

FOTEX HOLDING
Société Européenne
26-28, rue Edward Steichen
L-2540 Luxembourg
RCS Luxembourg: B-146938

INVITATION

FOTEX HOLDING
Société Européenne
(the "Company")

notifies its Shareholders that an

Extraordinary General Meeting

will be held on 8th July 2014 at 4:30 p.m. (Luxembourg time) at the registered office of the Company with an agenda similar to the following:

AGENDA

- 1.) Full re-instatement of the articles of incorporation of the Company in order to have the articles of incorporation of the Company in the English language followed by a French translation with the English version prevailing in case of divergences, with the corporate object of the Company being the following:

***Art. 3.** The Company aims to acquire participations in any form whatsoever in Luxembourg or in foreign companies, by the way of purchase, subscription of securities of any kind or otherwise, as well as to dispose of such participations by the way of sale, exchange of securities of any kind or otherwise. The Company also aims to manage and enhance its portfolio held along with the acquisition, sale, development and licensing of patents pertaining thereto.*

The Company may lend and borrow with or without security, participate in the creation and development of any companies and may render them any assistance.

In general, the Company can undertake all commercial and financial operations as well as movable and immovable properties that serve its purpose directly or indirectly or are likely to promote its expansion and development.

- 2.) Miscellaneous.

Any shareholder who holds one or more ordinary shares (*actions ordinaires*) of the Company on June 23rd, 2014 at 24:00 (Luxembourg time) shall be admitted to vote at the general meeting of shareholders. This date is the day of the proof of share ownership (the "Record Date"). The deposit of the shares after the record date is not requested by the Company to the exercise of voting rights.

The precondition of the voting is the registration of the shareholder's ownership right in the stock register.

Shareholders who wish to attend the Meeting in person, or a corporate shareholder wishing to send an authorised representative to attend the Meeting in person on its behalf, should notify the Company by returning the information letter to the Company (by mail at Fotex Holding, Société Européenne, 26-28, rue Edward Steichen, L-2540, Luxembourg or by fax at +352 271 127 200 or by e-mail at info@fotex.lu) by no later than 24:00 on the Record Date mentioned above of that fact and, in the case of an authorized representative, supply evidence of the authority given to that person to represent the relevant shareholder. Only information letter forms provided on the website of the Company (www.fotex.eu) shall be used and shall be taken into account.

Shareholders should also provide the Company with the relevant documentation evidencing their ownership of the shares by no later than June 30th, 2014 at noon. Such documentation may be submitted to the Company by mail at Fotex Holding, Société Européenne, 26-28, rue Edward Steichen, L-2540 Luxembourg or by fax at +352 271 127 200 or by e-mail at info@fotex.lu.

In the event that any shareholder votes through proxies, the proxy form has to be deposited at the registered office of the Company by no later than June 30th, 2014 at noon. The proxy may be submitted to the Company by mail at Fotex Holding, Société Européenne, 26-28, rue Edward Steichen, L-2540 Luxembourg or by fax at +352 271 127 200 or by e-mail at info@fotex.lu. Only proxy forms provided on the website of the Company (www.fotex.eu) shall be used and will be taken into account.

The registration of the shareholders will start at the place of the Meeting half an hour before the opening of the Meeting.

The voting paper authorizing its holder to vote can be taken at the time of registration. The Company issues the voting paper for the shareholder or his/her proxy, if the shareholder or his/her proxy verifies his/her identity by an identity card or passport or, in case of companies, original company registration documents and specimen of signature during the registration interval preceding the Meeting itself.

Every certificate of a share of EUR 0.42 face value entitles a shareholder to one vote in the general meeting. A shareholder can vote with his voting paper indicating the strength of the voting power to be exercised in the general meeting.

One (1) or more shareholders holding together at least five (5) % of the share capital of the Company have the right to put items on the agenda of the general meeting and to table draft resolutions for items included or to be included on the agenda of the general meeting.

These requests must be in writing and sent to the Company by postal services or electronic means at 26-28, rue Edward Steichen, L-2540 Luxembourg or at info@fotex.lu. They must be accompanied by a justification of draft resolution to be adopted in the general meeting. Furthermore, they must indicate the postal or electronic address at which the Company may acknowledge receipt of these requests.

In addition, these requests must be received by the Company not later than on the twenty-second (22) day prior to the date of the general meeting. The Company shall acknowledge receipt of the requests within forty-eight (48) hours from receipt.

The Company then has to publish a revised agenda not later than on the fifteenth (15) prior to the date of the general meeting.

All the documents which will be submitted to the general meeting are available on the website of the Company (www.fotex.eu).

Luxembourg, June 3rd, 2014.

FOTEX HOLDING
Société Européenne
The Board of Directors

ARTICLES OF ASSOCIATION OF

Fotex Holding

European company

Registered seat :

L-2540 Luxembourg

26-28, rue Edward Steichen

Company registration number : B 146.938

Art. 1. A European company under the name "Fotex Holding" (the "Company") is hereby established by those present between the above persons and all those who become the holders of the shares hereafter created.

Art. 2. The registered seat of the Company is located in the municipality of Luxembourg. It may be transferred to any other address within the municipality of Luxembourg by resolution of the board of directors.

The registered seat may be transferred to any other municipality within the Grand-Duchy of Luxembourg by decision of the General Assembly. Should the Board of Directors estimate that the nature of extraordinary political, economic or social events may compromise normal operations at the registered seat, or easy communication of this registered seat or its communication with parties abroad, it may temporarily transfer the registered seat abroad until such anomalous circumstances completely cease to exist. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer, remains a Luxembourg entity.

Art. 3. The Company aims to acquire participations in any form whatsoever in Luxembourg or in foreign companies, by the way of purchase, subscription of securities of any kind or otherwise, as well as to dispose of such participations by the way of sale, exchange of securities of any kind or otherwise. The Company also aims to manage and enhance its portfolio held along with the acquisition, sale, development and licensing of patents pertaining thereto.

The Company may lend and borrow with or without security, participate in the creation and development of any companies and may render them any assistance.

In general, the Company can undertake all commercial and financial operations as well as movable and immovable properties that serve its purpose directly or indirectly or are likely to promote its expansion and development.

Art. 4. The Company is established for an indefinite period.

Capital - Shares

Art. 5.

5.1. The share capital of the Company consists of two types of shares and is equal to **thirty million, five hundred forty-three thousand, nine hundred and thirty-three euros (EUR 30,543,933)** divided into (i) seventy million, seven hundred twenty-three thousand, six hundred and fifty (70,723,650) ordinary shares of a face value of forty-two euro cents (EUR 0.42) each and (ii) two million (2,000,000) dividend preference shares of a face value of forty-two euro cents (EUR 0.42) each.

5.2 The dividend preference shares carry the same rights as ordinary shares in the event of liquidation or dissolution of the Company.

Dividend preference shares come with a right to an annual dividend decided by the General Assembly, but are without right to vote. This dividend may not exceed 50% of the average annual price of the ordinary shares but may not be less than twice the 12-month interest rate of the European Central Bank prevailing at 1 January of the year in which the dividend is paid. The dividend is calculated based on the face value of shares (i.e. $0.42 \text{ €} \times \text{interest rate} \times 2$). This dividend may only be paid if the Company's consolidated financial statements for the relevant year prepared under IFRS show profits and pertaining legal provisions allow for the distribution of such dividend.

The total dividends paid in respect of dividend preference shares may not exceed thirty percent (30%) of the consolidated after-tax profit based on the IFRS financial statements (less minority interest). The holders of dividend preference shares are not entitled to any other rights or dividends outside that attributed to them by the General Assembly. Such dividends are paid once a year and interim payment is only allowed if the conditions of such a distribution are met.

If the Company is unable to pay such dividends for one year or if it pays only a minimum portion due for a given year and does not regularise the payment of the full amount upon payment of the dividends for the following year, the right to vote identical to that applied to ordinary shares will be granted to the holders of dividend preference shares. The voting will be extended until the Company has paid all minimum dividends due with respect to the dividend preference shares.

5.3 A subsequent General Assembly meeting representing at least 50% of the ordinary shares may determine the limits and conditions of the authorised capital within the limits set by the law.

In this case, the Board of Directors is authorised and empowered to:

- increase the capital in one sum or in instalments, by issuing new shares to be paid in cash or in contributions in kind, by converting receivables or, upon approval of the Annual General Assembly, by way of capitalising the profit or reserves.
- determine the place and date of the issue or successive issues of the new shares along with the costs of such an issue as well as the terms and conditions of subscription.
- suppress or limit the preferential subscription right of shareholders should the new shares be issued as part of the authorized capital.

This authorisation is valid for a period of five years from the date of publication of the deed of authorization and may be prolonged by a General Assembly of the shareholders with respect to shares that form part of the authorised capital and have not yet been issued by the Board of Directors.

Following each capital increase realised and duly effected in accordance with the relevant legal forms, the first paragraph of this article shall be amended to reflect the latest increase; such changes will be recorded in due form by the Board of Directors or by a person appointed for that purpose.

Art. 6. The shares are all dematerialised and cannot be issued in bearer form.

The Company may repurchase its shares as provided by law.

Administration – Supervision

Art. 7. The Company is managed by a Board of Directors composed of at least five members and maximum of eleven members.

Members of the Board of Directors are natural persons or legal entities. The majority of the members must be "independent persons".

Those are considered "independent persons" that do not maintain a legal or financial relationship with the Company outside their directorship.

Those cannot be considered an „independent person” that:

- a) are employed by the Company or its subsidiaries at the time of their appointment as a member of the Board of Directors,
- b) carry out paid work for the benefit of the Company or have technical, legal or financial responsibility towards the Company,
- c) are shareholders of the Company and hold, directly or indirectly, at least 30% of the voting rights or maintain family ties with such a person,
- d) receive financial benefits in association with the activities or results of the Company,
- e) have a legal relationship with a non-independent member of the Company in another company, in which the non-independent member has powers of management or control.

The members of the Board of Directors are elected by the General Assembly of the shareholders which determine their number for a maximum period ending at the Annual General Assembly to be held in the third year following their appointment. The members of the Board of Directors remain in office until their successors are elected. They may be re-elected or discharged by the General Assembly at any time, with or without cause.

Should one or more positions of members of the Board of Directors become vacant due to death, resignation or another cause, the Board of Directors shall arrange for the replacement in accordance with the law. In this case, the next General Assembly shall approve such nomination

Art. 8. The Board of Directors elects a chairman from among its members. In the absence of the chairman, he will be replaced by a director appointed for that purpose by the directors present.

The Board of Directors can validly deliberate and act only if the majority of its members are present or represented. A proxy between directors is permitted and a director may not represent more than one of his colleagues.

Any director may participate in any meeting of the Board of Directors by way of conference-call, videoconference or by any other means of communication allowing their identification. These means of communications shall comply with technical characteristics guaranteeing the effective participation in the meeting and the deliberation shall be broadcasted uninterruptedly. The participation in a meeting by these means is equivalent to a participation in person in such meeting. The meeting held by such means of telecommunication is deemed to be held at the registered office of the Company.

Any decision of the Board of Directors shall be made by simple majority. In the event of a tie, the decision of the chairman or, in the absence of the chairman, of the person chairing the meeting shall be decisive.

Circular resolutions of the Board of Directors may be validly taken if approved in writing and signed by all Directors. Such approval may be in a single or in several separate documents sent by fax or email. Such resolutions shall have the same effect and validity as resolutions voted at the meetings of the Board of Directors, duly convened. The date of such resolutions shall be the date of the last signature.

Art. 9. The minutes of any meeting of the Board of Directors shall be signed by the chairman of the meeting and by another member of the Board of Directors. The proxies will remain attached to the minutes.

The copies or extracts of such minutes which may be produced in court or elsewhere shall be signed by the chairman of the Board of Directors or by two members.

Art. 10. The Board of Directors has the broadest powers to manage the Company's affairs and to take any measures and make administrative arrangements that serve the Company's objectives. All powers not expressly reserved for the General Assembly by the Articles of Association or by law, are the responsibility of the Board of Directors. The Board of Directors may decide to pay interim dividends under the terms of the law. All decisions relating to compensation plans or long-term incentive schemes to motivate the Company's employees or officers or its subsidiaries are submitted by the Board of Directors to the General Assembly for prior approval.

Art. 11. The Board of Directors may delegate any of its powers concerning the daily management and assign the representation of the Company regarding such management to one or more of the members of the Board of Directors, directors, authorised representatives, employees or other persons who need not be a shareholder of the Company or confer special powers or proxies, or permanent or temporary functions to persons or agents chosen.

Any conflicts of interest between the Company and members of the Board of Directors should be settled in accordance with the law.

Art. 12. Towards third parties, the Company is validly bound by the joint signatures of two members of the Board of Directors, by the individual signature of any person to whom signatory authority has been delegated by the Board of Directors or by the individual signature of the person appointed for daily management as part of management. The remuneration of the members of the Board of Directors is determined by the General Assembly.

Art. 13. The Company's supervision is entrusted to an auditor.

The auditor is appointed by the General Assembly of the shareholders from among auditors that are members of the Institute of Registered Auditors in Luxembourg, for a maximum period ending at the Annual General Assembly to be held in the third year following their appointment. The auditor remains in office until their successor is elected and can be re-elected or discharged by the General Assembly at any time, with or without cause.

The General Assembly may also appoint an "Audit Committee", composed of at least three people and a maximum of five persons elected by the Board of Directors from among its members who are considered Independent Persons for a period not exceeding their mandate. The Audit Committee shall elect a president from among its members. The meetings of the Audit Committee meet the quorum when the members have been duly convened and two-thirds or at least three members are present. The decisions of the Committee are made by simple majority. In the event of a tie, the person chairing the meeting shall be decisive.

The members of the Audit Committee can be re-elected or discharged at any time by the General Assembly with or without cause.

The functions of the Audit Committee are set as appropriate by the General Assembly that appoints its members.

The members of the Audit Committee may be shareholders of the Company.

The general assembly of the shareholders

Art. 14. Any general assembly of shareholders properly convened represents all the shareholders.

Subject to the provisions of Article 10 above, it has the broadest powers to order, carry out or ratify measures relating to the activities of the Company.

The General Assembly is chaired by a chairman appointed by the shareholders present or represented.

Art. 15. The Annual General Assembly shall be held in accordance with Luxembourg law at the Company's registered seat, or at any other place in the Grand-Duchy of Luxembourg, at 2.30 pm on 26th April each year or on any other date and time within 30 days following 26th April as finally determined by the Board of Directors and specified in the invitation to the meeting.

Art. 16. The Board of Directors, the Audit Committee or the auditor may convene other general assemblies. Such an assembly must be convened if the shareholders representing at least ten percent of the share capital so require by writing a request to the Company indicating the purpose of and reasons for such a meeting. If the Board of Directors does not convene the General Assembly within thirty (30) days thereafter, those concerned may request the President of the Commercial Court at the registered seat of the Company to convene such a meeting.

The costs associated with a general assembly thus convened should then be borne by those who filed the court application.

Art. 17. Convening, keeping and participation in general assemblies shall be in accordance with rules prescribed by the law.

If all the shareholders are present or represented and consider themselves aware of the agenda of the Assembly, it may be held without prior invitations.

Any shareholder may participate in the general assembly by appointing in writing, in e-mail, via telegram, telex or facsimile or other means of electronic telecommunication, a proxy who need not be a shareholder.

The shareholders may only exercise their voting rights upon the precondition that the shares they hold are duly registered in the Company's share register.

Subject to the above mentioned legal restrictions and provisions relating to dividend preference shares, each share entitles to one vote.

Copies or extracts of the minutes of the General Assembly for use in court or elsewhere shall be signed by the Chairman of the Board of Directors or by two members.

Financial year – Balance sheet

Art. 18. The financial year begins on 1 January and ends on the last day of December.

The Board of Directors will prepare the balance sheet and the profit and loss account. At least one month before the date of the Annual General Assembly, the Board of Directors shall submit these documents together with a report on the activities of the Company to the auditor who will express their opinion on these documents.

Art. 19. Five percent of the Company's net profits shall be posted to a legal reserve. This deduction is no longer compulsory when and as long as the reserve reaches one tenth of the subscribed share capital of the Company.

Upon recommendation of the Board of Directors, the General Assembly determines the distribution of the annual net profit. It may decide to post the total amount or part of it to one or more reserve or provision accounts, to carry it forward to the next fiscal year or to distribute it to the shareholders as dividends.

The Board of Directors may make a payment of interim dividends under the conditions set by legislation. The Board of Directors will determine the amount and the date of any interim dividend payment. Such payment may only be made after a period of 20 days following the decision on such payment. Dividends relating to treasury shares are posted to reserves.

Dissolution - Liquidation

Art. 20. The Company may be dissolved at any time by decision of the shareholders voting with the quorum and majority as required for amendment of the bylaws, unless otherwise provided by law.

Upon dissolution of the Company, liquidation shall be carried out by one or more liquidators appointed by the general assembly of the shareholders which shall also determine their powers and their compensation.

Art. 21. General Provisions. The Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time shall apply unless stated otherwise in these articles of association.