



**DANUBIUS HOTELS
GROUP**

Danubius Szálloda és Gyógyüdülő Rt.

**RESOLUTION OF THE ANNUAL GENERAL MEETING
OF DANUBIUS HOTELS RT. HELD ON 24 APRIL 2006**

Those present: shareholders or proxies representing **5 300 565 pieces** of shares,
63.97% of the subscribed capital

Based on 100% vote of the present shareholders:

Resolution nr. 1/2006. Kgy.

The AGM approved the 2005 balance sheet and profit and loss statement according to which the 2005

- total assets: HUF 56 billion 519 million 625 thousand
- profit after tax: HUF - 972 million 276 thousand
- total assets of the consolidated balance sheet: HUF 79 billion 164 million
- consolidated profit after tax: HUF 881 million

Based on 99.99% vote (and 0.01% against) of the present shareholders:

Resolution nr. 2/2006. Kgy.

The AGM passed decision not to pay a dividend from the 2005 profit after tax.

Based on 100% vote of the present shareholders:

Resolution nr. 3/2006. Kgy.

The AGM approved the business policy objectives set for 2006.

Based on 100% vote of the present shareholders:

Resolution nr. 4/2006. Kgy.

The AGM elected SIR BERNARD D. SCHREIER to be member of the Board of Directors for a period of five years from 28th April 2006.

Based on 1000% vote of the present shareholders:

Resolution nr. 5/2006. Kgy.

The AGM elected JOHN E. SMITH to be member of the Board of Directors for a period of five years from 28th April 2006.

Based on 1000% vote of the present shareholders:

Resolution nr. 6/2006. Kgy.

The AGM elected SÁNDOR BETEGH to be member of the Board of Directors for a period of five years from 28th April 2006.



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Based on 100% vote of the present shareholders:

Resolution nr. 7/2006. Kgy.

The AGM elected JÁNOS TOBIÁS to be member of the Board of Directors for a period of five years from 28th April 2006.

Based on 100% vote of the present shareholders:

Resolution nr. 8/2006. Kgy.

The AGM elected DR. ISTVAN FLUCK to be member of the Board of Directors for a period of five years from 28th April 2006.

Based on 100% vote of the present shareholders:

Resolution nr. 9/2006. Kgy.

The AGM elected DR. IMRE DEÁK to be member of the Board of Directors for a period of five years from 28th April 2006.

Based on 100% vote of the present shareholders:

Resolution nr. 10/2006. Kgy.

The AGM accepted the published and presented modification of the Articles of the Company.

The modification of the Articles was necessary according to the regulations of the Company Act: the firm name of Danubius Hotel and Spa Rt. was modified to Danubius Szálloda és Gyógyüdülő Nyilvánosan Működő Részvénytársaság

(as the firm name in Hungarian)

Danubius Hotel and Spa Public Limited Company (as the firm name in English)

Danubius Hotel und Kurhotel Offene Aktiengesellschaft (as the firm name in German)

Danubius Hotels Nyrt. (as the abbreviated name).

(The Articles of Association drafted into a unified structure will be available on the www.danubiushotels.com/report site after being registered by the Court of Registration.)

Based on 100% vote of the present shareholders:

Resolution nr. 11/2006. Kgy.

The AGM decided to appoint KPMG Hungaria Co. (representative: Péter Szabó) to be the auditor for another one year from 29th April 2006 and approved the fee to be paid.

Based on 98.85% vote (and 1.15% abstention) of the present shareholders:

Resolution nr. 12/2006. Kgy.

The AGM approved the proposal made for the remuneration of the members of the Board of Directors and the Supervisory Board.