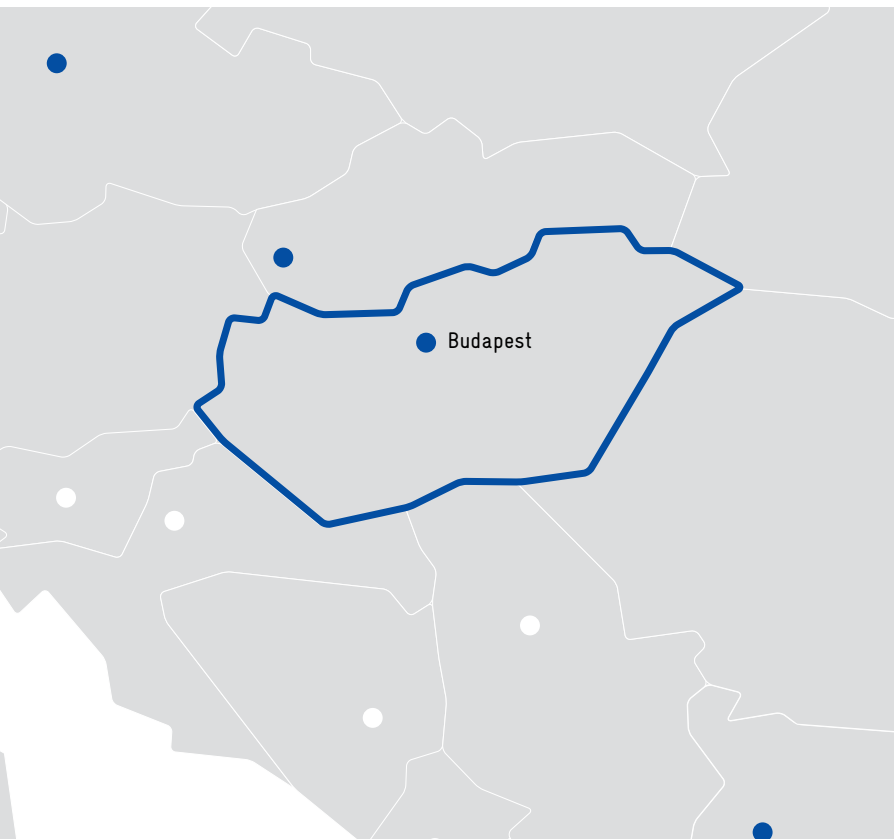


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› 1. General information

1.1. General types of insolvency proceedings for companies

- Bankruptcy proceedings (generally aimed at liquidation of companies)
- Restructuring proceedings (aimed at rescue of companies).

1.2. Debtor in possession (self-administration)

- Bankruptcy proceedings: no legal possibility of a debtor in possession.
- Restructuring proceedings: management is not dismissed as a main rule (but they might be under certain circumstances); a court-appointed administrator supervises/assists company management and oversees preparation of a restructuring plan and settlement between debtor and creditors. The administrator approves the debtor's financial commitments and may contest these at its discretion. The administrator ranks the creditors. The debtor retains possession and ownership and control of its properties.

1.3. Insolvency register

- No national register in operation.
- The opening of proceedings is announced in the Corporate Gazette (in Hungarian "Céglőny" - only available in Hungarian).
- Added to the name of the enterprise is the suffix "f.a." ("in bankruptcy") or "cs.a." ("under restructuring").

1.4. Competent court for opening bankruptcy and restructuring proceedings

- Regional court (Törvényszék) where the debtor's seat is located.

1.5. Average duration of proceedings

- Restructuring proceedings:
 - 702 restructuring proceedings have been initiated since 2008 (before then it was impossible to obtain a moratorium due to

different legal framework)

- No official statistics available on duration or success rate; the technical maximum duration is 365 days from opening proceedings.
- Bankruptcy proceedings:
 - No official data available on average duration of proceedings; the technical maximum duration is 2 years; this may be exceeded with court approval in some cases.

1.6. Approximate satisfaction rate of bankruptcy proceedings

- No official statistics available on satisfaction rate.
- In general secured creditors have a greater chance of their claims being satisfied.

› 2. Bankruptcy proceedings (generally aimed at liquidation)

2.1. Persons entitled to file a petition for bankruptcy

- Creditors.
- Manager of the debtor or other person authorised under founding documents.
- Liquidator.

2.2. Grounds for filing a petition

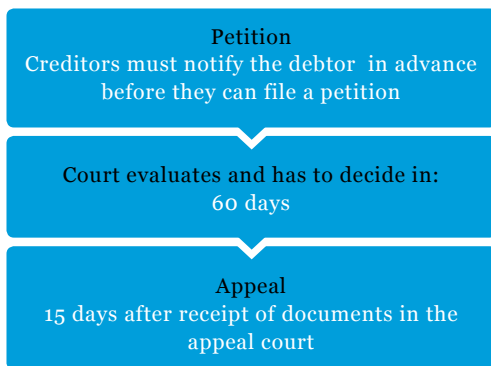
- Restructuring proceedings were not successful (debtor fails to fulfil payment obligations in restructuring settlement).
- Failure to restore lawful operation of the enterprise despite the court of registry's request, where the enterprise has assets.
- The enterprise fails to pay a fine imposed in criminal proceedings.

- The enterprise fails to pay due claims by creditors (amount of claim must be over HUF 200 000 – without interest – ca. € 645).

2.3. Grounds for opening bankruptcy proceedings

- The debtor fails to settle or contest previously uncontested and acknowledged contractual debts within twenty days of the due date, and fails to satisfy a debt upon receipt of a creditor's written payment notice, or
- The debtor fails to settle a debt within the deadline specified in a final court decision or order for payment, or
- An enforcement procedure against the debtor was unsuccessful, or
- The debtor did not fulfil a payment obligation as set in a composition agreement in restructuring or bankruptcy proceedings, or
- The court has declared previous restructuring proceedings terminated or
- The debtor's liabilities in proceedings initiated by the debtor or by the liquidator exceed the debtor's assets.

2.4. Statutory procedure for opening bankruptcy proceedings



2.5. Effects of opening bankruptcy proceedings

- Court issues a decision to open bankruptcy proceedings:
 - court appoints insolvency practitioner (IP)

- debtor's management does not lose their powers; powers might be limited if a preliminary administrator is appointed

- Decision to open bankruptcy proceedings comes into effect:

- debtor's management loses its powers
- IP takes over management of the debtor, assets and documents
- creditors have 40 days to file claims (claims filed between 40 and 180 days are treated as subordinated; claims filed after 180 days are not registered)
- IP submits draft administration expenses budget for court approval
- financial obligations including set-offs are prohibited
- calculation of interest, penalties and other mandatory payments is suspended

2.6. Persons obliged to file for bankruptcy

- Manager of the debtor or other person authorised under founding documents immediately after the debtor becomes insolvent and the shareholders did not take action necessary to restore the solvency of the debtor.
- During a voluntary company winding-up, the appointed liquidator immediately after it becomes evident that the company would not be able to pay off its creditors.

2.7. Sanctions for not filing for bankruptcy in time

- Civil liability – compensation of damages incurred by the debtor and its creditors.
- Other – manager of the debtor might be prohibited from holding a post as manager, member of board of directors or supervisors for 5 years.
- No criminal liability for (late) filing, but for other insolvency-related management conduct (e.g.: fraudulent bankruptcy).

2.8. Appointment of insolvency practitioner (IP)

- Insolvency court appoints an insolvency practitioner – called a liquidator in these proceedings – usually based on random electronic selection with special software.
- The court may overrule random selection on grounds detailed in the reasoning of its decision (mostly because of the requirement for special knowledge by the liquidator).
- For insolvency proceedings of financial institutions, insurance companies and other privileged companies based on cabinet decision, a state-owned liquidator might be appointed.

2.9. Ethical standards for insolvency practitioners

- There is no statutory code of conduct but the professional organization of insolvency practitioners (www.foe.hu) has drafted a uniform code of conduct to foster application of ethical norms in the operation of insolvency administrators. Membership in the organization is not obligatory.

2.10. Time for lodging creditors' claims, consequences of failure

- Deadline is set by law.
- Creditors may lodge their claims within 40 days from publication of the opening of the proceedings in the Corporate Gazette.
- If a creditor misses this deadline, a claim may still be lodged within 180 days from the commencement date but will only be satisfied if the remaining assets suffice after satisfaction of other registered creditors.
- No claims may be lodged after expiry of the 180-day deadline.
- Claims arising during the bankruptcy proceedings may be lodged within 40/180 days following the date when the claim falls due under the legal consequences as above.
- Consequences of not filing a claim: non-recognition of claim, no participation in proceedings.

2.11. Costs of filing claims

- Payment of a fee amounting to 1% of the capital sum claimed at a minimum of approx. € 16 (HUF 5 000) and capped at approx. € 645 (HUF 200 000).

2.12. Administration costs

- The fixed costs of ordinary proceedings amount to 5% of the whole sum of the value of assets sold in the course of bankruptcy and proceeds from claims – arising at the time of opening of bankruptcy proceedings – recovered, but not less than approx. € 970 (HUF 300 000). If the debtor continues operating during the bankruptcy procedure, 2 % of sales revenues arising can be taken into account as a fee. In the case of a settlement, the basis of the fee is 5 % of the value of the assets included in the settlement.
- The fee amounts to approx. € 970 (HUF 300 000) in simplified proceedings.

› 3. Ranking of claims / creditors

3.1. Secured creditors

- Paid first of all from proceeds of realizing security but only after contributing to administration costs arising from the sale.
- Pledged / mortgaged property must usually be sold at public auction.

3.2. Unsecured creditors

- Settled proportionately within their respective rank. Lower ranking claims only satisfied after all higher ranking claims are fully satisfied.

3.3. Employees

- Claims by employees constitute the first category of unsecured creditors.
- If employees' claims are not satisfied, the state reimburses these if the enterprise in bankruptcy complies with provisions of the Wage Guarantee Fund.

3.4. Nullifying contracts

- The liquidator may terminate with immediate effect contracts concluded by the debtor or rescind the contract if neither of the parties rendered services. Any claim due to the other party may be enforced by notifying the liquidator within forty days from the date when the rescission or termination was communicated.
- A creditor and the liquidator may file for legal action before the court within 90 days from gaining knowledge or within a 1-year forfeit deadline from the date of publication of the notice of liquidation to contest:
 - contracts concluded by the debtor within 5 years before the date when the court received a petition to open liquidation proceedings or thereafter, or other commitments if intended to conceal the debtor's assets or to defraud any creditor or all creditors and the other party had or should have known of that intent;
 - contracts concluded by the debtor within two years before the date when the court received a petition to open liquidation proceedings or thereafter, or other commitments if intended to transfer the debtor's assets without compensation or to undertake a commitment to encumber any part of the debtor's assets, or if the stated consideration constitutes unreasonable and extensive benefits to a third party;
 - contracts concluded by the debtor within 90 days before the date when the court received a petition to open liquidation proceedings or thereafter, or other commitments if intended to give preference and privileges to any one creditor, e.g. amending an existing contract to the benefit of a creditor, or providing financial collateral to a creditor that does not have any.

› 4. Restructuring proceedings (aiming at rescuing debtor)

4.1. Preconditions for restructuring

- If the debtor is in financial difficulty: unable to settle its debt (debts) or is expected to fail its liabilities on the date due:
 - the debtor may file for restructuring in a court of law; legal representation is mandatory
 - the debtor may not file a petition for restructuring if already adjudicated in restructuring, or if a request for bankruptcy has been filed and a decision has already been adopted in the first instance for the debtor's liquidation
 - activities of the debtor do not cease

4.2. Stages

- Initiating restructuring proceedings by filing a petition and additional necessary documents.
- The court orders a payment moratorium of 120 days and the opening of proceedings automatically within 1 business day.
- Decision published in the Corporate Gazette .
- Appointment of IP.
- Filing of creditors' claims. Costs of filing claims: Payment of a fee amounting to 1% of the sum claimed at a minimum of approx. € 16 (HUF 5 000) and capped at approx. € 320 (HUF 100 000).
- Confirmation of claims by the administrator.
- Negotiations with creditors' meeting on contents of restructuring settlement.
- Confirmation of settlement by the creditors' meeting (at least the majority counted from the total amount of creditors' claims approved by the court in both secured and unsecured groups of creditors).

- Confirmation of settlement by the court.
- Satisfaction of creditors' claims in accordance with the settlement.

4.3. Restructuring plan

- List of creditors taking part in the settlement, their category, amount of claims, number of votes.
- Accepted debt assessment and restructuring plan, method of execution and supervision.
- Possible modifications to payment deadlines, quitclaim statements and acceptance of claims, everything that creditors and/or the debtor consider necessary in order to settle the debt amount and re-establish and sustain liquidity.

4.4. Approval of restructuring plan

- Debtor's management body submits draft restructuring plan to debtor's shareholders.
- IP consults management during preparation of the plan.
- Upon shareholders' approval of draft plan, creditors are given draft restructuring plan and invited to a meeting aiming at negotiating and obtaining approval of the plan.
- Draft restructuring plan is approved if it gains more than 50 % of the votes among both secured and unsecured creditors.
- The approved draft restructuring plan is filed with the court for approval within 5 working days of voting.
- Court issues a decision within 15 working days from receipt of the restructuring plan; the decision to approve the draft plan is final and binding.

4.5. Filing a petition for restructuring proceedings

- Filing a petition is the competence of management.
- There is no statutory deadline for filing.

4.6. Main content of petition

- Basic data on the enterprise.
- Documentary evidence concerning prior approval of the decision making body to initiate the proceedings and notify employees.
- A financial statement of the enterprise not older than 3 months and written confirmation by management that the statement gives a realistic and reliable picture of the financial situation.
- A summary of changes in the financial situation after issue of the above financial statement.
- Any contracts regarding the company group (if the enterprise belongs to one).
- Basic information on claims against the enterprise and claims by the enterprise against others.
- Certificate of payment of fee payable by the debtor to start the proceedings.
- Payment service providers where the debtor has a current account, showing account numbers and the name of the investment firm where the debtor has a securities account.
- Declaration by management notifying payment service providers affected at the time of filing the petition for opening restructuring proceedings on having the petition filed.

4.7. Time for lodging creditors' claims, consequences of failure

- 30 days after publishing the decision on initiating restructuring proceedings.
- If the deadline is missed, claims are not part of the restructuring proceedings and not subject to restructuring settlement.
- Claims arising during insolvency proceedings may be lodged within 8 business days under the above legal consequences.

4.8. Selection of restructuring administrators

- Court appoints administrator.

- The administrator is appointed randomly by an electronic system (similarly to the liquidator - insolvency administrator).

4.9. Ethical standards for restructuring administrators

- Same requirements apply as for liquidators in bankruptcy proceedings.

4.10. Main rights of the creditors' meeting

- Selects a committee of creditors and transfers specific rights to it.
- Approval of extensions of moratorium (extended moratorium is capped at 365 days).
- Approval of restructuring settlement and amendments.
- Application to the court to dismiss the administrator and appoint a new one.

4.11. Final proceedings

- If restructuring settlement is approved by creditors:
 - the court approves the restructuring settlement and the proceedings are terminated
 - decision is published in the Corporate Gazette if there are more than 100 creditors
 - the administrator loses their position
 - claims by creditors are paid by the enterprise under the settlement
 - claims arising after restructuring proceedings enforceable separately before the court
- If the settlement is not approved by creditors: the court declares the debtor is insolvent ex officio and orders bankruptcy proceedings.