



HOLDING SE PUBLIC COMPANY LIMITED BY SHARES

**MINUTES OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY
HELD ON APRIL 26TH 2011**

The annual general meeting of shareholders of the Company, hereinafter referred to as the « **Meeting** », held at the registered office of the Company located at 75, parc d'Activités L-8308 Capellen, is opened at 2.30 pm under the chairmanship of Mr. Gabor VARSZEGI, hereinafter referred to as the « **Chairman** ».

The Meeting designates Mr. David VARSZEGI as scrutineer, hereinafter referred to as the « **Scrutineer** », and the Chairman designates Mrs. Aurore MARON as secretary, hereinafter referred to as the « **Secretary** », both having accepted their appointments.

The Chairman, the Scrutineer and the Secretary are forming the board of the Meeting, hereinafter referred to as the « **Board** ».

The Chairman declares and the Meeting agrees that:

- the shareholders, present or represented, together with the amount of their shareholding, are entered into an attendance list, which will remain attached to these minutes, duly signed by the shareholders present or their duly appointed representatives and also by the Board,
- in accordance with paragraph 5 of article 70 of the law of August 10, 1915 concerning commercial companies, as amended, the shareholders have been convened to the Meeting by means of advertisements published twice, with a minimum interval of 8 (eight) days, and 8 (eight) days before the Meeting, in the Mémorial C and in a Luxembourg newspaper, as follows :
 - in the Mémorial C n°573 dated March 28th, 2011,
 - in the Mémorial C n° 690 dated April 12th, 2011,
 - in the Wort page 64 dated March 28th, 2011,
 - in the Wort page 56 dated April 12th, 2011,

These advertisements will remain attached to these minutes.

- pursuant to the attendance list, the shareholders owning 35.637.589 shares issued by the Company out of 60.091.101, which represents 59,31 % of the shares issued by the Company, are present or represented,

FOTEX HOLDING S.E.

75, Parc d'Activités
L-8308 CAPELLEN (Grand Duché de Luxembourg)
Tél. : +352.95.05.74
Fax : +352 95.91.11

R.C.S. Luxembourg : B-146938

Matricule : 2009 8400 010

– consequently, the Meeting is duly constituted and can validly deliberate on 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 accounts as at December 31st 2010;
2. Presentation and approval of the report established by the Audit Committee of the Company concerning the Company's annual accounts as at December 31st 2010;
3. Presentation and approval of the report established by the Auditors of the Company concerning the Company's annual accounts as at December 31st 2010 and of the Company's consolidated accounts as at December 31st 2010;
4. Presentation and approval of the annual accounts as at December 31st 2010 and the consolidated accounts as at December 31st 2010;
5. Allocation of the result;
Distribution of dividends for the preference shares;
6. Discharge of the Board of Directors, the Audit Committee;
7. Modification of the Art. 17 of Articles of Association;
Modification of determination of certificate of ownership;
8. Various.

After having duly considered the various items of the agenda, the Meeting unanimously hereby resolves as follows:

FIRST RESOLUTION

The Chairman reads the report established by the board of directors of the Company concerning the annual accounts as at December 31st 2010.

This decision has been approved at 99,98 % of the present and represented shares with voting right.

SECOND RESOLUTION

The Chairman reads the report established by the Audit Committee of the Company.

This decision has been approved at 99,98 % of the present and represented shares with voting right.

FOTEX HOLDING S.E.

75, Parc d'Activités
L-8308 CAPELLEN (Grand Duché de Luxembourg)
Tél. : +352.95.05.74
Fax : +352 95.91.11



R.C.S. Luxembourg : B-146938

Matricule : 2009 8400 010



HOLDING SE PUBLIC COMPANY LIMITED BY SHARES

THIRD RESOLUTION

The Chairman reads the reports established by the auditors concerning the Company's annual accounts as at December 31st 2010 and of the Company's consolidated accounts as at December 31st 2010.

This decision has been approved at 99,98 % of the present and represented shares with voting right.

FOURTH RESOLUTION

The Meeting decides to approve the Company's annual accounts (i.e. the balance sheet, the profit and loss account and the accompanying notes) as at December 31st 2010 and the Company's consolidated accounts as at December 31st 2010, as they were presented by the board of directors of the Company.

The total of the balance sheet of the annual accounts amounts to EUR 60,835,181.34, and the Company has made a loss of EUR (2,975,954.93).

This decision has been approved at 99,98 % of the present and represented shares with voting right.

FIFTH RESOLUTION

The Meeting decides to allocate the result for the financial year ended as at December 31st 2010 as follows:

Result brought forward as at December 31 st 2010	EUR	0
Loss for the financial year ended on December 31 st 2010	EUR	(2,975,954.93)
Withdrawal on disposable reserve	EUR	651,000.-
Distributed dividends - preferential dividend bearing shares	EUR	(651,000.-)
Result to be carried forward to the following financial year	EUR	(2,975,954.93)

The Board of Directors suggests to the Annual General Meeting that the Company does not pay any dividend for the ordinary shares for the year 2010 and distributes dividends in amount of EUR 0,42 / share for the 1.550.000 preferential shares without voting right, which means an amount of EUR 651 000,- gross. It does not affect the 450.000 preferential shares without voting right owned by the Company.

FOTEX HOLDING S.E.

75, Parc d'Activités
L-8308 CAPELLEN (Grand Duché de Luxembourg)
Tél. : +352.95.05.74
Fax : +352 95.91.11

R.C.S. Luxembourg : B-146938

Matricule : 2009 8400 010



HOLDING SE PUBLIC COMPANY LIMITED BY SHARES

This decision has been approved at 99,98 % of the present and represented shares with voting right.

SIXTH RESOLUTION

The Meeting decides to grant full discharge to the members of the board of directors of the Company and to the members of the audit committee for the execution of their mandates for the financial year ended as at December 31st 2010.

This decision has been approved at 99,98 % of the present and represented shares with voting right.

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 agenda of the Extraordinary General Assembly of Shareholders is the amendment of the article 17 of the articles of association of the Company in order to determine the exercise of the voting right as well as the date of registration of the Company certificates of ownership before the holding of each General Meeting.

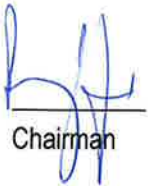
This decision has been approved at 99,98 % of the present and represented shares with voting right.

EIGHTH RESOLUTION

After reading out of the Responsible report of the Board of Directors on the company management practice in 2010 and resolution on the acceptance of the report, the General Assembly of Shareholders approved the Responsible report of the Board of Directors.

This decision has been approved at 99,98 % of the present and represented shares with voting right.

There being no other business, the Meeting is closed. The Secretary reads the present minutes.



Chairman



Scrutineer



Secretary

FOTEX HOLDING S.E.

75, Parc d'Activités
L-8308 CAPELLEN (Grand Duché de Luxembourg)
Tél. : +352.95.05.74
Fax : +352 95.91.11

R.C.S. Luxembourg : B-146938
Matricule : 2009 8400 010