

The logo for FOTEX, featuring the word "FOTEX" in a stylized, bold, sans-serif font.

HOLDING SE PUBLIC COMPANY LIMITED BY SHARES

**ANNOUNCEMENT OF FOTEX HOLDING S.E.
REGARDING DIVIDEND PAYMENT CONCERNING
THE FINANCIAL YEAR ENDING AS AT 31ST DECEMBER 2015**

Fotex Holding S.E. (26-28, rue Edward Steichen, L-2540 Luxembourg, hereinafter referred to as the “Company”) hereby informs its shareholders that in accordance with Resolution no. 5 adopted at the Annual General Meeting of the Company held on 25th May, 2016, the Company shall pay a gross dividend of EUR 0.02 per ordinary share to its ordinary shareholders. The payment of the dividend shall start on 20th June, 2016.

The record date relating to the dividend payment shall be 1st June, 2016 (hereinafter referred to as the “**Record Date**”). Shareholders who hold shares in the Company in their securities account on the Record Date shall receive a dividend. Under the T+2 day settlement cycle the last day when shares may be bought that will carry the right to the said dividend paid for the financial year 2015 shall be 30th May, 2016 (ex-dividend date: 31st May 2016). In line with the general statutory limitation period, the dividend for the financial year 2015 may be claimed for a further 5 years, starting from the first day of the dividend payment (i.e. not later than 20th June, 2021).

The dividend will be paid by wire transfer to the shareholders’ accounts held at their account-keeper banks as from 20th June, 2016. The dividend can only be transferred if the account keeper bank provides all information in the specified form to the Central Depository and Clearing House (KELER Ltd.), acting as agent for the dividend payment of the Company. Neither the Company nor KELER Ltd. is responsible for any payment delay resulting from insufficient or incomplete information provided by account keeper banks or resulting from the time required for data processing. We would like to take this opportunity to remind all shareholders to contact their account keeper bank and check that they have all the information necessary for the dividend payment and draw their attention to submit their data in the course of the recording process. Should the account keeper bank not submit the data relating to the shareholder, required for dividend payment, in the course of the recording process to KELER Ltd., but at a later date, then the Company shall transfer the dividend through KELER Ltd. once in a month, by the 10th working day following the month of the reporting.

Withholding tax

Under current Luxembourg tax law, dividends distributed by the Company to its shareholders will be subject to a 15% withholding tax computed on the gross amount of the dividends distributed unless (i) this rate is reduced by the application of a double tax treaty concluded between Luxembourg and the country of residence of the non-resident shareholder or (ii) it is exempt by application of the Luxembourg participation exemption regime, being the Luxembourg law transposition of the EU Parent Subsidiary Directive. The conditions to benefit from such exemption are further detailed below. The Company will assume responsibility for the withholding of such taxes.

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R.C.S. LUXEMBOURG : B-146938
MATRICULE : 2009 8400 010

- (i) According to Article 147 of the Luxembourg income tax law (i.e. "LIR"), dividends distributed by a Luxembourg fully taxable company (i.e. Fotex Holding SE) are exempt from Luxembourg withholding tax in case of dividend distributions to:
- a collective entity referred to in the article 2 of the Council Directive of 23 July 1990 on the common system of taxation applicable in the case of parent companies and subsidiaries of different Member States; or
 - a fully taxable Luxembourg resident joint stock company not listed in the appendix to Article 166 (10) of the LIR;
 - the Central Government, the municipalities, the associations of municipalities, operations of local public-law entities; or
 - a permanent establishment of a collective entity referred to above; or
 - a collective entity that is fully taxable pursuant to a tax which is equivalent to the income tax on collective entities and is a resident of a State with which the Grand Duchy of Luxembourg has a double taxation treaty, and a local permanent establishment thereof,
 - a joint stock company that is a resident of the Swiss Confederation, is subject to corporate tax in Switzerland, and is not exempt;
 - a joint stock company or cooperative company that is a resident of a State that is a party to the European Economic Area Agreement (EEA), other than a Member State of the European Union, and which is fully taxable pursuant to tax that is equivalent to the income tax on collective entities;
 - a permanent establishment of a joint stock company or cooperative company which is a resident of a State that is party to the European Economic Area Agreement (EEA) other than an EU member State;
 - a fully taxable non-resident company located in a country with which Luxembourg has concluded a Double Tax Treaty.

At the date the dividends are placed at the disposal of the beneficiary company, the latter shall hold or commit to hold for a continuous period of at least 12 months a direct shareholding of at least 10% in the capital of its subsidiary, or a shareholding that was acquired for at least EUR 1,200,000.

Shareholders eligible to benefit from the participation exemption regime shall provide the following documentation to the Company via KELER Ltd. (1074 Budapest, Rákóczi út 70-72. and at kibo@keler.hu) by no later than **6th June, 2016**:

- Certificate of fiscal residency issued by the tax authorities of the country of residence of the shareholder and confirming the country of residence of the shareholder, and
- Bank certificate, confirmation on the uninterrupted holding period of 12 months of the Company's shares by the shareholder, and
- Corporate shareholders holding less than 10% of the Company's shares but having a historical purchase price in excess of EUR 1,200,000 shall provide audited accounts proving that the historical purchase price is in excess of EUR 1,200,000.



For those who cannot commit to hold the minimum shareholding for more than 12 months, Withholding Tax will be levied but may be refundable once this condition has been satisfied.

- (ii) The Withholding Tax rate may also be reduced pursuant to double tax treaties concluded between Luxembourg and the country of residence of the non-resident shareholders. Shareholders wishing to benefit from a reduced Withholding Tax rate provided in a double tax treaty shall provide the following documentation to the Company via KELER Ltd. (1074 Budapest, Rákóczi út 70-72. and at kibo@keler.hu) by no later than 6th June, 2016:

- "Modèle 901bis" form duly completed and signed. The said form is available on the website of the Company at www.fotex.lu and may also be downloaded from the following link: http://www.impotsdirects.public.lu/formulaires/retenu_e_la_source/pluriannuel/901bis_FR_GB.pdf

Shareholders wishing to benefit from the participation exemption regime or a reduced withholding tax rate by application of a double tax treaty are advised to contact their own tax advisors, as the Company does not provide tax advice.

The dividends paid to nominees will be subject to the 15% Withholding Tax rate. As a general rule, the dividends will be paid to nominees after deducting the Withholding Tax of 15%. If the account keeper bank of the nominee specifies in the course of the recording process the number of shares held by the shareholders from the total number of shares represented by the nominee, then provided the required information set out above is submitted to KELER Ltd., the dividends will be paid after applying the relevant Withholding Tax rate.

We would like to draw the attention of our shareholders, nominees that the Company will apply the Withholding Tax rate and perform its data supply obligation based on the information received in the course of the recording process and according to the appropriate regulations.

The Company shall not be liable for any damages (legal consequences) caused by the non-provision of the necessary information by shareholders, nominees enabling the calculation of reduced Withholding Tax rate or caused by the provision of incorrect or missing information by shareholders or nominees.

Tax certificates

The Company shall issue and send tax certificates to its shareholders for the dividends paid until 30th September 2016 by no later than 30th November 2016 and for dividends paid from 1st October 2016 until 31st December 2016 by no later than 31st January 2017.

The certificates shall state the name of the payer, the name (corporate name) of the shareholder, residential address or registered office of the income's recipient, the legal title of payment, the year when the dividend was paid, the date of issue of the certificate, the tax base, the amount of tax withheld and the net amount paid.

In case dividends are paid to nominees and the nominees declare in a duly signed document issued by the last day of the calendar year when the payment is made, in English language, the name (corporate name), residential address or registered office address, nationality of the foreign persons to whom the dividend is (to

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be) paid and the amount of dividend (to be) paid to them in EUR, then the Company will issue the tax certificate and will perform its data supply obligation based on this nominee declaration.

If the above mentioned detailed declaration is not available, the Company will issue the tax certificate stating the name and registered office of the nominee and the amount of dividends paid will be provided.

For any further information, please contact the Issuer Service Department of KELER Ltd. (1074 Budapest, Rákóczi út 70-72.) at the number + 36 (1) 483-6100.

Luxembourg, 25th May, 2016

Mr. Gábor VÁRSZEGI
Fotex Holding S.E.
Chairman of the Board of Directors

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