

## INVITATION

This is to announce that the Board of Directors of **Waberer's International Nyilvánosan Működő Részvénytársaság** (registered seat: H-1239 Budapest, Nagykőrösi út 351.) (hereinafter „Waberer's International Nyrt.” or “Company”) convenes its Annual General Meeting at **10.00 a.m. on April 18, 2016.**

**Method and Venue of the General Meeting:** with the presence of the shareholders (either through a representative) at the registered seat of Waberer's International Nyrt. at H-1239 Budapest, Nagykőrösi út 351.

**Registration:** at the venue of the General Meeting, from 9 a.m. on April 18, 2016.

### **Items on the Agenda of the Extraordinary General Meeting:**

1. Approval of the Company's Annual Financial Report, Individual and Consolidated Annual Reports as of December 31, 2015; decision on the use of the profit after tax
  - Report of the Board of Directors
  - Report of the Supervisory Board and the Audit Committee
  - Report of the Auditors
2. Report of the Board of Directors on the Management, financial situation and business policies of Waberer's International Nyrt;
3. Approval of the Corporate Governance Report of Waberer's International Nyrt;
4. Prolongation of the authorization granted by the General Meeting held on September 14, 2015 to the Board of Directors of the Company in relation to the participation of the Company in the contemplated public offering in Hungary and private placement of the shares of the Company in Hungary and outside of Hungary (hereinafter: the “Offering”).
5. Granting authority to the Board of Directors for the increase of the registered share capital of the Company in connection with the Offering and its successful implementation, and to make all related necessary decisions under Section 3:294 of the Civil Code and Section 12.3 of the Company's Articles of Association, - including but not limited to the potential amendment of the Articles of Association of the Company in connection with the contemplated increase of the registered share capital;
6. Decision on the exclusion of exercising of shareholders' preferential rights to acquire the new shares issued in the course of the contemplated increase of the registered share capital of the Company in connection with the Offering and its successful implementation;
7. Decision on the election and remuneration of the members of the Board of Directors; granting indemnification to the Directors;
8. Decision on the election and remuneration of the members of the Supervisory Board, granting indemnification to the former member of the Supervisory Board;
9. Decision on the election and remuneration of the members of the Audit Committee;
10. Election of the Permanent Auditors of the Company, decision on their remuneration;
11. Decision on the approval of the acquisition of the shares of Wáberer Hungária Biztosító Zrt.
12. Other items

Shareholders controlling at least 1% of voting rights in the Company shall have the right to notify the Board of Directors about a proposal regarding additions to the agenda in accordance with the provisions on setting the items of the agenda, or a draft resolution concerning any item already on the agenda or to be put on the agenda within eight (8) days from the publication of the notice on the convening of the General Meeting. The Board of Directors shall publish a communication on the supplemented agenda and the draft resolutions submitted by the shareholders upon being notified of the proposal. The issues indicated in the notice shall be deemed to have been put on the agenda.

**On the General Meeting each share with a face value of EUR 0,35 grants the right for 1 (one) vote.**

The Shareholder shall be registered in the Book of Shareholders by no later than on the second business day preceding the date of commencement of the General Meeting in order to participate and vote on the General Meeting. The Book of Shareholders is updated by KELER in accordance with the ownership identification prior to the General Meeting based on the General Rules of Business, thus there is no need for the certification from the owners for the exercising of the shareholders' rights.

Should a shareholder be represented by an authorized proxy, the authorization for representation shall be prepared in the form of a notarial deed or a private deed of full evidentiary force. The authorization for representation shall be submitted to the Secretariat of the Board of Waberer's International Nyrt. (Budapest, Distr. XXIII., Nagyköroői út 351., 2<sup>nd</sup> floor) until April 15, 2016 or on the day and at the venue of the General Meeting.

The General Meeting shall have a quorum if it was convened in accordance with the relevant rules and regulations, and if the Shareholders representing more than 50% of the votes are present. Should the General Meeting have no quorum, the date of the reconvened General Meeting shall be on April 29, 2016, 10 a.m., at the seat of Waberer's International Nyrt. at H-1239 Budapest, Nagyköroői út 351. The reconvened General Meeting shall have a quorum for the issues of the original agenda irrespective of the voting rights represented by those present. The General Meeting adopts its resolutions by a simple majority of the votes considered upon the establishment of a quorum, except for the matters indicated by the law and specified in Paragraphs (a)-(d) of Section 5.9.1, in respect of which the General Meeting adopts its resolutions by a three-quarters majority of the votes.

**The Board of Directors shall publish on the website ([www.waberers.com](http://www.waberers.com)) of the Company at least twenty-one days prior to the General Meeting the original and full content of the proposals relating to the items on the agenda and the related reports of the Supervisory Board and the draft resolutions. Public general meeting materials are to be sent by way of electronic means to the shareholders who specifically requested it from the Board.**

Budapest, March 17, 2016

**Waberer György Péter**  
Head of the Board  
Waberer's International Nyrt.