

The Board of Directors announces its shareholders that  
**DANUBIUS HOTEL AND SPA PUBLIC LIMITED COMPANY**

/1051 Budapest, Szent István sq. 11.

court of registration: Budapest Metropolitan Court as Court of Registration, company registration number:  
01-10-041669/

shall hold its

**Extraordinary General Meeting**

**on Thursday, 19<sup>th</sup> November 2015 at 11:00 a.m.  
at the seat of Danubius Hotels Nyrt.**

/1051 Budapest, Szent István tér 11./

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 pass decision on the modification of the Company's form of operation
3. To modify the Articles of Association (at this agenda, the EGM is to pass two separate resolutions)
4. To recall the members of the Audit Committee

We inform our Shareholders that **the information including the original and unabridged text of the draft resolutions of the General Meeting and documents to be submitted to the General Meeting** will be published on the same date as the present invitation on the Company site ([www.danubiushotels.hu](http://www.danubiushotels.hu)), on the site of BÉT Zrt. /Budapest Stock Exchange/ ([www.bse.hu](http://www.bse.hu)), on the site for capital market publications operated by the MNB /National Bank of Hungary/ ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)), furthermore, will be sent to the editor's office of Magyar Idők daily. Upon request, the document will be put at your disposal electronically.

The General Meeting **has a quorum** if attended by shareholders, or their proxy, who represent more than half of the votes that can be cast 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 at 11:00 a.m. on 30<sup>th</sup> November 2015 (Monday) with unaltered agenda. The repeated General Meeting has a quorum regardless of the extent of voting right represented by those present.

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 18<sup>th</sup> November 2015 at the Head Office of Danubius Hotels Nyrt. (1051 Budapest, Szent István tér 11., 3<sup>rd</sup> 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 has been entered in the Book of Shares (prepared according to the request of the Shareholders' Identification) 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, 17<sup>th</sup> November 2015) and who has not ordered the prohibition of the registration into the Book of Shares or has not requested deletion 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 12<sup>th</sup> November 2015, 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. 17<sup>th</sup> November 2015.

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 exercise his voting rights to an extent equalling the nominal value of the share. The Board shall provide the information necessary to discuss the item to all shareholders in connection with the items placed on the agenda of the General Meeting so that upon written request made at least eight days before the scheduled date of the General Meeting he receives the necessary information no later than within 3 days of the General Meeting.

Shareholders controlling jointly at least 1% of votes are entitled to notify the Board, within 8 days of the publication of the notice for convening the General Meeting about a proposal in line with the regulations for adding an item to the agenda or a draft resolution in relation to an item of the agenda or an item to be added to the agenda.

Registration and receipt of the voting-papers are possible on the spot from 10:00 a.m. to 11:00 a.m.

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

Budapest, 4<sup>th</sup> November 2015

Board of Directors of  
Danubius Hotels Nyrt.