State Printing House Plc
AGM Proposals

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Annual General Meeting of
State Printing House Public Company Limited by Shares

Budapest, 30 April 2010

Agenda

1. Report of the Board of Directors on the Company's reports under the Accounting Act for the 2009 business year (balance sheet, profit & loss account, notes to the accounts and business report, hereinafter jointly referred to as "reports under the Accounting Act")

2. Proposal of the Board of Directors for the use of net earnings

3. Report of the Supervisory Board on the Company's reports under the Accounting Act for the 2009 business year and the proposal for the use of net earnings

4. Report of the Audit Committee on the Company's reports under the Accounting Act for the 2009 business year and the proposal for the use of net earnings

5. Report of the Auditor on the Company's reports under the Accounting Act for the 2009 business year and the proposal for the use of net earnings

6. Approval of the Company's reports under the Accounting Act for the 2009 business year, including a decision on the use of net earnings

7. Approval of the Statement on Corporate Governance Practice

8. Election of the Auditor and the corporate officers

9. Decision on the remuneration of Board members and the Auditor

10. Modification of the Company's Statutes according the rules of Act CXXI of 2009 (Sections of the Statutes to be modified: 10.4., 10.5., 10.6., 10.7., 10.9., 10.10., 11.1.)

11. Authorization of the Board of Directors to buy treasury shares

12. Information on the 2010 business plans of the Company

13. Others

ÁLLAMI NYOMDA
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Documentation

To the Annual General Meeting

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Item No. 1

Report of the Board of Directors on the Company's reports under the Accounting Act for the 2009 business year (balance sheet, profit & loss account, notes to the accounts and business report, hereinafter jointly referred to as "reports under the Accounting Act")

Stable operations and growing exports at Állami Nyomda

Besides growing export and a slight decrease in sales revenue, State Printing House Plc has closed a profitable year. The Company has successfully expanded its clientele and continued to keep its EBITDA margin above the industry average.

In spite of the crisis which affected the printing industry increasingly, Állami Nyomda posted HUF 14 billion sales revenue with only 4% decrease compared to the previous year. Besides the international decrease in documents and cards with high value added, the group could dynamically increase its sales in the forms segment. Due to unfavourable economic climate, most of our clients cut back on their orders and the turnover of vehicle documents (driving license, motor vehicle registration card, validating label) required by citizens decreased in Q4 as well so net operating income came to HUF 1 billion, which means a 20% drop year-on-year. Earnings per share amounted to HUF 73. By filtering out the effect of deferred tax expense due to the change in corporate tax, real EPS would come to HUF 77. Consolidated EBITDA was HUF 2 billion, a slight decrease over the previous year. At the same time, export sales of HUF 2.8 billion significantly contributed to stable profit. Állami Nyomda's 14.3% EBITDA margin is still one of the best indicators in the industry.

SUMMARY

- State Printing House posted consolidated net sales of HUF 14 billion in 2009 which is 0.6 billion (4%) lower than in 2008. The change in net sales revenue was mainly caused by the 13% decrease in security products and solutions and the 19% drop in card production and personalization which was partly compensated by the 33% growth in form production, personalization and data management.
- Exports amounted to HUF 2,874 million in which means a 99% increase year-on-year. The export ratio compared to total sales grew to 21% from 10%.
- Consolidated EBITDA reached HUF 2004 million, a decrease of HUF 179 million (8%) compared to 2008. Consolidated EBITDA margin amounted to 14.3%.
- Consolidated operating income was HUF 1,331 million in 2009, a drop of HUF 243 million (15%) year-on year. Consolidated net income after interest income, taxation and minority interest was HUF 1,055 million, which is HUF 263 million (20%) lower than a year earlier. The increasing deferred tax expense which is a consolidation modifying item and which is calculated as a result of the change in corporate tax (it rose form 16% to 19%) decreased consolidated net income by HUF 55 million. By filtering out this effect, the Company's net income would be HUF 1,110 million.
- Earnings per share amounted to HUF 73 in 2009 which means a 20% drop compared to the HUF 91 EPS in the previous year. By filtering out the effect of deferred tax expense due to the change in corporate tax, real EPS would come to HUF 77.

Introduction of Állami Nyomda Group

Name of the Company	Equity	Share of ownership (%)	Voting right[1]
Állami Nyomda Plc.	**HUF 1, 449, 876,000**	-	-
Gyomai Kner Nyomda Zrt.	HUF 200,000,000	98.98%	98.98%
Specimen Zrt.	HUF 100,000,000	90.0%	90.0%
Security Audit Kft.(*)	HUF 5,000,000	72.0%	72.0%
Techno-Progress Kft.	HUF 5,000,000	100.0%	100.0%
Tipo Direct SRL (**)	RON 476,200	50.0%	50.0%
Direct Services OOD (**)	LEVA 570,000	50.0%	50.0%
Slovak Direct SRO	SKK 1,927,000	100.0%	100.0%
Állami Nyomda OOO	RUB 10,000	100.0%	100.0%

(*) Specimen Zrt. holds 80% ownership in Security Audit Kft. Állami Nyomda Plc.'s ownership ratio amounts to (90.0*80.0) 72.0%

(**) Classified as subsidiary based on the cooperation agreement with the co-owner of the company effective from 1 January 2009

Change in the group structure of State Printing House

State Printing House Plc signed a co-operational agreement with the co-owners of both foreign joint ventures (TipoDirect S.R.L. and Direct Services O.O.D. both 50% of shares held by State Printing House Plc.) on 21st December 2008 effective from 1st January 2009. The main two purposes of these co-operational agreements are to increase market share of the Companies and to create the circumstances of an effective and profitable operation in the present economic situation. According to the co-operational agreements, the operation, the financial and operational policies and rules of both foreign companies are controlled and governed by State Printing House Plc. As the above mentioned agreements meet the relevant criteria of International Financial Reporting Standards (IFRS 3), State Printing House Plc consolidates TipoDirect S.R.L. and Direct Services O.O.D. as subsidiaries effective from 1st January 2009, with 50% of shares from share equity.

In order to provide comparability in the Q1-Q4 2009 Interim Report the tables were adjusted by one "Y 2009, adjusted" column, which reports figures of 31st December 2009 as those agreements would not have been signed between State Printing House and the co-owners of the two foreign joint ventures. Accordingly, the figures of the two foreign companies are consolidated by the 50% proportional method in this column, based on the regulation of IFRS 3 before 1st January 2009.

Effect of the changes on Állami Nyomda Group

The total assets of the Group increased by HUF 247 million (3%) due to the changes in consolidation. HUF 161 million increase can be allocated to the current assets while HUF 82 million to the non-current assets especially to fixed assets. Short term liabilities rose by HUF 95 million on the liability

side. Long term liabilities increased by HUF 9 million, while non-controlling interest rose by HUF 143 million.

Group revenue increased by HUF 762 million (6%) due to the changes in consolidation, while operational profit increased by HUF 38 million while after tax profit rose by HUF 35 million. EBITDA climbed up by HUF 62 million due to the changes. Export sales increased by HUF 767 million (36%) while export sales to total sales ratio rose by 5 basis points, as only the foreign Companies were affected by the structural changes.

New group structure has neither effect on the net profit, nor on the EPS.

Main financial data and indicators (IFRS consolidated)

Name	FY 2008 in HUF thousands	FY 2009 in HUF thousands
Financial situation		
Non-current assets	2,899	3,042
Total assets	7,477	8,783
Shareholder's equity	4,820	5,193
Main categories of results		
Net sales	14,620	14,007
EBITDA	2,183	2,004
Profit after tax	1,327	1,099
Main indicators		
Return on sales (ROS) %	9.0%	7.5%
Return on equity (ROE) %	27.4%	20.3%
Earning per share (EPS) HUF	91	73

Sales of product groups

The breakdown of net sales by segment is presented in the table below:

Sales segments	FY 2008 in HUF millions	FY 2009 in HUF millions	Change in HUF millions	Change %
Security products and solutions	5,893	5,138	-755	-12.8%
Card production and personalization	3,782	3,053	-729	-19.3%
Form production and personalization, data processing	3,254	4,315	1061	32.6%
Traditional printing products	1,373	1,189	-184	-13.4%
Other	318	312	-6	-1.9%
Total net sales	**14,620**	**14,007**	**-613**	**-4.2%**

State Printing House Plc had consolidated net sales of HUF 14,007 million in 2009, which is HUF 613 million (4%) lower than the year earlier figure.

Sales of **security products and solutions** came to HUF 5,138 million in 2009 which means a year-on-year drop of HUF 755 million (13%). The change was mainly caused by the decreasing sales of security products and the order volumes of validating label to motor vehicle registration document has also declined due to lower vehicle sales.

The Company's revenues from **card production and personalization** totalled HUF 3,053 million in 2009, a HUF 729 million (19%) decrease year-on-year. The fall compared to 2008 was primarily caused by the significant decrease in card-based document products connected to vehicles (e.g. motor vehicle registration card) and the drop of solvent demand connected to other document types.

The Company's revenues from **form production, personalization and data processing** came to HUF 4,315 million in 2009, a HUF 1,061 million (33%) growth year-on-year. Out of the change in the product segment's sales revenue, HUF 712 million is the result of the modification in group structure, if we filter out this factor, sales of the segment rose by HUF 349 million (11%).
The change year-on-year was induced by the growing sales of lottery and Hungarian Tax and Financial Control Administration (APEH) forms and other form personalization projects.

Sales of **traditional printing products** amounted to HUF 1,189 million in 2009, which means a 13% (HUF 184 million) decrease compared to a year earlier in accordance with the trends of previous periods.

Other sales totalled HUF 312 million in 2009, which is a drop of HUF 6 million (2%) year-on-year. This segment mainly comprises revenues from the sale of commercial materials and goods.

Export sales by segment

Sales segments	FY 2008 in HUF millions	FY 2009 in HUF millions	Change in HUF millions	Change %
Security products and solutions	123	702	579	470.73%
Card production and personalization	419	415	-4	-0.95%
Form production and personalization, data processing	807	1,579	772	95.66%
Traditional printing products	37	6	-31	-83.78%
Other	59	172	113	191.53%
Total export sales	**1,445**	**2,874**	**1,429**	**98.89%**
Export %	**10%**	**21%**		

Export sales amounted to HUF 2,874 million in 2009, which represents a 99% increase compared to last year, reaching the 21% export sales ratio.

The group structure modification which affected the foreign companies entirely accounts for HUF 757 million (53%) from the export sales change while 5 basis points from the export ratio change.

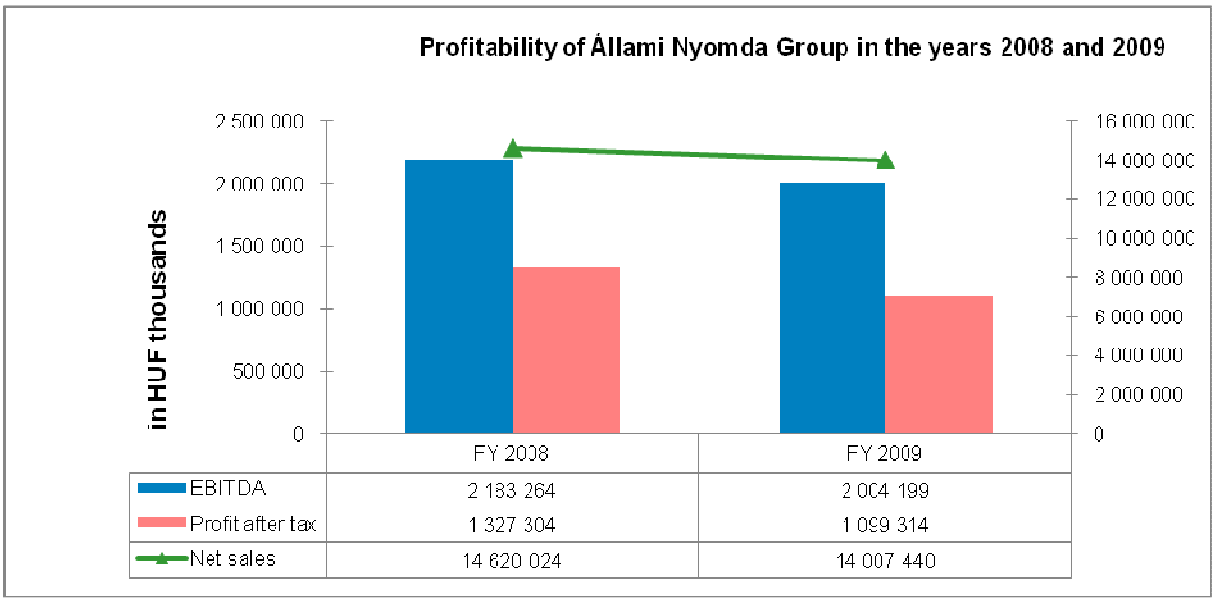
By filtering out the consolidation changes, export sales rose by HUF 662 million (46%) while export ratio grew by 6 basis points compared to 2008.

Within export sales, security products and solutions and form production, personalization and data processing segments showed an outstanding performance.

Financial analysis

The table below presents the calculation of operating income according to the so-called "total cost accounting" method.

Description	FY 2008 in HUF millions	FY 2009 in HUF millions	index %
Net sales	14,620	14,007	95.81%
Capitalized value of assets produced	30	78	260.00%
Material expenses	8,598	8,614	100.19%
Personnel expenses	3,661	3,332	91.01%
Depreciation	609	673	110.51%
Other expenses	208	135	64.90%
Operating income	1,574	1,331	84.56%
Net income	1,318	1,055	80.05%
EBITDA	2,183	2,004	91.80%
EBITDA margin (%)	14.93%	14.31%	
Earnings per share – EPS (HUF per share)	91	73	80.22%



Net sales totalled HUF 14,007 million in 2009, which is HUF 613 million (4%) lower than the year earlier figure.

Operating income came to HUF 1,331 million, a decrease of HUF 243 million (15%) compared to the previous year. The drop in operating income was mainly due to the decrease in sales revenue, especially that of products with higher value added

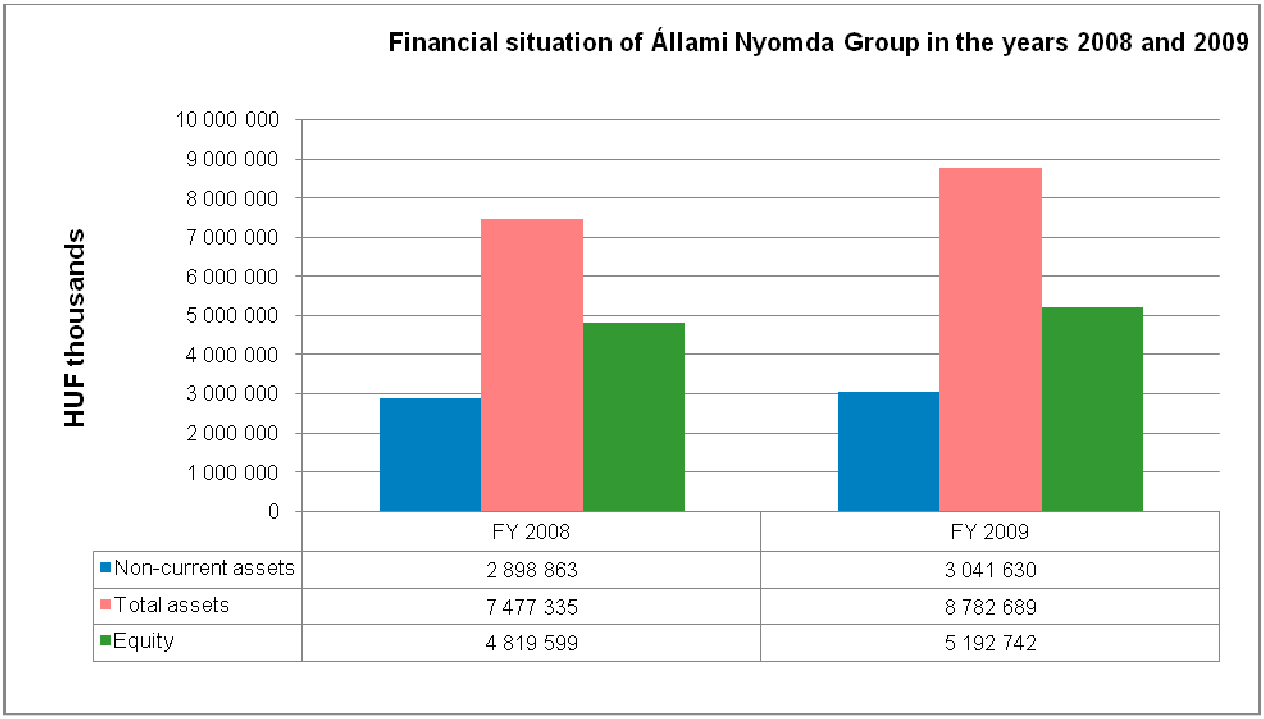
Gross profit totalled HUF 4,548 million, which means a 32.5% gross margin. General (SG&A) expenses amounted to HUF 3,082 million in 2009, which equals 22% of net sales. Material expenses increased minimally (by HUF 16 million) in the current period. The slight growth in material expenses was the result of the lower sales revenue of higher value added (security and card) products and the increasing volume of form production which is more material intense. The capitalized value of own performance line shows the capitalized value of assets produced and the change in inventories manufactured. These figures were driven mainly by the change in inventories in both periods presented.

Personnel expenses totalled HUF 3,332 million, which means a HUF 329 million (9%) drop compared to 2009. Besides constant headcount, the significant cut-back in personnel expenses is caused by the lower labour costs due to decreasing turnover, the lack of pay rise and the remarkable decrease of management bonus.

Depreciation was HUF 673 million in 2009, a HUF 64 million (11%) compared to the previous year. The change was mainly caused by the amortization accounted for and connected to the investments and developments last year.

EBITDA amounted to HUF 2,004 million due to change in operating income and depreciation, which represents a decrease of HUF 179 million (8%). So the EBITDA margin amounts to 14.3%.

Net interest income amounted to HUF 49 million in 2009. Net income – after financial operations, taxation and minority interest – came to HUF 1,055 million in 2009, a decline of 20% year-on-year. Earnings per share were HUF 73 in 2009. The increasing deferred tax expense which is a consolidation modifying item and which is calculated as a result of the change in corporate tax (it rose form 16% to 19%) decreased consolidated net income by HUF 55 million. By filtering out this effect, the Company's net income would be HUF 1,110 million while EPS would be HUF 77.



The Company had total assets of HUF 8,783 million on 31 December 2009, which means an increase of HUF 1,306 (18%) million compared to a year earlier.

Receivables amounted to HUF 2,893 million which represents a HUF 1,145 million (66%) decrease year-on-year. The change in receivables is the result of increased receivables that are not due connected to the Company's most significant clients. In the previous years, the amount of receivables was low due to the favourable development of deliveries and financial timing.

Cash and bank totalled HUF 475 million at the end of the reporting period, which means a HUF 1,365 million (74%) drop compared to a year ago thanks to growing receivables and inventories.

Inventories totalled HUF 1,902 million, which is a HUF 1,067 million (128%) growth compared to the 31 December 2008 figure. The raw material purchase at the end of the year caused the significant growth of inventories. This purchase is a part of a transaction in the frame of which State Printing House Plc purchased the blank document inventories owned by the Buyer at the end of 2009 and from 2010 the Company will ensure adequate material inventory for the Buyer based on Állami Nyomda's own production timing and consumption forecasts. Most of these inventories are expected to be used up by Q3 2010.

Other current assets and prepayments amounted to HUF 470 million, which exceeded the prior year figure by HUF 315 million due to rising tax receivables. The value of property, plant and equipment at

the end of December 2009 was HUF 2,911 million, an increase of HUF 47 million (2%) compared to the corresponding 2008 figure.

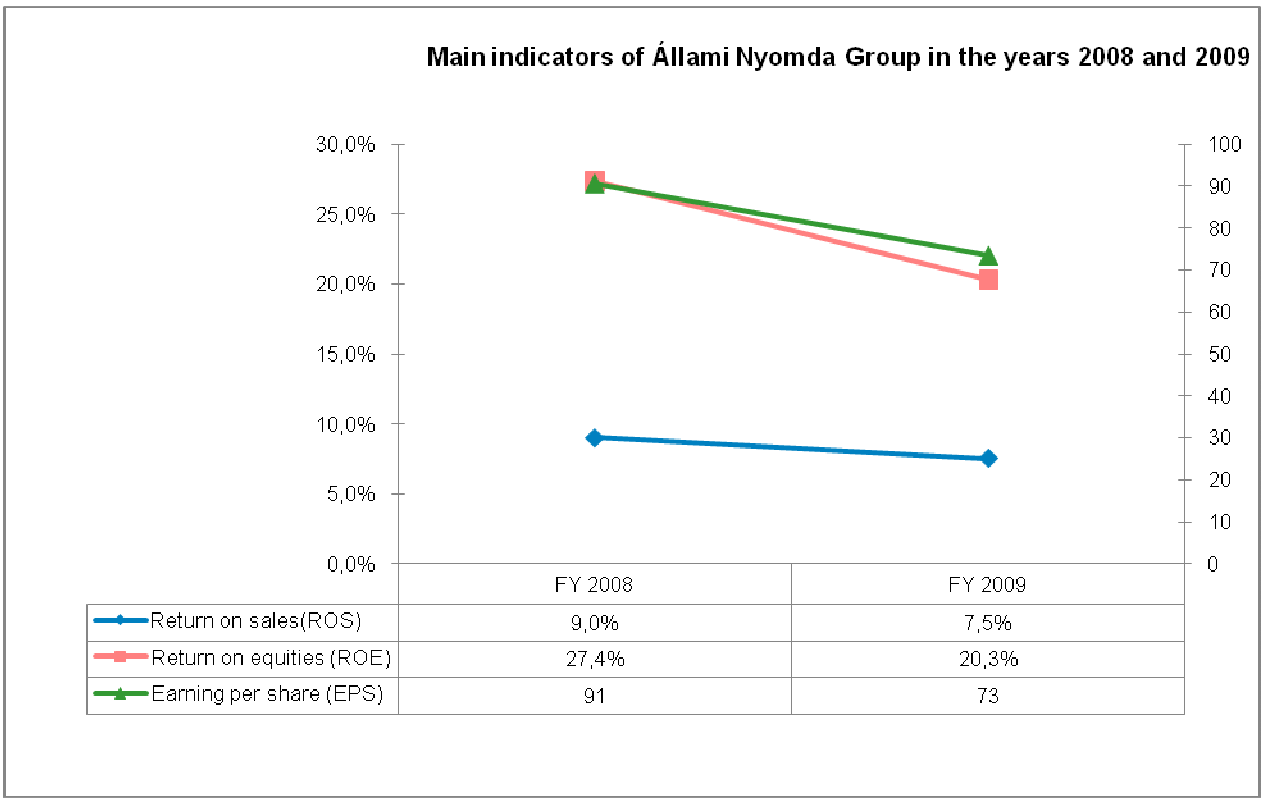
Accounts payable increased by HUF 452 million (41%) to HUF 1,548 million compared to the end of December 2008. The change is attributed to growth in material and subcontractor turnover at the end of the year.

Other liabilities and accruals totalled HUF 516 million, which means a drop of HUF 428 million (45%). The notable decrease is due to the significant cut-back in tax liabilities and accrued management bonuses.

Short term loans totalled HUF 931 million at the end of 2009, a rise of HUF 920 million compared to the end of the previous year. The change is attributed to the overdraft taken to finance working capital.

Changes in equity items

	Share capital	Capital reserve	Retained earnings	Treasury shares	Not directed ownership	Total
January 1, 2009	**1,449,876**	**250,686**	**3,487,534**	**-436,975**	**68,478**	**4,819,599**
Dividend	0	0	-784,115	0	0	-784,115
Dividend for minority ownership (after FY 2008 profit)	0	0	0	0	-6,833	-6,833
Ownership acquisition in already owned subsidiary	0	0	0	0	-42,854	-42,854
Not directed ownership for equity emerged during subsidiary reclassification	0	0	0	0	107,631	107,631
Profit for not directed ownership	0	0	0	0	44,474	44,474
Profit / (loss) for the year	0	0	1,054,840	0	0	1,054,840
December 31, 2009	**1,449,876**	**250,686**	**3,758,259**	**-436,975**	**170,896**	**5,192,742**



	FY 2008	FY 2009
Return on sales(ROS)	9,0%	7,5%
Return on equities (ROE)	27,4%	20,3%
Earning per share (EPS)	91	73

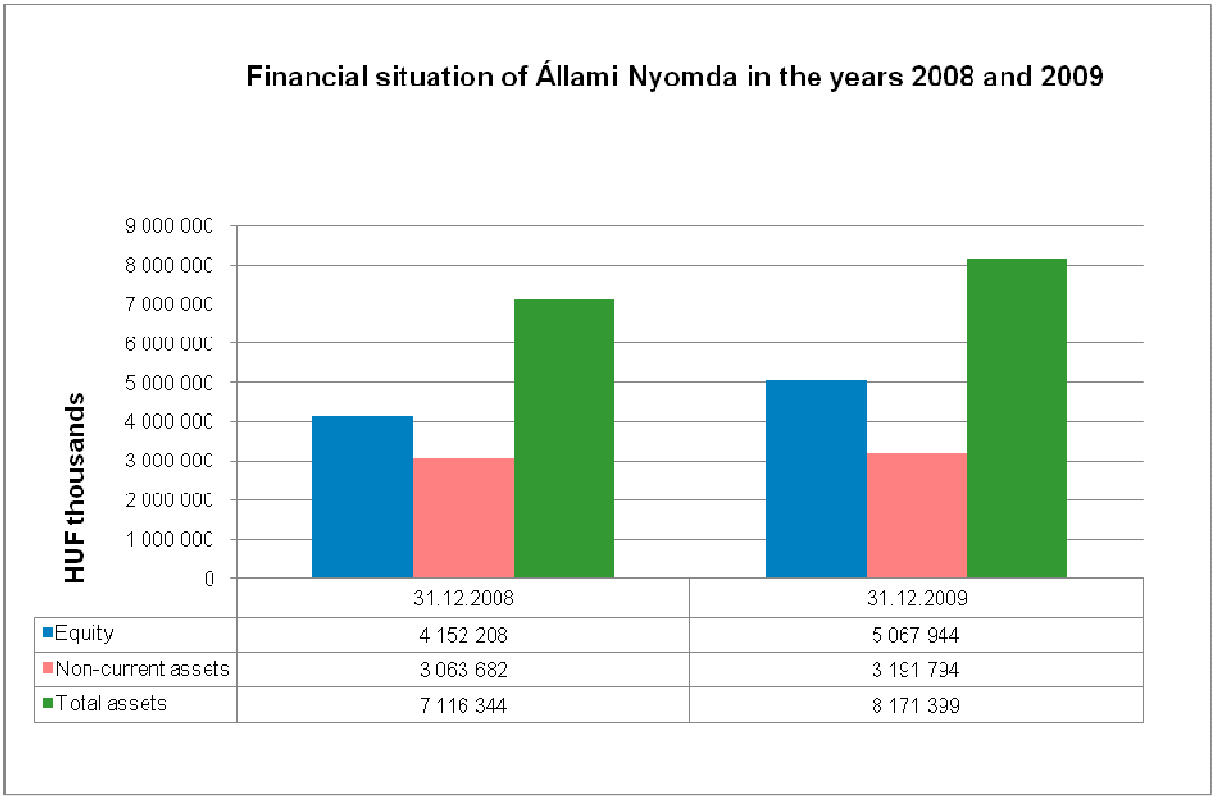
Lower profitability of Állami Nyomda Group in 2009 is the result of the decreasing sales revenue due to the economic crisis. Return on equities amounted to 20.3% while return on sales was 7.5%. Earning per share decreased by HUF 18 to HUF 73 due to the net income which dropped by 20% year-on-year.

The Board of Directors examined the operation of the Company's internal controls and concluded that it was effective. It did not find any event when there was a deviation from internal controls.

Activity and operation of State Printing House Plc in 2009

The largest company in the Group is the parent company State Printing House Plc which accounts for 77% of consolidated net sales prepared according to international accounting rules (IFRS) and for 87 % of total assets in 2009. The Company produces security products and solutions (tax stamps, security stickers), plastic and paper cards (document, bank, telephone and commercial cards), personalized business and administration forms. Furthermore, the company produces traditional printing products and sells other products as a supplementary activity.

Aside from the production activities, State Printing House Plc. coordinates and controls the activities of the companies in the Group and sets the medium-term strategic goals and objectives of the Group.

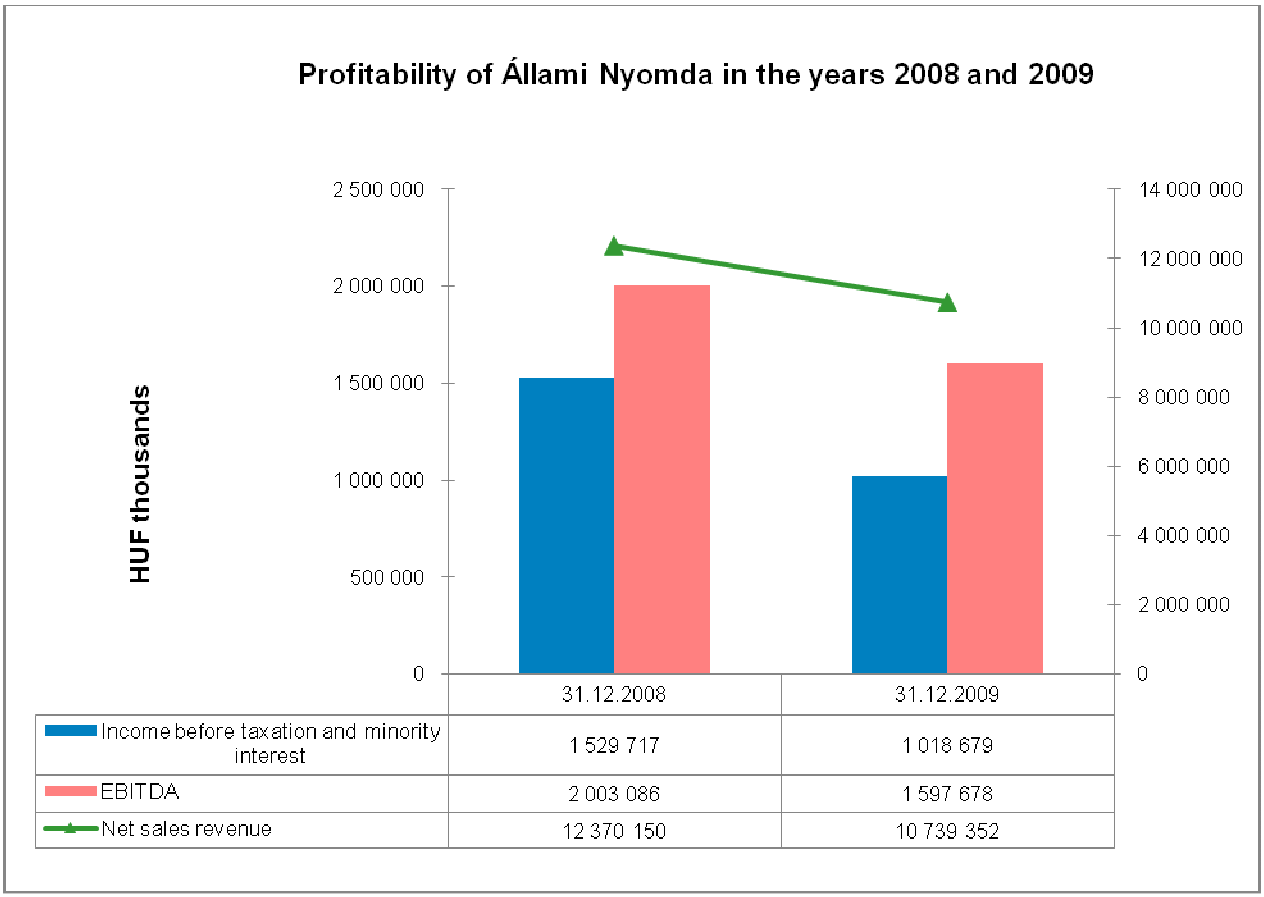


	31.12.2008	31.12.2009
Equity	4 152 208	5 067 944
Non-current assets	3 063 682	3 191 794
Total assets	7 116 344	8 171 399

Shareholder's equity amounted to HUF 5,068 million at the end of the reporting period, which presents a HUF 916 million rise compared to the previous year. The change was defined by the net income in the reporting period.

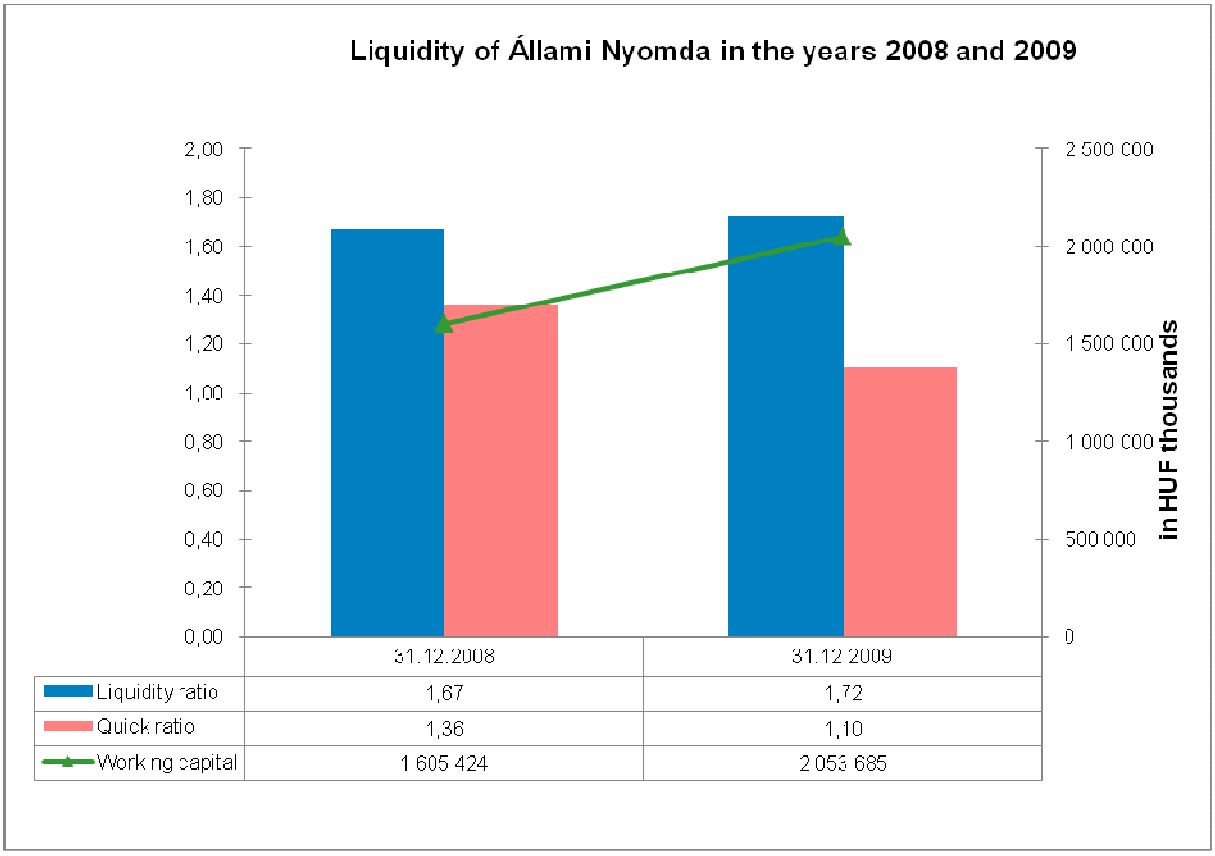
The value of non-current assets was HUF 3,192 million, a rise of HUF 128 million compared to the previous year mainly as a result of increasing non-current asset investments (lasting ownerships) and intangibles. The change in assets was mainly the result of the HUF 902 million increase in current assets.

The change was the result of the HUF 1,018 million rise in inventories and the HUF 1,397 million increase in receivables and the HUF 1,458 decrease in cash.



	31.12.2008	31.12.2009
Income before taxation and minority interest	1 529 717	1 018 679
EBITDA	2 003 086	1 597 678
Net sales revenue	12 370 150	10 739 352

Sales revenue of State Printing House Plc. amounted to HUF 10,739 million in 2009, which means a decrease of 13% compared to the previous year, which can mainly be attributed to lower security products and cards turnover. EBITDA came to HUF 1,598 million in the current period while income before tax and minority interest was HUF 1,019 million. The rise of both indicators was due to decreasing sales revenue and the lower ratio sales of products with higher value added.



The Company's liquidity is stable which is highlighted by the 1.72 liquidity ratio. Working capital of State Printing House Plc was HUF 2,054 million in 2009 which reached this high level as a result of increasing current assets.

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the report of the Board of Directors on the Company's reports under the Accounting Act for the 2009 business year.

Item No. 2

Proposal of the Board of Directors for the use of net earnings

The Board of Directors has authorized the management to carry on negotiations about the acquisition of a Central and an Eastern European printing house. If due-diligences meet the expectations, the acquisition may take place in the first half of the year. So the Board of Directors proposes at the AGM to the shareholders to move profit into a reserve.

[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the proposal of the Board of Directors for the use of profit.

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Item No. 3

Report of the Supervisory Board on the Company's reports under the Accounting Act for the 2009 business year and the proposal for the use of net earnings

Report of the Supervisory Board of State Printing House Plc on the Company's profit reports on its operations between 1 January 2009 – 31 December 2009 and on the allocation of profit

In compliance with its obligations set forth in the Companies Act, the Supervisory Board was continuously monitoring the activities of the Company's executive management during the year. In addition to requesting verbal presentations, the Supervisory Board also used the written materials received to follow up on the problems the Company faced and the efforts made to solve them. The Chairman and the Vice-chairman of the Supervisory Board also attended the meetings of the Board of Directors several times.
The key issues discussed at the meetings included matters related to managing of the Company and to public operation. In addition, the agenda also included action plans laying the foundations for market success and effectiveness, and the monitoring of the financial reporting system. No notifications were received from shareholders in 2009, thus the Supervisory Board did not have to take a stand in any such matter.

Állami Nyomda Group maintained its profitability in spite of the negative effects of the global crisis in 2009 as well. The Company's earning per share amounted to HUF 73, EBITDA came to HUF 2,004 million while EBITDA margin exceeded 14%. The Company's debt level is low, the net working capital is high which confirms stable financial and liquidity situation.
The work of the management and the Board of Directors contributed significantly to the results of last year.

According to the independent auditor's report, the Company's 2009 annual report was prepared in compliance with the applicable provisions of the Accounting Act, while the Company's 2009 consolidated annual report was prepared in compliance with the applicable provisions of the International Financial Reporting Standards accepted in the European Union. The Supervisory Board discussed the report of the Board of Directors on the business operations of State Printing House Plc. and studied the independent auditor's report on the Company's annual report. It is the opinion of the Supervisory Board that the 2009 activities of State Printing House Plc. were in compliance with all applicable laws and regulations.

On the basis of the above, the Supervisory Board – in agreement with the independent auditor's opinion –found that the annual report is in accordance with the provisions of the Accounting Act and general accounting principles, and proposes that the General Meeting should approve the annual report with total assets of HUF 8,171,399 thousands and a net profit of HUF 915,736 thousands.

Furthermore, the Supervisory Board – in agreement with the independent auditor's opinion – found that the consolidated annual report is in accordance with the provisions of the International Financial Reporting Standards accepted in the European Union, and proposes that the General Meeting should approve the consolidated annual report with total assets of HUF 8,782,689 thousands and a net profit of HUF 1,054,840 thousands.

Furthermore, the Supervisory Board proposes approval of the proposal of the Board of Directors on the distribution of profits which states that the FY 2009 profit will be moved into a profit reserve and dividend will not be paid.

Budapest, 8 March 2010

Dr. Tamás Sárközy

Chairman of the Supervisory Board

[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the relevant report of the Supervisory Board on the Company's reports under the Accounting Act and on the determination of the profit for the 2009 business year.

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Item No. 4

Report of the Audit Committee on the Company's reports under the Accounting Act for the 2009 business year and the proposal for the use of net earnings

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Report of the Audit Committee of State Printing House Plc on the Company's operations between 1 January 2009 – 31 December 2009

The Audit Committee has performed its duties in accordance with the provisions set out in Act IV of 2006 on Corporate Law and the statutes of State Printing House Plc. The committee discussed the Company's reports prepared in accordance with the Accounting Act.

The consolidated annual report prepared according to the international accounting standards, and the annual report prepared in accordance with the Hungarian accounting standards presented to the Annual General Meeting comply with all applicable law and regulations. For this reason, the Audit committee proposes to the Annual General Meeting the approval of the presented financial reports.

Budapest, 8 March 2010

Dr. Istvánné Gömöri
Chairwoman of the Audit Committee

[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the relevant report of the Audit Committee on the Company's reports under the Accounting Act and on the distribution of profit for the 2009 business year.

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Item No. 5

Report of the Auditor on the Company's reports under the Accounting Act for the 2009 business year and the proposal for the use of net earnings

Deloitte.

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English translation of the Hungarian Original

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Board of Directors of Állami Nyomda Nyrt.

We have audited the accompanying consolidated financial statements of Állami Nyomda Nyrt. and subsidiaries, which comprise the consolidated statement of financial position as at December 31, 2009, and the related consolidated statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of Állami Nyomda Nyrt. and subsidiaries as of December 31, 2009, and of its consolidated financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Budapest, February 05, 2010.

(The original Hungarian language version has been signed)

.....	.....
Gion Gábor Deloitte Auditing and Consulting Ltd. H-1068, Budapest Dózsa György út 84/C., Hungary 000083	Horváth Tamás Registered Auditor 003449

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

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INDEPENDENT AUDITORS' REPORT

on the financial statements submitted for the forthcoming General Meeting of Állami Nyomda Nyrt.

To the Shareholders of Állami Nyomda Nyrt.

We have audited the accompanying financial statements of Állami Nyomda Nyrt. (the "Company"), which comprise the balance sheet as at December 31, 2009 - which shows total assets of 8,171,399 thHUF and a retained profit for the year of 915,736 thHUF-, and the related profit and loss account for the year then ended and the supplement comprising a summary of significant accounting policies and other explanatory notes .

Management's Responsibility for the Financial Statements

The Company's management is responsible for the preparation and fair presentation of these financial statements in accordance with Accounting Act and generally accepted accounting principles in Hungary. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. In addition, it is our responsibility to assess whether the accounting information in the Business Report is consistent with that contained in the financial statements.

We also audited the financial statements as of and for the year ended December 31, 2008 and issued an unqualified opinion. Reference is made to our report dated February 6, 2009.

We conducted our audit in accordance with Hungarian Standards on Auditing and applicable laws and regulations in Hungary. Those standards require that we comply with certain ethical requirements and that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

The audit involved performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. The purpose of making those risk assessments

regarding the financial statements is not to express an opinion on the effectiveness of the entity's internal control.

The audit also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. Our work with respect to the Business Report was limited to checking it within the aforementioned scope, and did not include a review of any information other than that drawn from the audited accounting records of the Company. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Clause:

We have audited the financial statements of Állami Nyomda Nyrt. (Company), including its sections and items and the supporting accounting records and certificates thereof, in accordance with the applicable National Standards on Auditing and have obtained reasonable assurance that the financial statements have been prepared pursuant to the Accounting Act and generally accepted accounting principles.

In our opinion, the financial statements give a true and fair view of the financial position of Állami Nyomda Nyrt. (Company) as at December 31, 2009. The Business Report corresponds to the figures included in the financial statements.

Budapest, February 5, 2010

The original Hungarian version has been signed.

Gion Gábor

Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.

000083

Horváth Tamás

registered statutory auditor
003449

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[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the relevant report of the Auditor of the Company on the Company's reports under the Accounting Act and on the determination of the profit for the 2009 business year.

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Item No. 6

Approval of the Company's reports under the Accounting Act for the 2009 business year, including a decision on the use of net earnings

(Please find the reports attached.)

[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders approved the balance sheet of the Company with assets vs. equity and liabilities of HUF 8,171,399 thousand, profit after tax of HUF 915,736 thousand, net profit of HUF 915,736 thousand, and approved the consolidated balance sheet of the Company with assets vs. equity and liabilities of HUF 8,782,689 thousand, profit after tax of HUF 1,099,314 thousand, net profit of HUF 1,054,840 thousand.

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Item No. 7

Approval of the Statement on Corporate Governance Practice

Please find the Statement attached.

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[...]/2010 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the Statement on Corporate Governance Practice.

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Item No. 8

Dismissal, election and reelection of corporate officers and the auditor

Verbal proposal

ÁLLAMI NYOMDA
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Item No. 9.

Decision on the remuneration of Board members and the Auditor

Verbal proposal

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Item No. 10

Modification of the Company's Statutes according the rules of Act CXXI of 2009 (Sections of the Statutes to be modified: 10.4., 10.5., 10.6., 10.7., 10.9., 10.10., 11.1.)

Act CXXI of 2009 modified certain rules concerning limited companies set out in Act IV of 2009 on Business Associations. Limited companies have to bring their Statutes in accordance with the changes effective from 11 December 2009. In view of this, the Board of Directors proposes the modification of the Statutes so that the following sections will change: (10.4., 10.5., 10.6., 10.7., 10.9., 10.10., 11.1.).

Please find the Statutes including the proposed modifications attached.

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

[...]/2010 Annual General Meeting Resolution (proposal)

The General Meeting modified the Company's Statutes according the rules of Act CXXI of 2009. With the modification, sections 10.4., 10.5., 10.6., 10.7., 10.9., 10.10., 11.1 of the Statutes will be modified.

Item No. 11

Authorization of the Board of directors to buy treasury shares

Based on Section 224 of Act IV of 2009 on Business Associations and section 9.3 of the Company's Statutes, the Board of Directors proposes that the General Meeting should authorize the Company's Board of Directors to buy at most 2,958,930 pieces of registered ordinary shares series A issued by State Printing House Plc. with a nominal value of HUF 98 each (up to maximum 20% of share capital) in accordance with the conditions set out in the referring regulations to cover the employee and management share option programme introduced at the Company and to ensure the possibility of a prompt intervention in the case of share price fluctuation. The share price of the share acquisitions must be at most the 120% of the average stock exchange closing price fixed at the Budapest Stock Exchange in the week preceding the stock exchange transaction. By the present authorisation, the Board of Directors may exercise the right of share acquisition until 31 October 2011.

[...]/2010 Annual General Meeting Resolution (proposal)

The General Meeting authorizes the Board of Directors to buy at most 2,958,930 pieces of registered ordinary shares series A issued by State Printing House Plc. with a nominal value of HUF 98 each (up to maximum 20% of share capital) in accordance with the conditions set out in the referring regulations to cover the employee and management share option programme introduced at the Company and to ensure the possibility of a prompt intervention in the case of share price fluctuation. The share price of the share acquisitions must be at most the 120% of the average stock exchange closing price fixed at the Budapest Stock Exchange in the week preceding the stock exchange transaction. By the present authorisation, the Board of Directors may exercise the right of share acquisition until 31 October 2011.

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Item No. 12

Information on the main 2010 business plans

ÁLLAMI NYOMDA
STATE PRINTING COMPANY

Item No. 13

Others