

**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 the**

### **Annual General Meeting**

will be held on 12<sup>th</sup> May 2014 at 14:30 o'clock (Luxembourg time) at the registered office of the Company with the following agenda:

### **AGENDA**

- 1.) Presentation and approval of the report established by the Board of Directors of the Company concerning the Company's annual statutory accounts as at December 31st 2013 and the consolidated financial statements as at December 31st 2013;
- 2.) Presentation and approval of the report established by the Auditors of the Company concerning the Company's annual statutory accounts as at December 31st 2013 and the Company's consolidated financial statements as at December 31st 2013;
- 3.) Presentation and approval of the Company's annual statutory accounts as at December 31st 2013 and the consolidated financial statements as at December 31st 2013;
- 4.) Allocation of the results;
- 5.) Decision on distribution of dividends for the ordinary shares and on the date of the payment of dividends
- 6.) Discharge to the Board of Directors, the Audit Committee;
- 7.) Election of the Board of Directors, establishment of their remuneration;
- 8.) Election of the Audit Committee, establishment of their remuneration;
- 9.) Election of the Statutory Auditor to audit the statutory annual accounts of the Company;
- 10.) Election of the Auditor to audit the consolidated financial statements of the Company;
- 11.) Miscellaneous.

Any shareholder who holds one or more ordinary shares (*actions ordinaires*) of the Company on April 25<sup>th</sup>, 2014 at 24:00 (Luxembourg time) shall be admitted to vote at the general meeting of the shareholders (also referred to as the "Meeting"). 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](mailto: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](http://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 May 2<sup>nd</sup>, 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](mailto: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 no later than May 2<sup>nd</sup>, 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](mailto:info@fotex.lu). Only proxy forms provided on the website of the Company ([www.fotex.eu](http://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 Meeting. A shareholder can vote with his voting paper indicating the strength of the voting power to be exercised in the 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 Meeting and to table draft resolutions for items included or to be included on the agenda of the 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](mailto:info@fotex.lu). They must be accompanied by a justification of draft resolution to be adopted in the 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 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 Meeting.

All the documents which will be submitted to the Meeting are available on the website of the Company ([www.fotex.eu](http://www.fotex.eu)).

Luxembourg, April 8<sup>th</sup> 2014

FOTEX HOLDING  
Société Européenne  
The Board of Directors