

INVITATION

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

a general assembly will be held at the seat of the company (Budapest, XII. Nagy Jenő u.12.) with the following agenda

at 12:00 hours on 28. April 2009

- 1.) **Report of the Board of Directors on the Company's management for 2008**
- 2.) **Responsible report of the Board of Directors on the company management practice in 2008 and resolution on the acceptance of the report**
- 3.) **Report of the Audit Committee on the Company report for 2008**
- 4.) **Report of the auditor on the Company report for 2008**
- 5.) **Resolution on the acceptance of the Company's balance sheet for 2008, the division of the profit and the consolidated balance sheet. Resolution on the amount of dividend for the preference shares.**

The Board of Directors informs the shareholders that – according to its proposal – no dividend will be paid on the common shares in 2008. The Board of Directors recommends a payment of 30% of the nominal value of the preference shares.

6.) Acceptance of the statement of assets and liabilities related to the transformation into European Corporation

- 7.) **Acceptance of the report of the Board of Directors on the relocation of the seat**
- 8.) **Resolution of the relocation of the seat of the Company to Luxembourg**
- 9.) **Passing the resolution in connection with the accounting with the minority group of shareholders voting against the seat relocation**

- **resolution on the accounting day of the statement of assets and liabilities and draft stock-list serving as basis to the accounting (31. Dec. 2008) and the person of the auditor auditing the draft statement of assets and liabilities**
- **draft statement of assets and liabilities (balance sheet of the report for 2008), acceptance of the draft stock-list**
- **determination of the partial property due to the shareholders voting against the seat relocation (equity capital/ subscribed capital ratio on 31. Dec. 2008)**
- **resolution on the manner and time of delivery of the partial property (registration of change in the seat + 30 days, to be paid in cash)**
- **resolution on the transfer of pledge (considering the financial and property status of the Company, neither the provision of pledge, nor the payment of the partial property for the minority shareholders are justified; no payments to creditors and other entitled entities are justified concerning the liabilities having arisen before the publication of the proposal on the seat relocation)**

10.) Resolution on the acceptance of the Statute after the relocation

11.) Resolution on the place, date and agenda of the General Assembly to be held at the new seat of the Company and shareholders' authorisation.

12.) Authorisation of the Board of Directors to buy own shares (the shares of those who need accounting can be purchased for an amount corresponding to the equity capital/ subscribed capital ratio on the turning date 31. Dec. 2008)

13.) Evaluation of the work of the Board of Directors, resolution on order of discharge

(The General Assembly evaluates the work of the Board of Directors pursuant to the Statute and, if the conditions are met, ascertains that the members of the Board of Directors have been acting keeping in mind the priorities of the Company. The resolution passed concerning the order of discharge includes the period to which the performance of the order of discharge relates to)

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 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: 21. April 2009.

Every certificate of a share of HUF 100.- 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, 27th March 2009

FOTEX HOLDING SE Public Co. Ltd.
Board of Directors