

FOTEX HOLDING
Société Européenne

**Annual Accounts
for the year ended
December 31st, 2020
(with the report of the réviseur d'entreprises
agréé thereon)**

Address of the registered office: 272, rue de Neudorf
L-2222 Luxembourg
R.C.S. Luxembourg : B-146938

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FOTEX HOLDING, Société Européenne
Registered office: 272, rue de Neudorf, L-2222 Luxembourg
RCS Luxembourg B-146938
The « Company »

Report of the Board of Directors

Dear Sirs,

The Board of Directors is pleased to present the Annual Accounts for the financial year ended on 31st December 2020.

The company's financial statements show a loss of EUR 379,780.90.

At this time, there is no information concerning items likely to affect the company's financial position.

Relevant events of the year 2020

During the financial year, since the end of the annual accounts as at 31st December, 2019, there have been no events which may have an impact on the financial statements of the Company.

Activities and future prospect

The Company will carry on its activities and development as it did during the last former years – no amendment is foreseen by the Board of Directors of the Company for the future.

Research & Development projects

The Company did not undertake any Research & Development projects.

Subscribed capital and own shares

During the year 2020, the Company has acquired 586,442 units of its own ordinary shares with a nominal value of EUR 0.42 per each (representing 0.81% of the subscribed capital of the Company). As at the reporting date, the Company holds (directly and indirectly) 40.8% of its own shares:

Directly owned shares as at 31st December, 2020:

- 14,157,940 pieces of ordinary shares with a nominal value of EUR 0.42 per each;
- 1,225,000 pieces of dividend preference shares with a nominal value of EUR 0.42 per each.

Indirectly owned shares:

- 13,514,890 pieces of ordinary shares with a nominal value of EUR 0.42 per each;
- 775,000 pieces of dividend preference shares with a nominal value of EUR 0.42 per each.

Fotex Holding SE acquires own shares in order to protect its shareholders' investments in the Company; when the share price changes adversely, the Company does the necessary actions to reverse such changes. The repurchase of shares depends on the market conditions.

As at December 31st, 2020, the Company has an issued and subscribed capital of EUR 30,543,933.00 divided into 70,723,650 ordinary shares and 2,000,000 dividend preference shares, i.e. a total of 72,723,650 shares with a par value of EUR 0.42.

The dividend preference shares carry the same rights as ordinary shares in the event of liquidation or dissolution of the Company.

Dividend preference shares come with a right to an annual dividend decided by the General Assembly, but are without right to vote. This dividend may not exceed 50% of the average annual price of the ordinary shares but may not be less than twice the amount produced by applying the 12-month interest rate of the European Central Bank prevailing at 1 January of the year in which the dividend is paid on the nominal value of shares (i.e. $0.42 \times \text{interest rate} \times 2$). This dividend may only be paid if the Company's consolidated financial statements for the relevant year prepared under IFRS show profits which, subject to compliance with legal provisions, allow for the distribution of such dividend.

Financial overview

The table below summarizes the Company's key financial indicators, which are monitored by the Company's management:

| | 31.12.2020 | 31.12.2019 |
|--------------------------------------|-------------------|-------------------|
| | EUR | EUR |
| Net turnover | 869,821.01 | 1,052,363.01 |
| Profit/(loss) for the financial year | (379,780.90) | (885,123.13) |
| Own equity | 247,140,363.87 | 247,520,144.77 |
| Total assets | 270,083,703.91 | 267,933,152.40 |
| Total number of issued shares | 72,723,650 | 72,723,650 |
| Return on equity *(1) | (0.15%) | (0.36%) |
| Return on assets *(2) | (0.14%) | (0.33%) |

*(1) Return on equity: Profit/(loss) for the year/Own equity

*(2) Return on assets: Profit /(loss)for the year/Total assets

Risks and Risk management of the Company:

The Company's business, financial condition or results can be affected by risks and uncertainties, although the Company's exposure to such risks as a standalone company is limited due to the fact the Company predominantly operates as a holding company. The management nevertheless has identified the following risks:

- Change in laws and regulations governing the operations of the Company and its subsidiaries may affect their business, investments and results of operations;
- Credit risk;
- Interest risk;
- Liquidity risk.

Management monitors these risks and applies the following risk management procedures:

Credit risk

The Company aims to mitigate credit risk by its careful and continuous debtor portfolio monitoring process. In addition, the Company regularly follows up information about the main debtors in the market.

Interest risk

In order to mitigate the interest risk the Company (and its subsidiaries) applies the following procedures:

- tries to obtain fixed rate loans
- in case of variable interest rate loans the Company tries to balance its interest income and interest expense by granting loans with appropriate interest rate.

Liquidity risk

Liquidity risk is monitored as follows:

- monitoring daily available deposited and free cash
- monitoring weekly cash flows

As part of the management information system, the operations of the Company are monitored on a monthly basis.

The Company as a standalone holding company did not use hedge accounting in the course of the financial year as its revenue (name wearing and management fees) has been invoiced in EUR currency.

The Company's internal control and risk management systems in relation to the financial reporting process

The Board of Directors has overall responsibility for ensuring that the Company and its affiliates maintain a sound system of internal controls, including financial, operational and compliance controls. Such a system is an integral part of the corporate governance strategy of the Company. Internal control procedures help to ensure the proper management of risks and provide reasonable assurance that the business objectives of the Company can be achieved. The internal control procedures are defined and implemented by the Company to ensure:

- the compliance of actions and decisions with applicable laws, regulations, standards, internal rules and contracts;
- the efficiency and effectiveness of operations and the optimal use of the Company's resources;
- the correct implementation of the Company's internal processes, notably those to ensure the safeguarding of assets;
- the integrity and reliability of financial and operational information, both for internal and external use;
- that management's instructions and directions are properly applied; and
- that material risks are properly identified, assessed, mitigated and reported.

Like all control systems, internal controls cannot provide an absolute guarantee that risks of misstatement, losses or human error have been totally mitigated or eliminated. The control environment is an essential element of the Company's internal control framework, as it sets the tone for the organization. This is the foundation of the other components of internal control, providing discipline and structure.

Regarding the internal controls in the area of accounting and financial reporting, the following should be noted:

- In the context of the ongoing organizational realignment implemented since the Company moved its headquarters to Luxembourg, a greater integration of the financial operations of the parent company and affiliates under a single management structure was established.
- Controls have been established in the processing of accounting transactions to ensure appropriate authorizations for transactions, effective segregation of duties, and the complete and accurate recording of financial information.

The Company relies on a comprehensive system of financial reporting. Strategic plans, business plans, budgets and the interim and full-year consolidated accounts of the Group are drawn up and brought to the Board for approval. The Board also approves all significant investments. The Board receives monthly financial reports setting out the Company's financial performance in comparison to the approved budget and prior year figures.

A clear segregation of duties and assignment of bank mandates between members of management, and the accounting departments is implemented.

Suggestion for Dividends to be paid on ordinary and dividend preference shares

It is proposed to the Annual General Meeting that the Company does not pay any dividend on the ordinary shares for the year 2020 and it is proposed not to pay dividends on the dividend preference shares.

Significant Events after the end of the reporting period

There have been no significant events after the reporting date.

Corporate Governance

The Company is committed to adopt best practice corporate governance standards, including complying with the Ten Principles of Corporate Governance of the Luxembourg Stock Exchange and has drawn-up a Corporate Governance Charter which is available on the Company's website (<https://fotex.lu/relations/corporate>).

Significant direct and indirect shareholders

Gábor Várszegi, Chairman of the Board of the Company, directly or indirectly controls a part of the voting shares of Blackburn International Luxembourg S.à r.l. ("Blackburn Luxembourg"), a Luxembourg company. As at 31st December 2020, Blackburn Luxembourg controlled 50.35% (31st December 2018: 50.35%) of the Company's voting shares.

The Board

The Company is managed by a board of directors (the "Board") composed of a minimum of five (5) and a maximum of eleven (11) members (the "Directors, each a "Director").

The Directors shall be appointed by the general meeting of the shareholders of the Company for a maximum period which will end at the annual general meeting of the Company to take place during the third year following their appointments. They shall remain in office until their successors are elected. They may be re-elected and they may be dismissed at any time by the general meeting, with or without cause.

In the event that one or several positions of the Board become vacant due to death, resignation or any other cause, the remaining Directors shall elect a replacement in accordance with the applicable legal provisions, in which case this appointment shall be ratified at the next general meeting if the shareholders of the Company.

The Board has been authorized by the shareholders to manage the day-to-day operations of the Company, as well as to make administrative decisions at the Company. All rights which have not been conferred to the shareholders by the articles of associations or by the laws remain the competence of the Board. The Board may decide paying interim dividends as prescribed by law.

All long-term pay schemes, plans, or incentive programs relating to the employees of the Company and its subsidiaries, which the Board would like to implement have to be first brought before and approved by the shareholders and the general meeting of the shareholders.

The remuneration of the members of the Board shall be fixed by the general meeting of shareholders.

The Board shall elect a chairman from among its members.

According to the articles of association, persons with no legal or financial link to the Company other than their mandate as Director are considered as "**Independent Persons**".

Independent Persons do not include persons who:

- a) are employed by the Company or its subsidiaries at the time of their appointment as a member of the Board of Directors,
- b) carry out paid work for the benefit of the Company or have technical, legal or financial responsibility towards the Company,
- c) are shareholders of the Company and hold, directly or indirectly, at least 30% of the voting rights or maintain family ties with such a person,
- d) receive financial benefits in association with the activities or results of the Company,
- e) have a legal relationship with a non-independent member of the Company in another company, in which the non-independent member has powers of management or control.

The Board is composed as follows:

Name:

- Mr. Gábor VÁRSZEGI
- Mr. Dávid VÁRSZEGI,
- Mr. Wiggert KARREMAN,
- Mr. Martijn J.G. WINDELS
- Mr. Bob DOLE,

Position:

- Chairman of the Board
Member of the Board
Member of the Board
Member of the Board
Member of the Board

- | | |
|-------------------------|---------------------|
| • Mr. Gábor MOCSKONYI | Member of the Board |
| • Mr. Alan J. GRIFFITHS | Member of the Board |

The Annual General Meeting of the Company held on 29th May, 2020 elected the members of the Board of Directors with a mandate expiring at the Annual General Meeting of shareholders of the Company called to approve the Company's financial statements as at 31st December 2020.

Each member of the Board of Directors is highly-qualified, acclaimed specialist.

Audit Committee

The Company has established an audit committee (the "Audit Committee") consisting of independent members of the Board of Directors for the functions of financial reporting, internal control and risk management.

The Audit Committee plays a role in the Company's internal control and risk management procedures and as a result, monitors the internal control, internal audit and risk management systems, financial reporting process and the effectiveness thereof, monitors the statutory audit of the annual stand-alone and consolidated financial statements, reviews and monitors the independence of the *réviseur d'entreprises agréé*. In addition to the audited financial statements prepared annually, the Company, with the oversight of the Audit Committee, also draws-up unaudited consolidated financial statements on a semi-annual basis in accordance with the provisions of the Law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market.

The Audit Committee shall be composed of a minimum of three (3) and a maximum of five (5) people. The members of the Audit Committee shall be appointed by the general meeting of the shareholders of the Company among the members of the Board deemed to be "Independent Persons" for a period not exceeding their respective mandates.

The Audit Committee shall elect a chairman from among its members. The quorum shall be met at the Audit Committee meetings when the members have been validly called to attend and when a minimum of two-thirds (2/3) of its members are present. All the Audit Committee's decisions shall be taken by a simple majority vote. In the event of a tie, the person presiding over the meeting shall have the casting vote. They may be re-elected and they may be dismissed at any time by the general meeting, with or without cause.

The Audit Committee opines the annual report of the Company, controls and evaluates the operation of the financial system, provides its tasks in connection with the Auditor of the Company.

Composition of the Audit Committee

The Audit Committee is composed as follows:

| Name: | Position: |
|--------------------------|---------------------------------|
| Ms. Alan J. GRIFFITHS | Chairman of the Audit Committee |
| Mr. Martijn J.G. WINDELS | Member of the Audit Committee |
| Mr. Wiggert KARREMAN | Member of the Audit Committee |

The members of the Audit Committee were appointed for a period of one (1) year until the Annual General Meeting called to approve the Company's annual accounts as at 31st December 2020.

Other Disclosures

There are no agreements with the shareholders which are known to the Company and may result in restrictions on the transfer of securities or voting rights within the meaning of the 2004/109/EC (transparency directive).

There are no restrictions on the transfer of securities in the articles of incorporation of the Company.

There are no securities granting special control right to their holders and there are no restrictions on voting rights of the ordinary shares.

There are no significant agreements to which the Company is party to and which would take effect, alter or terminate upon a change of control following a public offering or takeover bid.

There are no agreements between the Company and its board members or employees providing for compensation if they resign or are made redundant without valid reason or if their employment ceases because of a takeover bid.

There have been no transactions carried out under Article 420-26 (6) of the amended Law of 10 August 1915 on commercial companies in relation to the allocation of free shares of the Company.

There is no system of control of employee share scheme where the control rights are not exercised directly by the employees

The Board of Directors shall be vested with the most extensive powers to manage the affairs of the Company and to carry out all measures and administrative acts falling within the scope of the corporate object. Any powers not expressly reserved for the general meeting by the Articles of Association or by the law shall fall within the remit of the Board of Directors.

A subsequent General Meeting representing at least 50% of the Ordinary Shares may establish the limits and conditions applicable to the authorized capital, within the limits laid down by the Law. In this case, the Board of Directors is authorised and mandated to:

- carry out a capital increase, in one or several stages, by issuing new shares to be paid up either in cash, via contributions in kind, the transformation of debt or, subject to the approval of the Annual General Meeting, via the integration of profits or reserves into the capital;
- set the place and date of the issue or of successive issues, the issue price, and the conditions and procedures for subscribing and paying up the new shares;
- abolish or restrict the preferential subscription rights of shareholders with regard to new shares to be issued as part of the authorized share capital.

This authorization is valid for a period of five years from the publication date of the authorization deed and may be renewed by a General Meeting of Shareholders for any shares of the authorized capital which have not been issued by the Board of Directors in the meantime.

Following each capital increase carried out and duly recorded according to the legal formalities, the first paragraph of Article of Association shall be amended in such a way as to reflect the increase carried out; this amendment shall be recorded in the notarial deed by the Board of Directors or any other authorized person.

As a result of the decision of the annual general meeting of the shareholders of the Company held on 25th May, 2016, the Board of Directors have been granted the power to continue with the share buyback program for a further five years up to a maximum of 17 million shares at a price set between the nominal value and the market value on the transaction date.

The Company being a financial holding company does not have any diversity policy as defined under Article 68ter (1) point g) of the law of 19 December 2002, as amended, however, in substance there is a diversity at all levels.

Rules Governing Amendments of the Articles of Incorporation

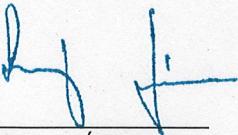
Amendments to the Articles of Incorporation are approved by resolution of the extraordinary general meeting of the shareholders under the conditions of the law.

Branches of the Company

The Company has no branches.

The Directors request that the general meeting discharges the Board and the Audit Committee for the execution of their mandates for the financial year ended as at 31st December, 2020.

Luxembourg, 26th March, 2021

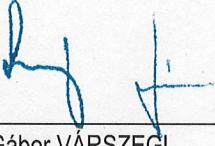


Mr. Gábor VÁRSZEGI
Chairman of the Board of Directors of
Fotex Holding S.E.

Management Responsibility Statement

We confirm that to the best of our knowledge, the present financial statements as of 31 December 2020 have been prepared in accordance with Luxembourg GAAP and give a true and fair view of the assets, liabilities, financial position and profit or loss of Fotex Holding S.E. In addition, the management report includes a fair review of the development and performance of the business and the position of Fotex Holding S.E. together with a description of the principal risks and uncertainties that they face.

26 March 2021, Luxembourg



Gábor VÁRSZEGI
Chairman of the Board of Directors



Dávid VÁRSZEGI
Member of the Board of Directors

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

To the Shareholders of
Fotex Holding
Société européenne
272, rue de Neudorf
L-2222 Luxembourg

Report on the audit of the annual accounts

Opinion

We have audited the annual accounts of Fotex Holding (the “Company”), which comprise the balance sheet as at 31 December 2020, and the profit and loss account for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of the Company as at 31 December 2020, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession (“Law of 23 July 2016”) and with International Standards on Auditing (“ISAs”) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (“CSSF”). Our responsibilities under the EU regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of “réviseur d'entreprises agréé” for the audit of the annual accounts » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of the audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Valuation of the shares in affiliated undertakings

a) Why the matter was considered to be one of the most significant in the audit?

Investments in shares in affiliated undertakings (financial assets) amount to EUR 238.4 million, representing 88.3% of total assets of the Company at 31 December 2020. Those represent investment of the Company in the underlying group and its underlying assets, which are investment properties.

The shares in affiliated undertakings are recorded at historical acquisition costs. Value adjustments are recorded, if in the opinion of the Board of Director's, there is a durable impairment in value. The value in use estimated by the Board of Directors is based on the share in the statutory net assets of the relevant entities. The identification of impairment indicators and the determination of a value adjustment requires the application of significant judgment by the Board of Directors.

The significance of the estimates and judgments involved, requires specific audit focus in this area.

b) How the matter was addressed during the audit?

Our audit procedures over the valuation of shares in affiliated undertakings include:

- We obtained an understanding of the impairment assessment process through inquiries with the Board of Directors, based on their knowledge of the recent developments in the financial position and cash flows of the subsidiaries.
- We tested the design and implementation of the key controls around the identification of triggers and assessment of impairment.
- We compared the carrying amount of the shares in affiliated undertakings with their net assets, considering also the fair value of properties of these underlying affiliated undertakings (recoverable amount).
- We assessed the competence, capabilities, qualifications, independence and integrity of the external value of the investment properties in the affiliated undertakings and read the terms of engagement by Fotex Holding to determine whether there were any matters that might have affected her objectivity or limited the scope of their work, ensuring that these values are based on appropriate justification of the valuation methodology applied.
- Further we assessed the adequacy and completeness of the disclosures in the notes to the annual accounts.

Other matter

The annual accounts for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those annual accounts on 23 April 2020.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the management report and the Corporate Governance Statement but does not include the annual accounts and our report of “*réviseur d'entreprises agréé*” thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and those charged with governance for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Responsibilities of the “*réviseur d'entreprises agréé*” for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of “*réviseur d'entreprises agréé*” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.



As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of "réviseur d'entreprises agréé" to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of "réviseur d'entreprises agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.



Report on Other Legal and Regulatory Requirements

We have been appointed as “réviseur d’entreprises agréé” by the General Meeting of the Shareholders on 29 May 2020 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is one year.

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the management report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remain independent of the Company in conducting the audit.

Luxembourg, 31 March 2021

BDO Audit
Cabinet de révision agréé
represented by

Christoph Schmitt

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RCSL Nr.: B146938

Matricule : 2009 8400 010

eCDF entry date :

BALANCE SHEET

Financial year from 01 01/01/2020 to 02 31/12/2020 (in 03 EUR)

Fotex Holding
272, rue de Neudorf
L-2222 Luxembourg

ASSETS

| | Reference(s) | Current year | Previous year |
|--|--|--|--|
| A. Subscribed capital unpaid | | | |
| I. Subscribed capital not called | 1101 _____ 1103 _____ | 101 _____ 103 _____ | 102 _____ 104 _____ |
| II. Subscribed capital called but unpaid | 1105 _____ | 105 _____ | 106 _____ |
| B. Formation expenses | 1107 _____ | 107 _____ | 108 _____ |
| C. Fixed assets | 1109 _____ | 109 244.076.166,34 | 110 243.044.494,21 |
| I. Intangible assets | 1111 _____ 1113 _____ 1115 _____ 1117 _____ 3 1119 _____ | 111 1.659.439,75 113 _____ 115 1.659.439,75 117 1.659.439,75 119 _____ | 112 1.659.793,16 114 _____ 116 1.659.793,16 118 1.659.793,16 120 _____ |
| 1. Costs of development | 1113 _____ | 113 _____ | 114 _____ |
| 2. Concessions, patents, licences, trade marks and similar rights and assets, if they were | 1115 _____ | 115 1.659.439,75 | 116 1.659.793,16 |
| a) acquired for valuable consideration and need not be shown under C.I.3 | 1117 _____ 3 | 117 1.659.439,75 | 118 1.659.793,16 |
| b) created by the undertaking itself | 1119 _____ | 119 _____ | 120 _____ |
| 3. Goodwill, to the extent that it was acquired for valuable consideration | 1121 _____ | 121 _____ | 122 _____ |
| 4. Payments on account and intangible assets under development | 1123 _____ | 123 _____ | 124 _____ |
| II. Tangible assets | 1125 _____ 1127 _____ 4 1129 _____ | 125 3.969.209,43 127 3.969.209,43 129 _____ | 126 4.029.777,27 128 4.029.777,27 130 _____ |
| 1. Land and buildings | 1127 _____ 4 | 127 3.969.209,43 | 128 4.029.777,27 |
| 2. Plant and machinery | 1129 _____ | 129 _____ | 130 _____ |

The notes in the annex form an integral part of the annual accounts

| | |
|-------------------|---------------------------|
| RCSL Nr.: B146938 | Matricule : 2009 8400 010 |
|-------------------|---------------------------|

| | Reference(s) | Current year | Previous year |
|---|--------------|--------------------|--------------------|
| 3. Other fixtures and fittings, tools and equipment | 1131 | 131 0,00 | 132 |
| 4. Payments on account and tangible assets in the course of construction | 1133 | 133 | 134 |
| III. Financial assets | 1135 | 135 238.447.517,16 | 136 237.354.923,78 |
| 1. Shares in affiliated undertakings | 1137 | 137 238.447.156,16 | 138 237.354.562,78 |
| 2. Loans to affiliated undertakings | 1139 | 139 | 140 |
| 3. Participating interests | 1141 | 141 | 142 |
| 4. Loans to undertakings with which the undertaking is linked by virtue of participating interests | 1143 | 143 | 144 |
| 5. Investments held as fixed assets | 1145 | 145 361,00 | 146 361,00 |
| 6. Other loans | 1147 | 147 | 148 |
| D. Current assets | 1151 | 151 25.999.217,57 | 152 24.882.464,79 |
| I. Stocks | 1153 | 153 | 154 |
| 1. Raw materials and consumables | 1155 | 155 | 156 |
| 2. Work in progress | 1157 | 157 | 158 |
| 3. Finished goods and goods for resale | 1159 | 159 | 160 |
| 4. Payments on account | 1161 | 161 | 162 |
| II. Debtors | 1163 | 163 2.388.781,53 | 164 3.395.290,89 |
| 1. Trade debtors | 1165 | 165 221.606,30 | 166 269.371,59 |
| a) becoming due and payable within one year | 1167 | 167 221.606,30 | 168 269.371,59 |
| b) becoming due and payable after more than one year | 1169 | 169 | 170 |
| 2. Amounts owed by affiliated undertakings | 1171 | 171 1.420.841,38 | 172 2.457.704,63 |
| a) becoming due and payable within one year | 1173 | 173 1.420.841,38 | 174 2.457.704,63 |
| b) becoming due and payable after more than one year | 1175 | 175 | 176 |
| 3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests | 1177 | 177 | 178 |
| a) becoming due and payable within one year | 1179 | 179 | 180 |
| b) becoming due and payable after more than one year | 1181 | 181 | 182 |
| 4. Other debtors | 1183 | 183 746.333,85 | 184 668.214,67 |
| a) becoming due and payable within one year | 1185 | 185 395.121,31 | 186 668.214,67 |
| b) becoming due and payable after more than one year | 1187 | 187 351.212,54 | 188 |

| | |
|-------------------|---------------------------|
| RCSL Nr.: B146938 | Matricule : 2009 8400 010 |
|-------------------|---------------------------|

| | Reference(s) | Current year | Previous year |
|--------------------------------------|--------------------------|---|---|
| III. Investments | | | |
| 1. Shares in affiliated undertakings | 1189 _____ 1191 _____ | 189 _____ 191 _____ 22.580.316,94 | 190 _____ 192 _____ 21.152.174,02 |
| 2. Own shares | 1209 _____ | 209 _____ 8 | 210 _____ 21.152.174,02 |
| 3. Other investments | 1195 _____ | 195 _____ | 196 _____ |
| IV. Cash at bank and in hand | 1197 _____ | 197 _____ 1.030.119,10 | 198 _____ 334.999,88 |
| E. Prepayments | 1199 _____ | 199 _____ 8.320,00 | 200 _____ 6.193,40 |
| TOTAL (ASSETS) | | 270.083.703,91 | 267.933.152,40 |

The notes in the annex form an integral part of the annual accounts

CAPITAL, RESERVES AND LIABILITIES

| | Reference(s) | Current year | Previous year |
|---|--------------|--------------------|--------------------|
| A. Capital and reserves | | | |
| I. Subscribed capital | 1301 9 | 247.140.363,87 | 247.520.144,77 |
| II. Share premium account | 1303 | 30.543.933,00 | 30.543.933,00 |
| III. Revaluation reserve | 1305 | 6.819.859,06 | 8.248.001,98 |
| IV. Reserves | 1307 | 307 | 308 |
| 1. Legal reserve | 1309 | 25.727.828,60 | 24.299.685,68 |
| 2. Reserve for own shares | 1311 | 3.054.393,30 | 3.054.393,30 |
| 3. Reserves provided for by the articles of association | 1313 | 22.580.316,94 | 21.152.174,02 |
| 4. Other reserves, including the fair value reserve | 1315 | 315 | 316 |
| a) other available reserves | 1429 | 93.118,36 | 93.118,36 |
| b) other non available reserves | 1431 | 431 | 432 |
| V. Profit or loss brought forward | 1319 | 433 184.428.524,11 | 430 185.313.647,24 |
| VI. Profit or loss for the financial year | 1321 | 321 -379.780,90 | 320 -885.123,13 |
| VII. Interim dividends | 1323 | 323 | 324 |
| VIII. Capital investment subsidies | 1325 | 325 | 326 |
| B. Provisions | | | |
| 1. Provisions for pensions and similar obligations | 1331 | 331 | 332 |
| 2. Provisions for taxation | 1333 | 333 | 334 |
| 3. Other provisions | 1335 | 335 | 336 |
| 1337 | 337 | 338 | |
| C. Creditors | | | |
| 1. Debenture loans | 1435 10 | 435 22.943.340,04 | 436 20.413.007,63 |
| a) Convertible loans | 1437 | 437 | 438 |
| i) becoming due and payable within one year | 1439 | 439 | 440 |
| ii) becoming due and payable after more than one year | 1441 | 441 | 442 |
| b) Non convertible loans | 1443 | 443 | 444 |
| i) becoming due and payable within one year | 1445 | 445 | 446 |
| ii) becoming due and payable after more than one year | 1447 | 447 | 448 |
| 2. Amounts owed to credit institutions | 1449 | 449 | 450 |
| a) becoming due and payable within one year | 1355 | 355 | 356 |
| b) becoming due and payable after more than one year | 1357 | 357 | 358 |
| | 1359 | 359 | 360 |

| | |
|-------------------|---------------------------|
| RCSL Nr.: B146938 | Matricule : 2009 8400 010 |
|-------------------|---------------------------|

| | Reference(s) | Current year | Previous year |
|--|--------------------------|-------------------------|-------------------------|
| 3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks | 1361 _____ | 361 _____ | 362 _____ |
| a) becoming due and payable within one year | 1363 _____ | 363 _____ | 364 _____ |
| b) becoming due and payable after more than one year | 1365 _____ | 365 _____ | 366 _____ |
| 4. Trade creditors | 1367 _____ | 367 _____ 247.204,15 | 368 _____ 113.129,89 |
| a) becoming due and payable within one year | 1369 _____ | 369 _____ 247.204,15 | 370 _____ 113.129,89 |
| b) becoming due and payable after more than one year | 1371 _____ | 371 _____ | 372 _____ |
| 5. Bills of exchange payable | 1373 _____ | 373 _____ | 374 _____ |
| a) becoming due and payable within one year | 1375 _____ | 375 _____ | 376 _____ |
| b) becoming due and payable after more than one year | 1377 _____ | 377 _____ | 378 _____ |
| 6. Amounts owed to affiliated undertakings | 1379 _____ | 379 _____ 22.352.813,39 | 380 _____ 19.946.163,95 |
| a) becoming due and payable within one year | 1381 _____ | 381 _____ | 382 _____ |
| b) becoming due and payable after more than one year | 1383 _____ | 383 _____ 22.352.813,39 | 384 _____ 19.946.163,95 |
| 7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests | 1385 _____ | 385 _____ | 386 _____ |
| a) becoming due and payable within one year | 1387 _____ | 387 _____ | 388 _____ |
| b) becoming due and payable after more than one year | 1389 _____ | 389 _____ | 390 _____ |
| 8. Other creditors | 1451 _____ | 451 _____ 343.322,50 | 452 _____ 343.375,90 |
| a) Tax authorities | 1393 _____ | 393 _____ | 394 _____ 121,56 |
| b) Social security authorities | 1395 _____ | 395 _____ 861,52 | 396 _____ 793,36 |
| c) Other creditors | 1397 _____ | 397 _____ 342.460,98 | 398 _____ 342.460,98 |
| i) becoming due and payable within one year | 1399 _____ | 399 _____ 342.460,98 | 400 _____ 342.460,98 |
| ii) becoming due and payable after more than one year | 1401 _____ | 401 _____ | 402 _____ |
| D. Deferred income | 1403 _____ | 403 _____ | 404 _____ |
| TOTAL (CAPITAL, RESERVES AND LIABILITIES) | 405 _____ 270.083.703,91 | 406 _____ | 267.933.152,40 |

The notes in the annex form an integral part of the annual accounts

Annual Accounts Helpdesk :

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RCSL Nr. : B146938

Matricule : 2009 8400 010

eCDF entry date :

PROFIT AND LOSS ACCOUNT

Financial year from 01 01/01/2020 to 02 31/12/2020 (in 03 EUR)

Fotex Holding
272, rue de Neudorf
L-2222 Luxembourg

| | Reference(s) | Current year | Previous year |
|--|--------------|-----------------|------------------|
| 1. Net turnover | 1701 11 | 701 869.821,01 | 702 1.052.363,01 |
| 2. Variation in stocks of finished goods and in work in progress | 1703 | 703 | 704 |
| 3. Work performed by the undertaking for its own purposes and capitalised | 1705 | 705 | 706 |
| 4. Other operating income | 1713 12 | 713 1.208,80 | 714 0,00 |
| 5. Raw materials and consumables and other external expenses | 1671 | 671 -536.381,62 | 672 -687.026,85 |
| a) Raw materials and consumables | 1601 | 601 | 602 7,84 |
| b) Other external expenses | 1603 13 | 603 -536.381,62 | 604 -687.034,69 |
| 6. Staff costs | 1605 18 | 605 -256.167,84 | 606 -249.913,56 |
| a) Wages and salaries | 1607 | 607 -240.366,36 | 608 -234.503,76 |
| b) Social security costs | 1609 | 609 -15.801,48 | 610 -15.409,80 |
| i) relating to pensions | 1653 | 653 -10.281,60 | 654 -10.030,80 |
| ii) other social security costs | 1655 | 655 -5.519,88 | 656 -5.379,00 |
| c) Other staff costs | 1613 | 613 | 614 |
| 7. Value adjustments | 1657 | 657 -60.921,25 | 658 26.138,01 |
| a) in respect of formation expenses and of tangible and intangible fixed assets | 1659 | 659 -60.921,25 | 660 26.138,01 |
| b) in respect of current assets | 1661 | 661 | 662 |
| 8. Other operating expenses | 1621 14 | 621 -358.036,99 | 622 -408.612,43 |

| | |
|--------------------|---------------------------|
| RCSL Nr. : B146938 | Matricule : 2009 8400 010 |
|--------------------|---------------------------|

| | Reference(s) | Current year | Previous year |
|---|--------------|--------------|---------------|
| 9. Income from participating interests | 1715 | 207.169,66 | 31.225,60 |
| a) derived from affiliated undertakings | 1717 | 15 | 207.169,66 |
| b) other income from participating interests | 1719 | 719 | 720 |
| 10. Income from other investments and loans forming part of the fixed assets | 1721 | 721 | 493,77 |
| a) derived from affiliated undertakings | 1723 | 723 | 493,77 |
| b) other income not included under a) | 1725 | 725 | 726 |
| 11. Other interest receivable and similar income | 1727 | 14.705,90 | 11.426,33 |
| a) derived from affiliated undertakings | 1729 | 729 | 11.282,44 |
| b) other interest and similar income | 1731 | 731 | 362,23 |
| 12. Share of profit or loss of undertakings accounted for under the equity method | 1663 | 663 | 664 |
| 13. Value adjustments in respect of financial assets and of investments held as current assets | 1665 | 665 | -521.599,03 |
| 14. Interest payable and similar expenses | 1627 | 627 | -256.363,57 |
| a) concerning affiliated undertakings | 1629 | 629 | -255.950,46 |
| b) other interest and similar expenses | 1631 | 631 | -413,11 |
| 15. Tax on profit or loss | 1635 | 17 | 635 |
| 16. Profit or loss after taxation | 1667 | 667 | -374.965,90 |
| 17. Other taxes not shown under items 1 to 16 | 1637 | 17 | 637 |
| 18. Profit or loss for the financial year | 1669 | 669 | -379.780,90 |
| | | | 670 |
| | | | -885.123,13 |

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FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 1 – General information

Fotex Holding Société Européenne (the “Company”) is a European public limited company regulated under the laws of the Grand Duchy of Luxembourg.

The Company has been registered in the Luxembourg Trade and Companies’ Register (“Registre de Commerce et des Sociétés Luxembourg”) under registration no. R.C.S. B 146938.

The registered office of the Company is established at 272, rue de Neudorf, L-2222 Luxembourg.

The object of the Company is to acquire participating interests, in any form whatsoever in Luxembourg or foreign companies, to acquire any kind of transferable securities via purchases, subscriptions or any other means as well as to dispose thereof via sales, exchanges or any other means, to manage and develop its portfolio and to acquire, sell and develop patents and licenses associated thereto.

The Company may lend and borrow with or without security, participate in the creation and development of any companies and may render them assistance.

In general, the Company may carry out any commercial or financial transaction or any transaction involving movable or immovable assets that is directly or indirectly linked to its corporate object or is likely to facilitate the expansion and development thereof.

The financial year starts on January 1st and ends on December 31st each year.

The Company also prepares consolidated financial statements, which are published according to the provisions of the law.

The consolidated financial statements are prepared in accordance with IFRS as approved by the European Union.

In addition, the Company is included in the consolidated financial statements of BLACKBURN INTERNATIONAL LUXEMBOURG S.à r.l. forming the largest body of undertakings of which the company forms a part as a direct subsidiary undertaking. The registered office of BLACKBURN INTERNATIONAL LUXEMBOURG S.à.r.l. is located at 272, rue de Neudorf, L-2222 Luxembourg. The consolidated financial statements may be obtained as its registered office.

NOTE 2 – Summary of significant accounting policies

2.1 General principle

The statutory standalone annual accounts have been prepared in accordance with the Luxembourg Commercial Company Law of 10 August 1915 as amended and the amended law of 19 December 2002. Accounting policies, valuation policies and valuation rules are, besides the ones laid down by the said law, determined and applied by the Board of Directors.

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 2 – Summary of significant accounting policies (continued)

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2.2 Summary of significant accounting policies

Foreign currency translation

- The accounts are expressed in Euro.
- Transactions expressed in currencies other than Euro are translated into Euro at the exchange rate effective at the time of the transaction.
- Formation expenses, intangible, tangible and financial fixed assets, expressed in currencies other than Euro are translated into Euro at the time of the transaction. At the balance sheet date, these assets remain translated at historic exchange rates.
- Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.
- Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year.
- The interests on the loans are converted in using the average monthly exchange rate.

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 2 – Summary of significant accounting policies (continued)

Intangible assets

Intangible assets other than formation expenses are recorded at their acquisition price, less cumulative value adjustments. Where applicable, amortization is calculated on the basis of generally accepted rates according to the estimated useful life of these assets.

The rates and methods of depreciation applied are as follows:

| | Depreciation rate % | Depreciation method |
|---|------------------------|---------------------|
| Trade mark concessions "Fotex" | 4,17 | Linear |
| Trade mark concessions "Fotex"-renewal 10 years | 10,00 | Linear |
| IP rights and software | 33,00 | Linear |

In case of durable depreciation in value according to the opinion of the Board of Directors, value adjustments are made in respect of these intangible assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Intangible fixed assets with indefinite useful lives such as media rights are tested for impairment annually either individually or at the cash generating unit level. Such intangibles are not amortized. The useful life of intangible assets with indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to definite is made on a prospective basis.

Tangible assets

Tangible assets and other similar assets are valued at their acquisition price, less cumulative value adjustments. When applicable, depreciation is calculated on the basis of the estimated useful life of these fixed assets.

The « Land and buildings » item includes real estate properties owned by the Company in Budaörs, Hungary and Gárdony, Hungary.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets.

The economic useful lives used are as follows:

| | Depreciation rate % | Depreciation method |
|---|------------------------|---------------------|
| Real estate and related property rights | 2.00 | Linear |
| Hardware | 33.00 | Linear |
| Office equipment | 14.28 | Linear |

Land is not depreciated.

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 2 – Summary of significant accounting policies (continued)

Where the Company considers that tangible fixed assets have suffered a decline in value in excess of the accumulated depreciation recognised, an additional write-down is recorded to reflect this impairment. These value adjustments are reversed if the reasons for which the value adjustments were made have ceased to apply.

Financial assets

Shares in affiliated undertakings/participating interests/loans to these undertakings/held as financial fixed assets/other loans are valued at purchase price including the expenses incidental thereto.

In case of a durable impairment in value according to the opinion of the Board of Directors, value adjustments are made in respect of these financial fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Debtors

Debtors, amounts owed by affiliated undertakings, amounts owed by undertakings with which the undertaking is linked by virtue of participating interests and other debtors are recorded at their nominal value.

According to the information provided by the Board of Directors, the debtors are subject to a depreciation recorded in the annual accounts so that these items are valued at the lowest market value.

Value adjustments made in previous financial years which are no longer necessary following the disappearance of the recovery risk shall be rectified.

Investments

Own shares are recorded at the purchase cost including expenses incidental thereto expressed in the currency in which the annual accounts are prepared. A value adjustment is recorded where the market value is lower than the weighted average price. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

The market value corresponds to the last available quotation on the valuation day for the investments.

Cash at bank and in hand

Cash at bank and in hand is recorded at their nominal values.

Prepayments

This asset item includes expenses incurred during the financial period but relating to a subsequent financial period.

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 2 – Summary of significant accounting policies (continued)

Provisions

On the last day of the financial year, provisions are formed to cover all known or foreseeable liabilities and charges.

Provisions are regularly reviewed and adjusted when the source of the liability or charge no longer exist.

Provisions for taxation correspond to the tax liability estimated by the Company for the financial years for which tax returns have not been filed or tax assessments have not been received yet.

Creditors

Creditors are valued at their reimbursement value.

Net turnover

The net turnover comprises amounts paid by the group companies using and benefiting from the Fotex name (name wearing fee, recharged costs). Fotex Holding SE also provides guidance in the fields of property management to those subsidiaries which require it in exchange for a regular property management fee.

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020
 (expressed in EUR)

NOTE 3 – Intangible assets

Evolution of intangible assets:

| | Trademarks | IP Rights and software | Media rights |
|--|-----------------|------------------------|---------------------|
| Gross book value - opening balance | 7,748,182.09 | 1,889.00 | 2,658,396.00 |
| Additions for the financial year | 0.00 | 0.00 | 0.00 |
| Disposals for the financial year | 0.00 | 0.00 | 0.00 |
| Transfers for the financial years | 0.00 | 0.00 | 0.00 |
| Gross book value - closing balance | 7,748,182.09 | 1,889.00 | 2,658,396.00 |
| Value adjustment - opening balance | -7,746,784.93 | -1,889.00 | -1,000,000.00 |
| Value adjustment for the financial year | -353.41 | 0.00 | 0.00 |
| Impairment | 0.00 | 0.00 | 0.00 |
| Reversals for the financial year | 0.00 | 0.00 | 0.00 |
| Transfers for the financial year | 0.00 | 0.00 | 0.00 |
| Value adjustments - closing balance | -7,747,138.34 | -1,889.00 | -1,000,000.00 |
| Net book value - opening balance | <u>1,397.16</u> | <u>0.00</u> | <u>1,658,396.00</u> |
| Net book value - closing balance | <u>1,043.75</u> | <u>0.00</u> | <u>1,658,396.00</u> |

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 3 – Intangible assets (continued)

Trademarks

The basis for recognition of the Trade Mark concession “Fotex” as an intangible asset consists of the fact that since its incorporation in 1984 the Company is well known and has a good reputation. In 1990, in connection with the transformation of the Company to an Rt. (public limited company) and associated to an increase in share capital, the “Fotex” name has been valued by an independent appraiser. The gross value of the “Fotex” name amounts to 2.05 billion HUF which is equivalent to EUR 7.7 million.

The “Fotex” name has been recognized as an asset to be in line with the regulations of Hungarian GAAP. Moreover, since February 10, 2011 the “Fotex” name has been registered not only in Hungary but at an EU level.

Since the “Fotex” name can serve the best interest of the Company for a long period of time and is a well-known name, it has been amortized over 24 years.

Media rights

The media rights presented under intangible assets comprise certain merchandising (media and brand merchandise, distribution and promotion rights, billboards) in the football club FTC, rights which the Company acquired for an indefinite period of time as part of its exit from the ownership in FTC Labdarúgó Zrt.

Owing to changes in Hungarian legislation, as of January 1st, 2012, certain rights reverted to the FTC association against due compensation that should have been received. As a result of the mentioned law, the parties have ongoing legal proceedings as to the said merchandising rights, their value and the compensation to be received, as a consequence of which additional impairment has been recognised in 2015 in the amount of EUR 1,000,000.00.

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 4 – Tangible assets

Evolution of tangible assets:

| | Lands and buildings | Other fixtures and fittings, tools and equipment |
|--|----------------------------|---|
| Gross book value - opening balance | 5,552,086.00 | 20,846.35 |
| Additions for the financial year | 0.00 | 0.00 |
| Disposals for the financial year | 0.00 | 0.00 |
| Transfers for the financial years | 0.00 | 0.00 |
| Gross book value - closing balance | 5,552,086.00 | 20,846.35 |
| Value adjustment - opening balance | -1,522,308.73 | -20,846.35 |
| Value adjustment for the financial year | -70,639.88 | 0.00 |
| Impairment | 0.00 | 0.00 |
| Reversal impairment | 10,072.04 | 0.00 |
| Reversals for the financial year | 0.00 | 0.00 |
| Transferts for the financial year | 0.00 | 0.00 |
| Value adjustments - closing balance | -1,582,876.57 | -20,846.35 |
| Net book value - opening balance | 4,029,777.27 | 0.00 |
| Net book value - closing balance | 3,969,209.43 | 0.00 |

The « Land and buildings » item includes real estate properties owned by the Company in Budaörs, Hungary and Gárdony, Hungary.

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 5 – Financial assets

Evolution of financial assets:

| | 1. Shares in affiliated undertakings | 5. Investments held as fixed assets |
|--|---|--|
| Gross book value - opening balance | 239,039,876.47 | 718.00 |
| Additions for the financial year | 1,092,593.38 | 0.00 |
| Disposals for the financial year | 0.00 | 0.00 |
| Transferts for the financial years | <u>0.00</u> | <u>0.00</u> |
| Gross book value - closing balance | 240,132,469.85 | 718.00 |
| Value adjustment - opening balance | -1,685,313.69 | -357.00 |
| Value adjustment for the financial year | 0.00 | 0.00 |
| Reversals for the financial year | 0.00 | 0.00 |
| Transferts for the financial year | <u>0.00</u> | <u>0.00</u> |
| Value adjustments - closing balance | <u>-1,685,313.69</u> | <u>-357.00</u> |
| Net book value - opening balance | <u>237,354,562.78</u> | <u>361.00</u> |
| Net book value - closing balance | <u>238,447,156.16</u> | <u>361.00</u> |

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 5 – Financial assets (continued)

The capital and reserves of affiliated undertakings/investments held as fixed assets as at December 31st, 2020 are summarized below:

| Name of the company | Registered office / Country | Ownership % | Last balance sheet date | Capital and reserves at the last balance sheet date (*) | Results at the last balance sheet date (*) | Net book value EUR |
|---------------------------|---|-------------|-------------------------|---|--|--------------------|
| Hungaroton Music Zrt | Reiiter Ferenc u -45-49., 1135 Budapest, Hungary | 99.21 | 31/12/2020 | HUF 250,630,000.00 / EUR 688,752.10 | HUF 3,434,000.00 / EUR 9,436.92 | EUR 742,001.11 |
| Sigma Kft | Nagy Jeno u 12., 1126 Budapest, Hungary | 100.00 | 31/12/2020 | HUF 102,192,000.00 / EUR 280,832.12 | HUF 65,542,000.00 / EUR 180,114.87 | EUR 217,150.27 |
| Upington Investments Sàrl | 272, rue de Neudorf, L-2222 Luxembourg | 100.00 | 31/12/2020 | EUR 20,303,902.23 | EUR - 229,905.65 | EUR 12,500.00 |
| Szekhely 2007 Kft | Nagy Jeno u 12., 1126 Budapest, Hungary | 99.28 | 31/12/2020 | HUF 143,768,000.00 / EUR 395,086.43 | HUF 54,643,000.00 / EUR 150,163.51 | EUR 267,702.82 |
| Fotex Netherlands BV | Sarphatikade 13, 1017 WW Amsterdam, The Netherlands | 100.00 | 31/12/2020 | EUR 277,716,185.00 | EUR 5,862,824.00 | EUR 236,115,208.58 |

(*) The closing exchange rate used to convert HUF into EUR (when the share capital of the subsidiaries is expressed in HUF) is 363.89 and is given only for information and conversion purpose.

Sigma Kft.

The Company received a dividend of HUF 75,648,000.00 (EUR 207,169.66 from Sigma Kft approved by its annual general meeting held on April 5th, 2020.

Upington Investments S.à r.l.

On December 22nd, 2020, the Company, as sole shareholder of Upington Investments S. à r.l., ("Upington") decided to contribute the total amount of EUR 1,092,593.38 held as receivables against Upington to the account 115 of Upington called "*Apport en capitaux propres non rémunéré par des titres*" in the Luxembourg standard chart of accounts.

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 6 – Amounts owned by affiliated undertakings

As at December 31st, 2020, this caption is mainly composed of:

- unpaid dividends from Székhely 2007 Kft. for an amount of EUR 1,178,363.11 (2019: EUR 1,297,293.90);
- interest bearing loans to Upington Investments S.à r.l for a principal amount of EUR 100,000.00 (2019: 880,000.00);
- interest bearing loan to Székhely 2007 Kft for a principal amount of HUF 48,000,000.00 (EUR 131,907.99) (2019: 145,221.31).

NOTE 7 – Other debtors

As at December 31st, 2020, the other debtors are mainly composed of:

- VAT recoverable for an amount of EUR 199,387.15 (2019: EUR 140,055.15);
- Advance paid to the Direct Tax Administration for an amount of EUR 194,573.28 (2019: EUR 176,946.98);
- Other receivable for an amount of EUR 351,954.52 (2019: EUR 351,212.54).

NOTE 8 – Own shares

Own shares

| Own shares | Quantity | Recorded Value |
|-------------------|-----------------|-----------------------|
| Opening balance | 14,796,498 | EUR 21,152,174.02 |
| Acquisition | 586,442 | EUR 1,428,142.92 |
| Closing balance | 15,382,940 | EUR 22,580,316.94 |

The Company has created a non-distributable reserve in the caption “Reserve for own shares”.

The own shares were recorded at purchase price and they are valued at the weighted average cost.

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 9 – Capital and reserves

The movements in capital and reserves during the financial year are as follows:

| | Subscribed capital | Share premium | Reserve for own shares | Legal reserve | Dividends (*) | Other non-distributable reserves (**) | Profit or loss brought forward | Result for the financial year |
|-------------------------------|----------------------|---------------------|------------------------|---------------------|---------------|---------------------------------------|--------------------------------|-------------------------------|
| As at December 31st, 2019 | 30,543,933.00 | 8,248,001.98 | 21,152,174.02 | 3,054,393.30 | 0.00 | 93,118.36 | 185,313,647.24 | -885,123.13 |
| Transfer to reserve | 0.00 | -1,428,142.92 | 1,428,142.92 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Increase capital | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Decrease capital | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Allocation of the results | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | -885,123.13 | 885,123.13 |
| Result for the financial year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | -379,780.90 |
| As at December 31st, 2020 | 30,543,933.00 | 6,819,859.06 | 22,580,316.94 | 3,054,393.30 | 0.00 | 93,118.36 | 184,428,524.11 | -379,780.90 |

(*) At the Annual General Meeting of the Company held on May 29th, 2020, the Company has decided not to pay dividends to the shareholders holding ordinary shares of the Company.

(**) At the Annual General Meeting of the Company held on May 12th, 2014, the Company has decided to allocate an amount of EUR 93,118.36 to an un-distributable reserve for unrealized gains on foreign exchange.

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 9 – Capital and reserves (continued)

The movements in capital and reserves during the previous financial year are as follows:

| | Subscribed capital | Share premium | Reserve for own shares | Legal reserve | Dividends (*) | Other non-distributable reserves (**) | Profit or loss brought forward | Result for the financial year |
|-------------------------------|--------------------|---------------|------------------------|---------------|---------------|---------------------------------------|--------------------------------|-------------------------------|
| As at December 31st, 2018 | 30,543,933.00 | 8,786,592.33 | 20,613,583.67 | 3,054,393.30 | 0.00 | 93,118.36 | 185,147,922.45 | 165,724.79 |
| Transfer to reserve | 0.00 | -538,590.35 | 538,590.35 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Increase capital | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Decrease capital | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Allocation of the results | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 165,724.79 | -165,724.79 |
| Result for the financial year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | -885,123.13 |
| As at December 31st, 2019 | 30,543,933.00 | 8,248,001.98 | 21,152,174.02 | 3,054,393.30 | 0.00 | 93,118.36 | 185,313,647.24 | -885,123.13 |

(*) At the Annual General Meeting of the Company held on June 17th, 2019, the Company has decided not to pay dividends to the shareholders holding ordinary shares of the Company.

(**) At the Annual General Meeting of the Company held on May 12th, 2014, the Company has decided to allocate an amount of EUR 93,118.36 to an un-distributable reserve for unrealized gains on foreign exchange.

Subscribed capital

As at December 31st, 2020, the Company has an issued and subscribed capital of EUR 30,543,933.00 divided into 70,723,650 ordinary shares and 2,000,000 dividend preference shares, i.e. a total of 72,723,650 shares with a par value of EUR 0.42.

The dividend preference shares carry the same rights as ordinary shares in the event of liquidation or dissolution of the Company.

Dividend preference shares come with a right to an annual dividend decided by the General Assembly, but are without right to vote. This dividend may not exceed 50% of the average annual price of the ordinary shares but may not be less than twice the amount produced by applying the 12-month interest rate of the European Central Bank prevailing at 1 January of the year in which the dividend is paid on the nominal value of shares (i.e. 0.42 x interest rate x 2). This dividend may only be paid if the Company's consolidated financial statements for the relevant year prepared under IFRS show profits which, subject to compliance with legal provisions, allow for the distribution of such dividend.

FOTEX HOLDING

Annual Accounts for the year ended 31/12/2020 (expressed in EUR)

NOTE 9 – Capital and reserves (continued)

The total dividends paid in respect of dividend preference shares may not exceed thirty percent (30%) of the consolidated after-tax profit based on the IFRS financial statements (less minority interest). The holders of dividend preference shares are not entitled to any other rights or dividends outside those described above, attributed to them by the General Assembly. Such dividends are paid once a year and interim payment is only allowed if the conditions of such a distribution are met.

If the Company is unable to pay such dividends for one year or if it pays only a minimum portion due for a given year and does not regularize the payment of the full amount upon payment of the dividends for the following year, the right to vote identical to that applied to ordinary shares will be granted to the holders of dividend preference shares. The voting will be extended until the Company has paid all minimum dividends due with respect to the dividend preference shares.

A subsequent General Assembly meeting representing at least 50% of the ordinary shares may determine the limits and conditions of the authorised capital within the limits set by the law.

In this case, the Board of Directors is authorised and empowered to:

- increase the capital in one sum or in instalments, by issuing new shares to be paid in cash or in contributions in kind, by converting receivables or, upon approval of the Annual General Assembly, by way of capitalising the profit or reserves.
- determine the place and date of the issue or successive issues of the new shares along with the costs of such an issue as well as the terms and conditions of subscription.
- suppress or limit the preferential subscription right of shareholders should the new shares be issued as part of the authorized capital.

This authorisation is valid for a period of five years from the date of publication of the deed of authorization and may be prolonged by a General Assembly of the shareholders with respect to shares that form part of the authorised capital and have not yet been issued by the Board of Directors.

Following each capital increase realised and duly effected in accordance with the relevant legal forms, the first paragraph of the article 5 shall be amended to reflect the latest increase; such changes will be recorded in due form by the Board of Directors or by a person appointed for that purpose.

Since February 23rd, 2012, the Company's ordinary shares are quoted on the Luxembourg Stock Exchange.

Legal reserve

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of the annual net income, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

FOTEX HOLDING

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NOTE 10 – Creditors

Remaining terms of amounts due and payable for the accounts shown under creditors » are as follows:

| | Within one year | After one year and within five | After more than five years | Total 31/12/2020 | Total 31/12/2019 |
|---|-----------------------|--------------------------------------|----------------------------------|----------------------|----------------------|
| Amounts owed to credit institutions | 0.00 | 0.00 | 0.00 | 0.00 | 10,337.89 |
| Trade creditors (1) | 247,204.15 | 0.00 | 0.00 | 247,204.15 | 113,129.89 |
| Amounts owed to affiliated undertakings (2) | 0.00 | 22,352,813.39 | 0.00 | 22,352,813.39 | 19,946,163.95 |
| Other creditors | | | | | |
| Tax authorities | 0.00 | 0.00 | 0.00 | 0.00 | 121.56 |
| Social security authorities | 861.52 | 0.00 | 0.00 | 861.52 | 793.36 |
| Other creditors | 342,460.98 | 0.00 | 0.00 | 342,460.98 | 342,460.98 |
| Total | 590,526.65 | 22,352,813.39 | 0.00 | 22,943,340.04 | 20,413,007.63 |

(1) As at December 31st, 2020, the trade creditors are mainly composed of trade creditors – purchase invoice accruals for an amount of EUR 222,501.82 (2019: EUR 111,085.82).

(2) As at December 31st, 2020, the amounts owed to affiliated undertakings are mainly composed of:

- Interest bearing loan of EUR 8,000,000.00 draw-down as part of a facility for a total amount of EUR 8,000,000.00 granted by Fotex Netherlands B.V. The loan shall be repaid in full by December 31st, 2025 together with any accrued interest. (2019: EUR 5,716,314.60).
- Interest bearing loan of EUR 14,000,000.00 granted by FN2 B.V, company held indirectly by Fotex Holding SE. The loan shall be repaid in full by December 31st, 2025 together with any accrued interest (2018: EUR 14,000,000.00).

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 11 – Net turnover

The Company has the following revenue:

| | 2020 | 2019 |
|-------------------------|-------------------|---------------------|
| Name wearing fee | 486,653.55 | 674,490.18 |
| Property management fee | 383,167.46 | 377,872.93 |
| | 869,821.01 | 1,052,363.11 |

NOTE 12 – Other operating income

At December 31st, 2020, as per the tax assessment received during the year, the late interest paid previously have been cancelled.

At December 31st, 2019, there is no other operating income.

NOTE 13 – Raw materials and consumables and other external expenses

The other external expenses are composed of:

| | 2020 | 2019 |
|---|--------------------|--------------------|
| Subcontracting, maintenance and repairs | -1,194.50 | -9,471.62 |
| Rent, Commissions and professional fees | -499,235.13 | -642,144.83 |
| Insurance premiums | -6,193.00 | -6,521.00 |
| Marketing and communication costs | -1,202.47 | -3,204.48 |
| Miscellaneous external charges | <u>-28,556.52</u> | <u>-25,682.76</u> |
| | -536,381.62 | -687,024.69 |

NOTE 14 – Other operating expenses

The other operating expenses mainly include Tantièmes for a gross amount of EUR 337,575.79 (2019: EUR 382,857.29).

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

NOTE 15 – Income from participating interests

This item is composed of:

- dividends received from affiliated undertakings for an amount of EUR 207,169.66 (2019: EUR 31,225.60).

NOTE 16 – Interest payable and similar expenses concerning affiliated undertakings

The interest payable is composed of:

- interest paid/or due to affiliated undertakings for an amount of EUR 122,964.04 (2019: EUR 127,088.82).

NOTE 17 – Taxes

This caption can be detailed as follows:

| | 2020 | 2019 |
|------------------------|------------------------|------------------------|
| Corporate income tax | 0.00 | 0.00 |
| Municipal business tax | 0.00 | 0.00 |
| Wealth tax | 4,815.00 | 3,985.00 |
| | <u>4,815.00</u> | <u>3,985.00</u> |

The Company has entered into a tax consolidation regime with its subsidiary Upington Investment S.à r.l. as per the article 164 bis LIT as of 01/01/2010.

In accordance with the said tax consolidation regime, the corporate income and the municipal business taxes of Fotex Holding S.E. (as parent company) and Upington Investment S.à r.l (subsidiary company) are calculated and accounted for at the level of Fotex Holding S.E.

NOTE 18 – Additional information

Staff costs

During the financial year, the Company employed 1 employee.

The members of the Board of Directors receive "Tantièmes" for a gross amount of EUR 337,575.79 (2019: EUR 382,857.29).

Advances and loans granted to the members of the administrative, managerial and supervisory bodies

During the year, the Company did not grant advances and loans to the members of those bodies.

FOTEX HOLDING

**Annual Accounts for the year ended 31/12/2020
(expressed in EUR)**

Off balance sheet commitments

There are no off-balance sheet commitments.

Subsequent event

There have been no subsequent event following the financial year-end.