

FOTEX HOLDING, Société européenne
Registered office: 26-28, rue Edward Steichen,
L-2540 Luxembourg, Grand-Duchy of Luxembourg
RCS Luxembourg B-146938
(the "Company")

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE
COMPANY HELD ON 22ND AUGUST, 2016**

The extraordinary general meeting of the shareholders of the Company, hereinafter referred to as the "**Meeting**", held at the registered office of the Company situated at 26-28, rue Edward Steichen, L-2540 Luxembourg, is opened at 2:30 pm under the chairmanship of Mr. Dávid VÁRSZEGI hereinafter referred to as the "**Chairman**".

The Meeting appoints Mr. Gábor VÁRSZEGI 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 July 18th, 2016 and on the *Recueil électronique des sociétés et associations (RESA no.: RESA_2016_040)* on July 18th, 2016. Furthermore, the announcement to convene this meeting was published on the website of the Company on July 18th, 2016. 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 35,609,796 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 50.35% of the Share Capital;
- Consequently, the Meeting is duly constituted and can validly deliberate on the following agenda:

AGENDA

- 1.) Appointment of an additional member to the Board of Directors and re-election thereof, establishment of the remuneration;
- 2.) Appointment of an additional member to the Audit Committee and re-election thereof, establishment of the remuneration;
- 3.) Miscellaneous.

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

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

FIRST RESOLUTION

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

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

to accept with immediate effect, the appointment of Mr. Gábor MOC SKONYI as director, born on May 14th, 1983 in Orosháza (Hungary) with professional address at 26-28, rue Edward Steichen, L-2540 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, 2016;

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

to re-elect Mr. Gábor VÁRSZEGI with immediate effect as director, born on December 25th, 1946 in Budapest (Hungary) with professional address at 26-28, rue Edward Steichen, L-2540 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, 2016;

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

to re-elect Mr. Dávid VÁRSZEGI with immediate effect as director, born on November 19th, 1980 in Budapest (Hungary) with professional address at 26-28, rue Edward Steichen, L-2540 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, 2016;

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

to re-elect Ms. Anna RAMMER with immediate effect as director, born on December 8th, 1957 in Mosonmagyaróvár (Hungary), with address at Máriaremetei út 106, H-1028 Budapest (Hungary). Her 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, 2016;

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

to re-elect Mr. Bob DOLE with immediate effect 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, 2016;

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

to re-elect Mr. Wiggert KARREMAN with immediate effect 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, 2016;

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

to re-elect Mr. Jan Thomas LADENIUS with immediate effect as director, born on March 16th, 1944 in Weert (The Netherlands), with address at Reguliersgracht 107 L, 1017 LP 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, 2016;

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

to re-elect Mr. Péter KÁDAS with immediate effect as director, born on February 27th, 1962 in Budapest (Hungary), with professional address at 20, Manchester Square, London, W1U 3PZ (United Kingdom). 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, 2016;

The proposals on the composition of the Board of Directors of the Company have been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

SECOND RESOLUTION

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

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

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

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

to pay to Ms. Anna RAMMER, as director a director's fee of gross EUR 18,000 per quarter.

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

to pay to Mr. Jan Thomas LADENIUS, as director a director's fee of gross EUR 12,000 per quarter.

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

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

The proposals on the remuneration ("*tantièmes*") of the members of the Board of Directors of the Company have been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

II. The Meeting discusses the proposal on the composition of the Audit Committee of the Company and the remuneration thereof.

THIRD RESOLUTION

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

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

to accept with immediate effect the appointment of Ms. Anna RAMMER as member of the Audit Committee; her 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, 2016;

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

to re-elect Mr. Wiggert KARREMAN with immediate effect 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, 2016;

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

to re-elect Mr. Péter KÁDAS with immediate effect 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, 2016;

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

to re-elect Mr. Jan Thomas LADENIUS with immediate effect 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, 2016;

The proposals on the composition of the Audit Committee of the Company have been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

FORTH RESOLUTION

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

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

to allocate a remuneration ("*tantièmes*") in the amount of EUR 6,000 / quarter to the Chairman of the Audit Committee who shall be elected by its members by 1st September 2016 and not to pay remuneration to other members of the Audit Committee.

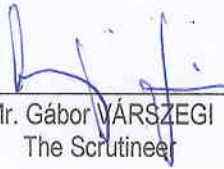
The proposal on the remuneration ("*tantièmes*") of the Chairman and other members of the Audit Committee of the Company have been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

III. No other items are tabled under the point "Miscellaneous".


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



Mr. Dániel VARSZEGI
The Chairman



Mr. Gábor VARSZEGI
The Scrutineer



Dr. Gábor MOCSKONYI
The Secretary