

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

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**MINUTES OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY**  
**HELD ON 28<sup>TH</sup> DECEMBER, 2017**

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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 272, rue de Neudorf, L-2222 Luxembourg, is opened at 2:30 pm under the chairmanship of Mr. Dávid VÁRSZEGI hereinafter referred to as the "**Chairman**".

The Meeting appoints Ms. Veronique REMY 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 *Lëtzebuenger Journal* with national circulation on November 24<sup>th</sup>, 2017 and on the *Recueil électronique des sociétés et associations (RESA no.: RESA\_2017\_272.24)* on November 24<sup>th</sup>, 2017. Furthermore, the announcement to convene this meeting was also published on the website of the Company on November 24<sup>th</sup>, 2017. 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**

- I. Change of Statutory Auditor to audit the statutory annual accounts of the Company
- II. Miscellaneous

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

- I. **The Meeting discusses the proposal to change the Statutory Auditor to audit the statutory annual accounts of the Company to be drawn-up under Lux GAAP principles**

**FIRST RESOLUTION**

After due and careful consideration, the Meeting decides as follows:

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 31<sup>st</sup>, 2017 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 50.35% of the Share Capital of the Company.

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

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

  
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Mr. Dávid VÁRSZEGI  
The Chairman

  
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Ms. Veronique REMY  
The Scrutineer

  
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Dr. Gábor MOCSKONYI  
The Secretary