

## Member's Profile

<b>Organization Name:</b>	KELER Ltd. (hereinafter referred to as: KELER)	
<b>Country/ Region:</b>	Hungary	
<b>Name of CEO:</b>	György Dudás	
<b>Capital (US\$):</b>	Total Shareholders' Equity: USD 110 million Share capital: USD 17 million	
<b>Number of Officers and Employees:</b>	136	
<b>Ownership and Governance (Main Shareholders)</b>	<b>Shareholders</b>	<b>As % of the capital</b>
	Central Bank of Hungary (CBH)	53.33%
	Budapest Stock Exchange (BSE)	46.67%
	<p>KELER is governed by the Board of Directors. The Board of Directors must consist of 3 to 7 members including two employees. Currently the board is made up of 7 members, which includes an independent chairman and the chief executive officer and the chief operations officer of the company. There is also an independent supervisory board with 3-5 members.</p>	
<b>Brief History</b>	<p>KELER Group, as a well-recognized player of both the Hungarian and international settlement markets with its 20 years of experience in clearing and settlement, first in the region - and as a unique example so far - has well adapted the clearing and settlement solutions of the developed markets, which - coupled with a highly experienced personnel - ensures that our Clients can benefit from the safe settlement of their transactions free from counter-party risk.</p> <p>The KELER Group consists of two entities, KELER for the central depository and banking, and KELER CCP for the clearing and guarantee undertaking</p>	

	<p>functions.</p> <p>The current product and market offering proves the best that as business opportunities arose and the market developed, the KELER Group has emerged to be an innovative service provider, which plays a leading role in the Central-Eastern European region. The service offering now spreads to not only the capital markets, but also to the energy markets.</p> <p>Apart from a full range of core and ancillary CSD services, KELER is bringing all benefits of Target2-Securities to Clients via flexible solutions. Going live with T2S, KELER will offer direct connection and harmonized services in 10 markets within the CEE region. Through an efficient platform we will make all T2S features, all regional instruments, currencies, customized reporting and unified asset servicing accessible in one CSD.</p>
<p><b>Types and number of Participants</b></p>	<p>Bank: 56</p> <p>Broker: 20</p> <p>Foreign Institution: 16</p> <p>Other entities: 76</p> <p>Total: 168</p>
<p><b>Regulatory Environment</b></p>	<p>The Central Bank of Hungary oversees KELER in its three roles:</p> <ol style="list-style-type: none"> <li>1) Financial supervisory authority</li> <li>2) Overseer of settlement systems in Hungary</li> <li>3) Majority owner of KELER</li> </ol> <p>Laws Determining the Activity and Operation of KELER: KELER is a central securities depository operating on the basis of Act CXX of 2001 on the Capital Market (the “Capital Market Act”), and Act CXII of 1996 on Credit Institutions and Financial Enterprises.</p> <p>KELER undertakes its activities on the basis of the aforementioned laws, related regulatory provisions, its regulatory documents and the provisions of the resolutions of the Central Bank of Hungary.</p> <p>With its Resolution No. 33001/1994, the Supervisory Authority designated KELER to undertake central depository activities in Hungary.</p>

	<p>Since 1 January 2004 KELER has been operating as a specialized credit institution, therefore in accordance with the provisions of the Capital Market Act and the Banking Act it is authorized to provide credits and loans and cash management services.</p>
<b>Stock Exchanges</b>	<p>Budapest Stock Exchange</p>
<b>Other CSDs or clearing organization in your country</b>	<p>By law, KELER is the sole CSD in Hungary.</p> <p>Clearinghouse: KELER CCP Ltd (subsidiary of KELER)</p>
<b>Services Provided</b>	<p><b>The service activities for the capital market of KELER fundamentally belong to three different categories:</b></p> <p>I. KELER acts as the Central Depository of Hungary. This also includes the generation (creation), recording and cancellation of dematerialized securities in line with strict security requirements, as well as keeping the central securities register and the issuance of central securities codes. Additional depository - but not central depository - functions, primarily securities custody and securities account maintenance also form part of this category.</p> <ul style="list-style-type: none"> <li>a) maintenance of the central securities register;</li> <li>b) ISIN issuance;</li> <li>c) creation, registration and cancellation of dematerialized securities</li> </ul> <p>II. With the settlement of the trades made in the organized markets of the Budapest Stock Exchange, KELER CCP Ltd. as central counterparty ensures the full administration of spot and derivative transactions, in accordance with international recommendations. For the OTC securities market – due to its special role in the real-time giro system (“VIBER”) of the Central Bank of Hungary – it provides a real time (“RTGS”) DVP (Delivery vs. Payment) settlement facility. By means of the aforementioned activities – wide-spread custody management, securities account keeping, transaction management and cash management services – it has encouraged the development of a number of capital market standards and institutionalized procedures.</p> <p>III. In addition to share registry and other supplementary services (e.g. dividend payment, transformation of shares into dematerialized</p>

	<p>securities) rendered to Hungarian securities issuers, KELER as a player in a competitive market offers cross-border securities settlement services.</p>
<p><b>Eligible Securities</b></p>	<p>Bond</p> <p>Government bond</p> <p>Convertible bond</p> <p>Mortgage bond</p> <p>Interest-bearing share</p> <p>Equity share</p> <p>Redeemable share</p> <p>Preferred share</p> <p>Investment unit</p> <p>Venture fund note</p> <p>Central bank bond</p> <p>Treasury government bond</p> <p>Interest-bearing Treasury note</p> <p>Discounted Treasury note</p> <p>Treasury savings bond</p>
<p><b>Corporate Action services Provided?</b>  <b>Yes/No</b>  <b>(If yes, what kinds of services provided?)</b></p>	<p>Yes</p> <p><b>Management of corporate actions for issuers:</b></p> <p>At the request of the Issuer KELER takes part in certain corporate actions related to the securities managed.</p> <p>With respect to physical securities in fungible custody at KELER and upon request with respect to dematerialized securities series KELER allows Clients to exercise rights based on securities at the corporate action of the issuer. KELER informs market players on corporate actions announced by issuers in the KID system and on its website.</p> <p><i>Corporate action related services</i></p> <ul style="list-style-type: none"> <li>• Share registry</li> <li>• Corporate action without payment       <ul style="list-style-type: none"> <li>○ Shareholder identification</li> <li>○ Organization of general meeting</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>• Corporate action with payment             <ul style="list-style-type: none"> <li>○ Payment</li> <li>○ Payment agency</li> </ul> </li> </ul> <p><b>Management of domestic corporate actions for non-resident clients:</b></p> <p>KELER provides asset servicing, that it to say it facilitates the exercise of rights related to the securities in the case of various corporate actions of Hungarian securities kept in the securities accounts of its custody clients.</p> <p>The service covers monitoring the publication of corporate action notices, keeping contact with the clients and the issuers and the processing and execution of the actions. Furthermore asset servicing includes the collection of dividends and interest income, proxy voting (authorized person participates and votes at the general meeting), tax reclaim related assistance and facilitating participation in elective corporate actions (e.g. document translation, authentication).</p> <p><b>Management of corporate actions of foreign securities:</b></p> <p>KELER ensures participation in corporate actions related to the foreign securities of the client where participation is provided for by the foreign custodian of KELER.</p> <p>Clients are entitled to participate in corporate actions if they hold balances in the securities concerned on the due date of the corporate action, in certain foreign markets those clients can participate that are holders of securities based on securities buy (in certain cases sell) transaction data (deal date, ex-date, settlement date) but settlement is not yet completed in the system of the foreign custodian.</p> <p>Based on information received from the foreign custodian KELER informs clients on the type and important dates of the event and the order of execution. Important dates and the order of execution of corporate events of foreign securities are not (necessarily) the same as for Hungarian securities.</p>
<p><b>Value of Securities in Custody (US\$):</b></p>	<p>USD 134 668 million as of 31.12.2014.</p>

<b>Amount of Cash Settled per annum (US\$):</b>	USD 775 billion in 2014
<b>Percentage of Securities Immobilized/ Dematerialized:</b>	99.9% of total nominal value of securities held with KELER is dematerialised
<b>Market Capitalization/ Trading volume per annum (US\$):</b>	<p>Market Capitalisation (2014)</p> <p>Total: USD 29 413 million</p> <p>Trading volume (number of deliveries in 2014)</p> <p>Total: 690 thousand</p>
<b>Total Revenue/ Expense and Net income Per annum (US\$):</b>	<p>Income from clearing and depository activity (2014): USD 18.7 million</p> <p>Operating expenditures of service activity (2014): USD 18.3 million</p> <p>Profit before income tax (2014): USD 11 million</p>
<b>Memorandum of Understanding/ Business Agreement (Date)</b>	N/A
<b>Cross-Border Transaction (Counterpart)</b>	<p>For the management of foreign securities and related cross-border settlement KELER concluded an account agreement with SIX SIS.</p> <p>KELER offers international cross-border settlement for Hungarian securities also.</p> <p>For cross-border settlements KELER provides both free of payment (FOP) and against payment (A/P) transaction settlement for clients.</p>
<b>Withholding Tax Treatment of Cross-Border Trading Transactions (Details)</b>	<p>Withholding tax in connection with Hungarian securities:</p> <p>KELER's International Settlement Department treats withholding tax issues regarding the holdings of the Clients of the Department. Clients receive ongoing notifications of tax relief possibilities via SWIFT.</p> <p>Tax relief at source: KELER sends notification before payment including the information and documents needed to obtain tax relief at source. We take care of all the administrative tasks for the submission of the documents of relief at source, including transmission to the issuer.</p>

	<p>Tax refund: KELER informs its Clients on the information and documents needed to obtain tax refund. As part of this service, we generate, sign and submit reclaim forms and certifications to the relevant tax authorities on behalf of the beneficial owners. We take care of all the administrative tasks for the submission of the reclaim, including transmission to the local tax authorities.</p>
<b>DVP Implementation (Yes/No)</b>	Yes
<b>Settlement Period</b>	<p>Settlement cycle is T+2 in the Budapest Stock Exchange (BSE) and MTS Hungary.</p> <p>Stock exchange transactions with fix price, auction transactions and free market transactions are settled separately from stock exchange transactions, in a gross manner, in line with the DVP principle. The settlement cycle of transactions for equities is minimum 1, maximum 7 days, for debt securities settlement is on the 2nd business day.</p> <p>KELER settles OTC prompt and repurchase transactions and transactions of custodians real time, in a gross manner, transaction by transaction, in line with the DVP (delivery versus payment) principle.</p>
<b>Contact Information</b>	<p><b>Address:</b> 70-72 Rákóczi Street, H-1074 Budapest, Hungary</p> <p><b>Phone:</b> +36-1-483-6100</p> <p><b>Fax:</b> +36-1-342-3539</p> <p><b>Home page:</b> <a href="http://www.keler.hu">www.keler.hu</a></p> <p><b>E-mail:</b> <a href="mailto:keler@keler.hu">keler@keler.hu</a></p> <p><b>Contact person:</b> Gabor Szentpeteri <a href="mailto:szentpeteri.gabor@keler.hu">szentpeteri.gabor@keler.hu</a></p>
<b>Remarks</b>	-