

Minutes on the Extraordinary General Meeting of the FOTEX HOLDING held on  
14th January 2010

Number 24. Extraordinary General Meeting of 14 January 2010

In the year two thousand and ten on the fourteenth day of January  
Before Maître Anja HOLTZ, notary residing in Wiltz,

There convened the extraordinary 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 undersigned, 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 drawing up, 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.

The meeting opened at 11:00 and appointed Mrs Aurore MARON with professional address in L-8308 Capellen, 75, Parc d'Activités as chairman, Mrs Hélène FOUCART with professional address in L-8308 Capellen, 75, Parc d'Activités as scrutineer and Mrs Geneviève BERTRAND residing in Mousny 45, La Roche-en-Ardenne as secretary.

The officers of the meeting having been appointed accordingly, the Chairman proceeded to introduce the notary drawing up this document and invite him to formally record:

I. That this extraordinary general meeting had the following

**AGENDA**

- 1.) Recall of Ernst & Young Könyvvizsgáló Kft (1132 Budapest, Váci út 20.)
- 2.) Appointment of Ernst & Young Luxembourg (7, Parc d'Activité Syrdall, Munsbach L5365, Luxembourg) for auditing the FOTEX group's consolidated balance sheet
- 3.) Approval of the FOTEX Holding's balance sheet on the result of the activity in Hungary before the transfer of the seat of the Company in Luxembourg

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. Having been signed “ne varietur” by the shareholders present, the proxies of shareholders represented, the officers of the meeting and the notary drawing up this document, the attendance list shall remain appended hereto and shall be registered herewith.

The proxies of shareholders represented shall also remain appended hereto after having been signed “ne varietur” by the officers of the meeting and the notary drawing up this document.

III. That the notice to attend this meeting was published in a newspaper with national circulation and in *Le Mémorial* on 28 December 2009 and on 4 January 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 59.2268 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.

V. That this meeting has been duly convened

VI. 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**

The meeting decided to recall Ernst & Young Könyvvizsgáló Kft, with registered office in Váci str. 20 Budapest 1132 as Statutory Auditor for auditing the FOTEX group's consolidated balance sheet .

This decision was taken by 100 % of the shares represented and entitled to vote.

### **Second Resolution**

The meeting decided to appoint as Statutory Auditor for auditing the FOTEX group's consolidated annual accounts the company Ernst & Young LUXEMBOURG with registered office in 7., Parc d'Activité Syrdall, Münsbach L-5365, Luxembourg.

This decision was taken by 100 % of the shares represented and entitled to vote.

### **Third Resolution**

The meeting decided to approve the FOTEX Holding's balance sheet on the result of the activity in Hungary before the transfer of the seat of the Company in Luxembourg

This decision was taken by 100 % of the shares represented and entitled to vote.

### **Estimate of expenses**

All the fees, expenses and remunerations that shall be payable by the Company and charged to it in respect hereof amount to approximately EUR 1000,-.

In witness whereof, done and executed at the registered office in Capellen on the above date.

And after being read and explained to the parties appearing, identified to the notary drawing up this deed by their surnames, usual first names, professional status and addresses, they have signed this legal document, together with the notary.

Anja Holtz

Notary