report on Corporate Governance
4. To pass decision on the 2012 profit allocation
5. To inform the Meeting about the 2013 business targets
6. To elect members of the Board of Directors
7. To elect members of the Supervisory Board
8. To elect a member of the Audit Committee
9. To modify the Articles of Association (amendment of certain sections of the Articles of Association is necessary due to changes in the provisions)
10. To accept the Rules of procedure of the Supervisory Board
11. To appoint the Auditor and approve his/her 2013 remuneration
12. To establish the remuneration of the members of the Board of Directors and the Supervisory Board

We inform our Shareholders that **the information including the proposals and draft resolutions of the General Meeting** will be published on 3rd April 2013 (Wednesday) on the Company site (www.danubiushotels.hu), on the site of BÉT Zrt. /Budapest Stock Exchange/ (www.bse.hu), furthermore, on the site for capital market publications operated by the PSZÁF /Hungarian Financial Supervisory Authority/ (www.kozzetetelek.hu).

Upon request, we will put the document at your disposal electronically, by post or personally.

The General Meeting **has a quorum** if attended by shareholders, or their proxy holders, who represent more than half of the votes embodied by the shares entitling to vote.

If the quorum is not met, the Board convenes the repeated General Meeting at the very same venue for 10 a.m. on 30th April 2013 (Tuesday) with unaltered agenda. The repeated General Meeting has a quorum regardless of the number of shares represented.

Every share with a nominal value of one thousand Forints entitles to one vote.

Conditions to attend the General Meeting and exercise the voting right:

Our owners may exercise their voting right at the General Meeting personally, by way of a legally or regularly authorised proxy, or by way of a shareholder's nominee as per the Tpt.. Authorisation of representation should be submitted in the form of a public document or private document with full probative force till 12 a.m. on 24th April 2013 at the Head Office of Danubius Hotels Nyrt. (1051 Budapest, Szent István tér 11., 3rd floor), or upon registration, prior to commencement of the General Meeting, on the spot.

We call the attention of our Shareholders to the fact **whereby only he who is the owner of shares at the end of the shareholder's identification record date (i.e. end of Thursday 18th April 2013) and who has not ordered the prohibition of the registration into the Book of Shares or has not requested deletion and who has been entered in the Book of Shares till 6 p.m. on the second working day prior to the starting day of the General Meeting (i.e. 6 p.m. on Tuesday, 23rd April 2013) and simultaneously registers himself on the attendance sheet personally or by way of his proxy is entitled to exercise the shareholders' rights at the General Meeting!** The condition of registering a shareholder as a natural person is the personal identification of the shareholder and in case of a proxy assignment in addition to the personal identification of the proxy, presenting the proxy assignment as set forth in the prior paragraph. In case of shareholders who are not natural persons, the condition of registering is the presentation of a certificate of incorporation issued not later than 30 days or a document certifying registration and the personal identification of the proxy, while in case of a proxy assignment the signature specimen of the representative of the shareholder giving the assignment and the presentation of the proxy assignment.

Closing down the Book of Shares does not restrict the rights of the person registered in the Book of Shares to transfer his shares after the closing down of the Book of Shares. Transfer of the shares prior to the starting day of the General Meeting does not exclude the right of the person registered in the Book of Shares to participate at the General Meeting and to exercise the rights entitled to him as a shareholder.

KELER Zrt. performs entry in the Book of Shares according to the shareholders' verification requested by the Company for the fifth working day preceding the General Meeting, for 18th April 2013, as record date.

Pursuant to the Articles of Association of the Company entry in the Book of Shares is to be performed till the second working day prior to the General Meeting, thus requests for entries in the Book of Shares have to be received by Keler Zrt. by 6 p.m. 23rd April 2013.

Pursuant to the shareholder's expressed instruction, the keepers of security account are obliged to arrange the entry of shares in the Book of Shares, therefore, **we request those of our shareholders wishing to exercise their shareholders' rights at the General Meeting, to contact their keeper of security account in the interest of their entry in the Book of Shares.**

The Company assumes no responsibility for fulfilment of the mandate given to the keepers of security account, likewise, for the consequences of negligence or erroneous data supply performed by the keepers of security account.

The shareholders' right to information

If the above requirements are met, every shareholder has a right to attend the general meeting, to request information, to make comments and proposals and to vote if he is in possession of the shares ensuring the voting rights. The Board shall provide the necessary information to all shareholders in connection with the items placed on the agenda of the general meeting upon written request at least eight days before the scheduled date of the general meeting. The Board may refuse to provide such information if it is of the opinion that it would infringe upon the company's business secrets.

Complementing the agenda of the general meeting

Shareholders controlling at least 1% of votes may request in writing from the Board, within 8 days of receiving the invitation to the General meeting or the publication of the notice for calling the general meeting to add an issue to the agenda of the general meeting indicating the reasons in writing and to table draft resolutions in connection with items on the agenda.

Registration and receipt of the voting-papers are possible on the spot from 9 a.m. to 10 a.m.

Further information regarding the advertisement is available from the Investors' Relations of the Company by phone (06 1) 889 4007 or by e-mail (investor.relations@danubiushotels.com).

Budapest, 25th March 2013

Board of Directors of
Danubius Hotels Nyrt.