

**MINUTES OF THE ORDINARY GENERAL MEETING OF 26 APRIL 2010**

In the year two thousand and ten on the twenty-sixth day of April

There convened the ordinary general meeting of shareholders of the European company "FOTEX HOLDING", with registered office at L-8308 Capellen, 75, Parc d'Activités, registered in the Luxembourg trade register under number B-146938.

transformed in a Luxembourg company in pursuance of a deed received on the 4<sup>th</sup> of June 2009 by the Notary Anja HOLTZ, published in the Mémorial C, Recueil Spécial des Sociétés et Associations Number 1427 of the 23<sup>rd</sup> July 2009,

amended by a deed received by the Notary Anja HOLTZ, residing in Wiltz, on the 1<sup>st</sup> of October 2009, published in the Mémorial C, Recueil Spécial des Sociétés et Associations, Number 2347 of the 2<sup>nd</sup> December 2009 and by a deed received by the Notary Anja HOLTZ, residing in Wiltz, on the 14<sup>th</sup> of January 2010, published in the Mémorial C, Recueil Spécial des Sociétés et Associations, Number 2347 of the 2<sup>nd</sup> December 2009

The registration of the present shareholders and the proxies began at 11:00 and ended at 14:30, the meeting opened and appointed

Mr Dávid VÁRSZEGI, as Chairman, Mr Nikolaos KATSOMALOS as Scrutineer, and Mrs Aurore MARON, as secretary.

Having established that 59,83 % of the shareholders were present or represented and that the quorum had been reached, the General Assembly of the Shareholders, held at the registered office, adopted the following resolutions :

**AGENDA**

1. Board of Directors report 2009
  2. Audit Committee report 2009
  3. Auditors report 2009
  4. Approval of the balance sheet 2009 and the consolidated balance sheet
  5. Distribution of dividends for the preference shares
  6. Release of the Board of Directors, the Audit Committee and the Auditors
  7. Modification of the Articles of Association
- Determination of statement date of certificate of ownership
8. Various



II. That the shareholders present or represented, the proxies of shareholders represented and the number of shares that they hold are indicated on an attendance list.

III. That the notice to attend this meeting was published in a newspaper with national circulation and in *Le Mémorial* on 12 April 2010 and on 19 April 2010. The announcement was subject to a notice on the website of the Company. An individual notice to attend was therefore not issued to shareholders. The shareholders present or represented acknowledge that they have been duly called to attend and also declare that they have had prior knowledge of the agenda.

IV. That the total share capital amounts to thirty million, five hundred and forty three thousand, nine hundred and thirty three euro (EUR 30,543,933.-), divided into seventy million, seven hundred and twenty three thousand, six hundred and fifty (70,723,650) ordinary shares and two million (2.000.000) preferential dividend bearing shares at forty two cents (EUR 0.42) each.

V. That, according to the attendance list, the shareholders present or represented at this meeting represents per cent of the share capital, represented by ordinary shares carrying voting rights. The quorum required to allow the general meeting to legitimately take all of the decisions indicated in the agenda has therefore been reached.

VI. That this meeting has been duly convened.

VII. That, these facts having been recognised as exact by the meeting, the Chairman proceeded to set out the reasons which led the Board of Directors to propose the items featuring on the agenda.

After having deliberated, the general meeting approved the following resolutions:

#### **First Resolution**

Having heard the Chairman read out the Board of Directors report, information concerning the Balance Sheet and Income Statement and notes to the financial statements for the year ended 31/12/2009, the General Assembly of Shareholders approved the Board of Directors report.

This decision has been approved at 100 % of the present and represented shares.

#### **Second Resolution**

The General Assembly of Shareholders notices that no Audit Committee has been prepared.

This decision has been approved at 100 % of the present and represented shares.



**Third Resolution**

After reading out of the Auditors report, information concerning the Balance Sheet and Income Statement and notes to the financial statements for the year ended 31/12/2009, the General Assembly of Shareholders approved the Auditors report.

This decision has been approved at 100 % of the present and represented shares.

**Fourth Resolution**

The General Assembly of Shareholders approved the balance sheet 2009 as well as the consolidated balance sheet and decided to carry the balance forward.

This decision has been approved at 100 % of the present and represented shares.

**Fifth Resolution**

The General Assembly of Shareholders approved the decision of the Board of Director and decided to distribute a dividend in amount of EUR 0,42/share for the 1.550.000 preferential dividend bearing shares, which means a total amount of EUR 651 000,00 gross. It does not affect the 450.000 preferential dividend bearing shares owned by FOTEX HOLDING SE.

This decision has been approved at 100 % of the present and represented shares.

**Sixth Resolution**

The General Assembly of Shareholders released the Board of Directors, the Audit Committee and the Auditors for their mandate.

This decision has been approved at 100 % of the present and represented shares.

**Seventh Resolution**

The Notary Anja HOLTZ, residing in Wiltz, being present, the Chairman calls upon the Notary to act the decision relating to this point.

The General Assembly of Shareholders determined the statement date of certificate of ownership by Articles of Association in such a way that the statement day is in the period between the 7th and 5th exchange days before the general assembly.

This decision has been approved at 99,48 % of the present and represented shares.





## Eighth Resolution


### Various

After reading out of the Responsible report of the Board of Directors on the company management practice in 2009 and resolution on the acceptance of the report, the General Assembly of Shareholders approved the Responsible report of the Board of Directors.

The General Assembly of Shareholders notice the modification of the private address of Mr Gábor VÁRSZEGI from H-1026 Budapest, U. 1., Palatinus, H-1026 Budapest to L-8223 Mamer, 5, Rue de Bruxelles.

This decision has been approved at 99,48 % of the present and represented shares.

No further point is to be discussed.



**David VÁRSZEGI,**  
Chairman,



**Nikolaos KATSOMALOS**  
Scrutineer

**Aurore MARON**  
Secretary,

