

## **FOTEX HOLDING**

### **INVITATION**

**FOTEX Holding SE (Luxemburg, 75, Parc d'Activités, L-8308 Capellen) notifies its shareholders that**

**An extraordinary general assembly will be held in Luxemburg, 75, Park d' Activités, L-8308 Capellen with the following agenda**

**at 11:00 hours on 01. October**

**1.) Adapting and modifying the articles of association of the Company in relation with decisions adopted by the EGM which took place on the 4<sup>th</sup> of June 2009 :**

precision relating to the division of the share capital: the total share capital amount is 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,

modification of the article 5.2 of the Memorandum and a-Articles and modification of the words „Parts bénéficiaires” (founders' shares) in „Action dividendes privilégiés” (preferential dividend bearing shares)

modification of the second sentence of the article 5.2 of the Memorandum and Articles as follows: „The „Actions dividendes privilégiés”(preferential dividend bearing shares) give the owners the right to the share capital if the company is wound up or dissolved.”,

modification of the article 13 of the Memorandum and Articles in order to allow the members of the Audit Committee to be shareholders of company

modification of the article 15 of the Memorandum and Articles concerning the date of the annual general meeting, which will take place every year on the 26th of April. If this day is not a business day in Luxemburg, the assembly will be postponed for two business days,

modification of the adress of Mrs Anna RAMMER: 1028 Budapest, Máriaremetei út 106.,

**2) modification of the mandate for the Board of Directors and for the Audit Comitee members**

**3) Remuneration of VAN CAUTER – SNAUWAERT & CO S.á.R.L. chartered accountant's fees for the first business year**

**4) Appointment of a chartered accountant for auditing the FOTEX group's consolidated balance sheet and the esatblishment of the coresponding fees**

**5.) Approval of the manager's modification who is personally responsible for accountancy by Ernst & Young Könyvvizsgáló Kft ( 1132 Budapest, Váci út 20.)**

**6.) Remuneration of Ernst & Young Könyvvizsgáló Kft ( 1132 Budapest, Váci út 20.) for the year of 2009**

**7.) Recall of the members of the board of directors**

**8.) Election of the new board of directors for a period that will end at the general assembly of the company in 2012**

**9.) Establishment of the fees for the new board of directors**

**10.) Recall of the Audit Committee**

**11.) Election of the new Audit Committee**

**12.) Establishment of the fees for the new Audit Committee**

We inform the Honourable Shareholders that the extraordinary general assembly held on 04. June 2009 had decided the transfer of the seat of the Company in Luxembourg, the FOTEX Holding is registered Company in Luxembourg .

We inform the Shareholders that a shareholder registered in the shareholder's 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. 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.

The availability day of the proof of share ownership is: 23 th September 2009.

Every certificate of a share of EUR 0.42 face value entitles you 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.

Luxembourg, 28-th August 2009

FOTEX HOLDING  
Board of Directors