

FOTEX HOLDING SE Public Company Limited by Shares

## INVITATION

FOTEX HOLDING SE Public Company Limited by Shares (1126 Budapest, Nagy Jenő u. 12.) notifies its shareholders that

an extraordinary general assembly will be held in Luxembourg, 75, Park of Activities, L-8308 Capellen  
with the following agenda

**at 11:00 hours on 04. June 2009**

1. Transfer of the seat of the company " Fotex Holding SE " of Nagy Jenő u ., 12, 1126 Budapest in Hungary towards L-8308 Capellen, 75, Park of Activities and consequently approval of the change of the company's nationality to Luxembourg,
2. Modifying of the articles of association of the Company.  
Date of modifying is the same as the date of the Extraordinary General meeting: 04<sup>th</sup> June 2009 – at 11:00 o'clock to set the new articles of association in compliance with the laws of the Grand Duchy of Luxembourg.
3. Fixing a second assembly if the quorum is not reached during the aforementioned assembly
4. Decision relating to the authorized capital,
5. Recall of the actual auditor and appointment of the new auditor of the company "Fotex Holding SE" and determination of the length of its mandate,
6. Confirmation of the mandate of the board of directors for a length of renewable year in every general meeting.

In addition to the above listed items, a shareholder may inspect the detailed documentation concerning the above agenda in the director's office at the seat of the Company on business days during the business hours after 7 (seven) days following the issuance of present invitation.

We inform the Honourable Shareholders that the Annual General Assembly held on 28<sup>th</sup> April 2009 had decided the relocation of the seat of the Company in Luxembourg. We inform the Honourable Shareholders that a shareholder registered in the shareholders' book may participate in the general assembly in person or can be represented by a proxy. The power of attorney shall be put in an official document or a private agreement of full confirmative power. The registration of the shareholders starts at the place of the general assembly an hour and a half before the opening of the general assembly and closes half an hour before the opening. The power of attorney shall be delivered at the place of the general assembly during the registration interval.

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 general assembly itself.

The precondition of the voting is the registration of the shareholder's ownership right in the stock register. The determination of the entitlement to vote takes place by proof of ownership pursuant to paragraph (3) of Gt 297.§. The Company may request proof of ownership only those shareholders, who did not ban their registration in the stock register or request their removal from it.

We inform the Honourable Shareholders that the availability day of the proof of share ownership is: 28<sup>th</sup> May 2009.

Every certificate of a share of EUR 0,42 face value entitles you for one vote in the general assembly. You can vote with your voting paper indicating the strength of the voting power to be exercised in the general assembly.

If the general assembly summoned this way is not a quorum, the Company holds a repeated general assembly at the seat of the Company one hour later than the time of opening specified in the invitation. Concerning the original agenda, the repeated general assembly is a quorum irrespective of the number of the participating shareholders.

Budapest, 05<sup>th</sup> May 2009

FOTEX HOLDING SE Public Co. Ltd.  
Board of Directors