

FOTEX HOLDING S.E.  
75, Parc d'Activités  
L-8308 Capellen  
RCS Luxembourg : B-146938

## INVITATION

**FOTEX HOLDING SE (Luxembourg, 75, Parc d'Activités, L-8308 Capellen, the "Company") notifies its shareholders that**

**an extraordinary general assembly will be held in front of a notary**

**at 11:00 o'clock on 14<sup>th</sup> December 2011**

at the registered office of the Company (Luxembourg, 75, Parc d'Activités, L-8308 Capellen) with the following agenda:

### **AGENDA**

- 1. Amendment of article 7 of the articles regarding the persons that may be appointed as directors and the duration of their appointment;**
- 2. Amendment of article 11 of the articles regarding the delegation of daily management;**
- 3. Amendment of article 12 of the articles regarding the power of signature vis-à-vis third parties;**
- 4. Amendment of article 13 of the articles regarding the powers and the appointment of the statutory auditor and of the audit committee;**
- 5. Amendment of article 17 of the articles regarding the procedures relating to the general meetings;**
- 6. Amendment of articles 5, 15, 17, 18, 19 and 21 of the articles to do minor wording changes among others to correct material and translation errors;**
- 7. Review and approval of the policy of the repurchase of the own shares;**
- 8. Various.**

### **Right to participate in the extraordinary general meeting**

Any ordinary shareholder who holds one or more shares of the Company on 30 November 2011 at 12 p.m. (the "Record Date") shall be admitted to the extraordinary general meeting of shareholders (the "Meeting").

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 (Fotex Holding S.E. c/o FIDOMES S.A., Vega center L-8308 Capellen or by fax + 352 95 91 11 or by e-mail [contact@fidomes.com](mailto:contact@fidomes.com) no later than 30 November 2011 at 12 p.m. of that fact and, in the case of an authorised representative, supply evidence of the authority given to that person to represent the relevant shareholder.

Shareholders who wish to participate to the extraordinary meeting of shareholders should notify the Company of their intention to participate by returning the information letter to the Company (Fotex Holding S.E. c/o FIDOMES S.A., Vega center L-8308 Capellen or by fax + 352 95 91 11 or by e-mail [contact@fidomes.com](mailto:contact@fidomes.com) no later than 30 November 2011 at 12 p.m. together with the relevant documentation evidencing their ownership of the shares. Only information letter forms provided on the website of the Company ([www.fotex.eu](http://www.fotex.eu)) shall be used and will be taken into account.

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 7 December 2011 at noon. The proxy may be submitted by mail to the registered office of the Company or by fax + 352 95 91 11 or by e-mail [contact@fidomes.com](mailto:contact@fidomes.com). 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 starts at the place of the Meeting half an hour before the opening of the Meeting.

The voting paper authorising 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 ordinary share entitles to one vote in the Meeting.

In accordance with the of Law 4 May 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders of listed companies (the "Law of 2011"), shareholders holding individually or collectively at least five (5) % of the share capital of the Company: (a) have the right to put items on the Agenda of the meeting; and (b) have the right to table draft resolutions for items included or to be included on the Agenda of the meeting. Those rights shall be exercised upon request of the shareholders in writing submitted to the Company by postal services or electronic means at the address of the Company indicated above. The request shall be accompanied by a justification or a draft resolution to be adopted in the meeting and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests. The requests from the shareholders shall be received by the Company at the latest on 22 November 2011.

In accordance with the Law of 2011, shareholders shall have the right to ask questions at the Meeting related to items on the agenda of the meeting. The Company shall answer the questions put to it by its shareholders. The right to ask questions and the obligation of the Company to answer are subject to the measures to be taken by the Company to ensure the identification of shareholders, the good order of general meetings and their preparation as well as the protection of confidentiality and business interests of the Company. The Company may provide one overall answer to questions having the same content. An answer shall be deemed to be given if the relevant information is available on the Company's website in a question and answer format and by the mere reference by the Company to its website.

All documentation and further information required under the Law of 2011 including the proposed resolutions shall be available on the website of the Company [www.fotex.eu](http://www.fotex.eu) / or may be obtained by sending an e-mail to [contact@fidomes.com](mailto:contact@fidomes.com) or by mail at the registered office of the Company.

Capellen, 11<sup>th</sup> November 2011

FOTEX HOLDING SE  
Board of Directors