

FOTEX HOLDING, Société européenne
Registered office: 28, avenue Pasteur,
L-2310 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 APRIL, 2023

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 28, avenue Pasteur, L-2310 Luxembourg, is opened at 2:30 p.m. under the chairmanship of Dr. Veronika SZABÓ-PUSKA hereinafter referred to as the "**Chairman**".

The Meeting appoints Mr. Tamás CSER 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 *Le Quotidien* with national circulation on March 17th, 2023 and in *Recueil électronique des sociétés et associations (RESA no.: RESA_2023_060.2)* also on March 17th, 2023. Furthermore, the announcement to convene this meeting was disseminated on the website of Bourse de Luxembourg and the Company on the same day, March 17th, 2023. 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 36,628,510 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 51.79% of the Share Capital;
- Consequently, the Meeting is duly constituted and can validly deliberate on the following agenda:

AGENDA

- 1.) Presentation of the reports established by the Board of Directors of the Company concerning the Company's annual statutory accounts as at December 31st, 2022 and the consolidated financial statements as at December 31st, 2022;
- 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, 2022 and the Company's

- consolidated financial statements as at December 31st, 2022 prepared in accordance with the ESEF requirements;
- 3.) Presentation and approval of the Company's annual statutory accounts as at December 31st, 2022 and the consolidated financial statements as at December 31st, 2022 prepared in accordance with the ESEF requirements;
 - 4.) Allocation of the results;
 - 5.) Decision on the declaration of dividends on the ordinary shares;
 - 6.) Decision on the declaration of dividends on the dividend preference shares;
 - 7.) Discharge to the Board of Directors, the Audit Committee;
 - 8.) Election of the Board of Directors, establishment of their remuneration;
 - 9.) Election of the Audit Committee, establishment of their remuneration;
 - 10.) Election of the Statutory Auditor to audit the statutory annual accounts of the Company;
 - 11.) Election of the Auditor to audit the consolidated financial statements of the Company;
 - 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, 2022.**

FIRST RESOLUTION

vote for: 36,628,510
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, 2022, the reports have been approved with 100% of the votes validly cast representing 51.79% 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, 2022.**

SECOND RESOLUTION

vote for: 36,628,510
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 51.79% of the Share Capital of the Company.

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- 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, 2022 and the Company's consolidated financial statements as at December 31st, 2022 as presented by the Board of Directors of the Company.**

THIRD RESOLUTION

vote for: 36,628,510

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, 2022 and the Company's consolidated financial statements as at December 31st, 2022 have been approved with 100% of the votes validly cast representing 51.79% of the Share Capital.

The total of the balance sheet of the statutory annual accounts as at December 31st, 2022 amounts to EUR 273,419,716.48 and the Company has made a commercial profit which amounts to EUR 3,662,883.27.

The total of the balance sheet of the consolidated financial statements as at December 31st, 2022 amounts to EUR 242,337,037.00 and the consolidated net income amounts to EUR 7,945,632.00.

- IV. **The meeting discusses the allocation of the results for the financial year ending as at December 31st, 2022.**

FORTH RESOLUTION

vote for: 35,609,796

vote against: 0

abstentions: 1,018,714

After due consideration, the Meeting decides to allocate the results for the financial year ending as at December 31st, 2022 as follows:

	EUR
Profit for the financial year	3,662,883.27
Profit brought forward from previous year(s)	183,702,243.71
Allocation to the legal reserve	0.00
Dividend (as per the fifth and sixth resolution)	90,000.00
Profit to be carried forward	187,275,126.98

The proposal has been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

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

FIFTH RESOLUTION

vote for: 35,609,796

vote against: 0

abstentions: 1,018,714

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The Meeting decides not to pay dividends to the shareholders holding ordinary shares of the Company for the year 2022.

The proposal has been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

VI. The Meeting discusses the declaration of dividends on the dividend preference shares

SIXTH RESOLUTION

vote for: 35,609,796
vote against: 0
abstentions: 1,018,714

The Meeting decides to declare dividends on the dividend preference shares for the year 2022 in the amount of EUR0.10 / dividend preference shares for a total amount of EUR 90,000. It does not affect the 1,100,000 preferential shares without voting rights owned by the Company and/or any of its subsidiaries as treasury shares. The payment shall commence as from 20th April, 2023.

The proposal has been approved with 100% of the votes validly cast representing 50.35% of the Share Capital of the Company.

VII. 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, 2022.

SEVENTH RESOLUTION

vote for: 36,628,510
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, 2022 have been approved with 100% of the votes validly cast representing 51.79% of the Share Capital of the Company.

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

EIGHTH RESOLUTION

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

vote for: 36,628,510
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 28, avenue Pasteur, L-

2310 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; 2023

vote for: 36,628,510
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 28, avenue Pasteur, L-2310 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, 2023;

vote for: 36,628,510
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 professional address at 28, avenue Pasteur, L-2310 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, 2023;

vote for: 36,628,510
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 professional address at 28, avenue Pasteur, L-2310 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, 2023;

vote for: 36,628,510
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 professional address at 28, avenue Pasteur, L-2310 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, 2023;

vote for: 36,628,510
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 28, avenue Pasteur, L-2310 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, 2023;

The proposals on the composition of the Board of Directors of the Company have been approved with 100% of the votes validly cast representing 51.79% 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: 36,628,510
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: 36,628,510
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: 36,628,510
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: 36,628,510
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: 36,628,510
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: 36,628,510
vote against: 0
abstentions: 0

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

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 51.79% of the Share Capital of the Company.

IX. 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.

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NINTH RESOLUTION

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

vote for: 36,628,510
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, 2023;

vote for: 36,628,510
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, 2023.

vote for: 36,628,510
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, 2023.

The proposal on the composition of the Audit Committee of the Company has been approved with 100% of the votes validly cast representing 51.79% 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: 36,628,510
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 51.79% of the Share Capital of the Company.

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

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TENTH RESOLUTION

vote for: 36,628,510
vote against: 0
abstentions: 0

The proposal to appoint with immediate effect BDO Audit S.A. with address at 1, rue Jean Piret, L-2350, 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, 2025 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 51.79% of the Share Capital of the Company.

- XI. The Meeting discusses the appointment of the auditor of the Company to the consolidated financial statements**

ELEVENTH RESOLUTION

vote for: 36,628,510
vote against: 0
abstentions: 0

The proposal to appoint with immediate effect BDO Audit S.A. with address at 1, rue Jean Piret, L-2350, 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, 2025 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 51.79% 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.



Dr. Veronika SZABÓ-PUSKA
The Chairman



Mr. Tamás CSER
The Scrutineer



Dr. Gábor MOCSKONYI
The Secretary