

FOTEX HOLDING, Société européenne
Registered office: 272, rue de Neudorf,
L-2222 Luxembourg, Grand-Duchy of Luxembourg
RCS Luxembourg B-146938
(the "Company")

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
HELD ON 17TH JUNE, 2019

The annual general meeting of the shareholders of the Company, hereinafter referred to as the "**Meeting**", held at the registered office of the Company situated at 272, rue de Neudorf, L-2222 Luxembourg, is opened at 2:30 p.m. under the chairmanship of Mr. Dávid VÁRSZEGI hereinafter referred to as the "**Chairman**".

The Meeting appoints Mr. Rune WANGSMO as scrutineer, hereinafter referred to as the "**Scrutineer**", and Dr. Gábor MOCSKONYI as secretary, hereinafter referred to as the "**Secretary**".

The Chairman, the Scrutineer and the Secretary are forming the bureau of the Meeting, hereinafter referred to as the "**Bureau**".

The Chairman declares and the Meeting agrees that:

- the shareholders, present or represented, together with the amount of their shareholding, are entered into an attendance list which will remain attached to these minutes, duly signed by the shareholders present or their duly appointed representatives and also by the Bureau;
- the notice to attend this meeting was published by the board of directors (the "**Board of Directors**") in the newspaper *Lëtzebuurger Journal* with national circulation on May 17th, 2019 and in *Recueil électronique des sociétés et associations (RESA no.: RESA_2019_115.5)* also on May 17th, 2019. Furthermore, the announcement to convene this meeting was disseminated on the website of Bourse de Luxembourg and the Company on the same day, May 17th, 2019. 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;
- Pursuant to the attendance list, shareholders owning 36,395,796 ordinary shares with voting rights issued by the Company out of a total of 70,723,650 ordinary shares (hereinafter referred to as the "**Share Capital**") are present or represented which represent 51.46% of the Share Capital;
- Consequently, the Meeting is duly constituted and can validly deliberate on the following agenda:

AGENDA

- 1.) Presentation and approval of the report established by the Board of Directors of the Company concerning the Company's annual statutory accounts as at December 31st, 2018 and the consolidated financial statements as at December 31st, 2018;
- 2.) Presentation and approval of the reports established by the Auditors of the Company concerning the Company's annual statutory accounts as at December 31st, 2018 and the Company's consolidated financial statements as at December 31st, 2018;

- 3.) Presentation and approval of the Company's annual statutory accounts as at December 31st, 2018 and the consolidated financial statements as at December 31st, 2018;
- 4.) Allocation of the results;
- 5.) Decision on distribution of dividends;
- 6.) Discharge to the Board of Directors, the Audit Committee;
- 7.) Election of the Board of Directors, establishment of their remuneration;
- 8.) Election of the Audit Committee, establishment of their remuneration;
- 9.) Election of the Statutory Auditor to audit the statutory annual accounts of the Company;
- 10.) Election of the Auditor to audit the consolidated financial statements of the Company;
- 11.) Authorisation to the Board of Directors to appoint a new central securities depository, to transfer the shares to the new CSD, change of ISIN code
- 12.) Miscellaneous.

After having duly considered the items of the agenda, the Meeting adopts the following resolutions:

- I. **The Chairman presents the reports established by the Board of Directors of the Company concerning the statutory annual accounts and the consolidated financial statements as at December 31st, 2018,**

FIRST RESOLUTION

vote for: 36,395,796
vote against: 0
abstentions: 0

After having heard the presentation by the Chairman of the reports established by the Board of Directors of the Company concerning the statutory annual accounts and the consolidated financial statements as at December 31st, 2018, the reports have been approved with 100% of the votes validly cast representing 51,46% of the Share Capital of the Company.

- II. **The Chairman submits the reports established by the auditors concerning the Company's statutory annual accounts drawn-up in accordance with Lux GAAP and the Company's consolidated financial statements drawn-up in accordance with IFRS concerning the Company's financial year ending as at December 31st, 2018.**

SECOND RESOLUTION

vote for: 36,395,796
vote against: 0
abstentions: 0

The reports established by the auditors of the Company have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

- III. **The Meeting discusses the approval of the Company's statutory annual accounts (balance sheet, profit and loss account and the accompanying notes) as at December 31st, 2018 and the Company's consolidated financial statements as at December 31st, 2018 as presented by the Board of Directors of the Company.**

THIRD RESOLUTION

vote for: 36,395,796
vote against: 0
abstentions: 0

The Company's statutory annual accounts (the balance sheet, profit and loss account and the accompanying notes) as at December 31st, 2018 and the Company's consolidated financial statements as at December 31st, 2018 have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital.

The total of the balance sheet of the statutory annual accounts as at December 31st, 2018 amounts to EUR 267,990,606.81 and the Company has made a commercial profit which amounts to EUR 165,724.79.

The total of the balance sheet of the consolidated financial statements as at December 31st, 2018 amounts to EUR 212,312,145 and the consolidated net income amounts to EUR 6,081,592.

IV. The meeting discusses the allocation of the results for the financial year ending as at December 31st, 2018.

FORTH RESOLUTION

vote for: 36,395,796
 vote against: 0
 abstentions: 0

After due consideration, the Meeting decides to allocate the results for the financial year ending as at December 31st, 2018 as follows:

	EUR
Profit for the financial year	165,724.79
Profit brought forward from previous year(s)	185,147,922.45
Allocation to the legal reserve	0.00
Dividend (as per the fifth resolution)	0.00
Profit to be carried forward	185,313,647.24

The proposal has been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

V. The Meeting discusses the distribution of dividends on ordinary shares

FIFTH RESOLUTION

vote for: 36,395,796
 vote against: 0
 abstentions: 0

The Meeting decides not to pay dividends to the shareholders holding ordinary shares of the Company for the year 2018.

The proposal has been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

VI. The Meeting discusses full discharge to be given to the members of the Board of Directors of the Company and to the members of the Audit Committee for the execution of their mandates for the financial year ending as at December 31st, 2018.

SIXTH RESOLUTION

vote for: 36,395,796
vote against: 0
abstentions: 0

The proposals to grant full discharge to the members of the Board of Directors of the Company and to the members of the Audit Committee for the execution of their mandates for the financial year ending as at December 31st, 2018 have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

VII. The Meeting discusses the composition of the Board of Directors of the Company.

SEVENTH RESOLUTION

After deliberation on the composition of the Board of Directors of the Company, the Meeting decides:

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Gábor VÁRSZEGI as director, born on December 25th, 1946 in Budapest (Hungary) with professional address at 272, rue de Neudorf, L-2222 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Dávid VÁRSZEGI as director, born on November 19th, 1980 in Budapest (Hungary) with professional address at 272, rue de Neudorf, L-2222 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Alan Joseph GRIFFITHS as director, born on June 17th, 1965 in Chesterfield (United Kingdom), with address at Szabina út 6., 1221 Budapest (Hungary). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Bob DOLE as director, born on July 22nd, 1923 in Kansas (United States of America), with address at Hampshire Ave N.W.700 N., US-20027 Washington D.C. (United States of America). His mandate will expire at the annual general

meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Wiggert KARREMAN as director, born on September 19th, 1976 in Delft (The Netherlands), with address at Eaglelaan 94, 8241 AM Lelystad (The Netherlands). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Martijn J. G. WINDELS as director, born on February 1st, 1978 in Ede (The Netherlands), with address at Plantage Badlaan 18-H 1018 TJ Amsterdam (The Netherlands). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect, the appointment of Mr. Gábor MOCSKONYI as director, born on May 14th, 1983 in Orosháza (Hungary) with professional address at 272, rue de Neudorf, L-2222 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

The proposals on the composition of the Board of Directors of the Company have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

After deliberation on the remuneration of the members of the Board of Directors of the Company, the Meeting decides:

vote for: 36,395,796
vote against: 0
abstentions: 0

to pay to Mr. Gábor VÁRSZEGI, as director and chairman of the Board of Directors a director's fee of gross EUR 23,500 per quarter.

vote for: 36,395,796
vote against: 0
abstentions: 0

to pay to Mr. Dávid VÁRSZEGI, as director a director's fee of gross EUR 18,000 per quarter.

vote for: 36,395,796

vote against: 0
abstentions: 0

to pay to Mr. Alan Joseph GRIFFITHS, as director a director's fee of gross EUR 12,000 per quarter.

vote for: 36,395,796
vote against: 0
abstentions: 0

to pay to Mr. Bob DOLE, as director a director's fee of gross USD 25,000 per year.

vote for: 36,395,796
vote against: 0
abstentions: 0

to pay to Mr. Wiggert KARREMAN, as director a director's fee of gross EUR 12,000 per quarter.

vote for: 36,395,796
vote against: 0
abstentions: 0

to pay to Mr. Martijn J. G. WINDELS, as director a director's fee of gross EUR 12,000 per quarter.

vote for: 36,395,796
vote against: 0
abstentions: 0

to pay to Mr. Gábor MOCSKONYI, as director a director's fee of gross EUR 1,500 per quarter.

The above-mentioned remunerations are unchanged in comparison with the previous year.

The proposals on the remuneration of the members of the Board of Directors of the Company have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

VIII. The Meeting discusses the proposal on the composition of the Audit Committee of the Company and the proposal not to pay remuneration to its members.

EIGHTH RESOLUTION

After deliberation on the appointment of the members of the Audit Committee of the Company, the Meeting decides:

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect the appointment of Mr. Alan Joseph GRIFFITHS as member of the Audit Committee; his mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019;

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect the appointment of Mr. Wiggert KARREMAN as member of the Audit Committee; his mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019.

vote for: 36,395,796
vote against: 0
abstentions: 0

to accept with immediate effect the appointment of Mr. Martijn J. G. WINDELS as member of the Audit Committee; his mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019.

The proposal on the composition of the Audit Committee of the Company has been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

After deliberation on the remuneration ("*tantièmes*") of the members of the Audit Committee of the Company, the Meeting decides:

vote for: 36,395,796
vote against: 0
abstentions: 0

not to allocate any remuneration ("*tantièmes*") to the members of the Audit Committee.

The proposal on the remuneration ("*tantièmes*") to the other members of the Audit Committee of the Company have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

IX. The Meeting discusses the appointment of the auditor of the Company to the statutory annual accounts

NINTH RESOLUTION

vote for: 35,609,796
vote against: 0
abstentions: 0

The proposals to appoint with immediate effect C-Clerc S.A. with address at Centre Helfent, 1, rue Pletzer, L-8080 Bertrange, Luxembourg as auditor ("*Réviseur d'Entreprise Agréé*") to the statutory annual accounts of the Company to be drawn-up under Lux GAAP principles, with its mandate to expire at the annual general meeting of the shareholders of the Company called to approve the Company's statutory annual accounts as at December 31st, 2019 and to assign the right of the determination of the remuneration of the statutory auditor to the Board of Directors, or to ratify and give consent to any such decision have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

X. The Meeting discusses the appointment of the auditor of the Company to the consolidated financial statements

TENTH RESOLUTION

vote for: 36,395,796
vote against: 0
abstentions: 0

The proposals to appoint with immediate effect ERNST & YOUNG, Société Anonyme, Cabinet de révision agréé, with address at 35E avenue John F. Kennedy, Luxembourg, L-1855 Luxembourg as auditor ("*Réviseur d'Entreprise Agréé*") to the consolidated financial statements of the Company to be drawn-up under IFRS, with its mandate to expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2019 and to assign the right of the determination of the remuneration of the auditor of the consolidated financial statements to the Board of Directors have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

- XI. Authorisation to the Board of Directors to appoint a new central securities depository, to transfer the shares to the new CSD, change of ISIN code**

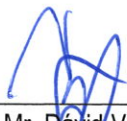
ELEVENTH RESOLUTION

vote for: 36,395,796
vote against: 0
abstentions: 0

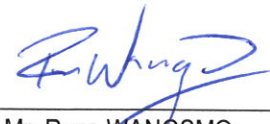
The proposals to grant an authorisation to the Board of Directors to appoint LuxCSD S.A. as new central securities depository in Luxembourg, to request the creation of new Luxembourg ISIN code(s) for all shares in issue from Clearstream Bank S.A. and to request the mandatory exchange of all dematerialised shares with Hungarian ISIN code(s) for dematerialised shares with Luxembourg ISIN code(s) via a corporate action and to negotiate and execute any and all legal documents, agreements to give effect thereto have been approved with 100% of the votes validly cast representing 51.46% of the Share Capital of the Company.

- XII. No other items are tabled under the point "Miscellaneous".**


There being no further business on the agenda, the meeting was adjourned.



Mr. Dávid VÁRSZEGI
The Chairman



Mr. Rune WANGSMO
The Scrutineer



Dr. Gábor MOCSKONYI
The Secretary