

DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FOTEX HOLDING S.E. TO BE HELD AT 2:30 P.M. ON 3RD MAY, 2021

- 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, 2020,**

FIRST RESOLUTION

vote for:
vote against:
abstentions:

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, 2020, the reports have been approved with []% of the votes validly cast representing []% 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, 2020.**

SECOND RESOLUTION

vote for:
vote against:
abstentions:

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

- III. The Meeting discusses the approval of the Company's statutory annual accounts (balance sheet, profit and loss account and the accompanying notes) as at December 31st, 2020 and the Company's consolidated financial statements as at December 31st, 2020 as presented by the Board of Directors of the Company.**

THIRD RESOLUTION

vote for:
vote against:
abstentions:

The Company's statutory annual accounts (the balance sheet, profit and loss account and the accompanying notes) as at December 31st, 2020 and the Company's consolidated financial statements as at December 31st, 2020 have been approved with []% of the votes validly cast representing []% of the Share Capital.

The total of the balance sheet of the statutory annual accounts as at December 31st, 2020 amounts to EUR 270,083,703.91 and the Company has made a commercial loss which amounts to EUR 379,780.90.

The total of the balance sheet of the consolidated financial statements as at December 31st, 2020 amounts to EUR 228,930,861 and the consolidated net income amounts to EUR 11,213,701.

IV. The meeting discusses the allocation of the results for the financial year ending as at December 31st, 2020.

FORTH RESOLUTION

vote for:
vote against:
abstentions:

After due consideration, the Meeting decides to allocate the results for the financial year ending as at December 31st, 2020 as follows:

	EUR
Loss for the financial year	379,780.90
Profit brought forward from previous year(s)	184,428,524.11
Allocation to the legal reserve	0.00
Dividend (as per the fifth resolution)	0.00
Profit to be carried forward	184,048,743.21

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

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

FIFTH RESOLUTION

vote for:
vote against:
abstentions:

The Meeting decides not to pay dividends to the shareholders holding ordinary shares of the Company for the year 2020.

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

VI. The Meeting discusses full discharge to be given to the members of the Board of Directors of the Company and to the members of the Audit Committee for the execution of their mandates for the financial year ending as at December 31st, 2020.

SIXTH RESOLUTION

vote for:
vote against:
abstentions:

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, 2020 have been approved with []% of the votes validly cast representing []% of the Share Capital of the Company.

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

SEVENTH RESOLUTION

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

vote for:
vote against:
abstentions:

to accept with immediate effect, the appointment of Mr. Gábor VÁRSZEGI as director, born on December 25th, 1946 in Budapest (Hungary) with professional address at 272, rue de Neudorf, L-2222 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

vote for:
vote against:
abstentions:

to accept with immediate effect, the appointment of Mr. Dávid VÁRSZEGI as director, born on November 19th, 1980 in Budapest (Hungary) with professional address at 272, rue de Neudorf, L-2222 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

vote for:
vote against:
abstentions:

to accept with immediate effect, the appointment of Mr. Alan Joseph GRIFFITHS as director, born on June 17th, 1965 in Chesterfield (United Kingdom), with address at Szabina út 6., 1221 Budapest (Hungary). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

vote for:
vote against:
abstentions:

to accept with immediate effect, the appointment of Mr. Bob DOLE as director, born on July 22nd, 1923 in Kansas (United States of America), with address at Hampshire Ave N.W.700 N., US-20027 Washington D.C. (United States of America). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

vote for:
vote against:
abstentions:

to accept with immediate effect, the appointment of Mr. Wiggert KARREMAN as director, born on September 19th, 1976 in Delft (The Netherlands), with address at Eaglelaan 94, 8241 AM Lelystad (The Netherlands). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

vote for:
vote against:

abstentions:

to accept with immediate effect, the appointment of Mr. Martijn J. G. WINDELS as director, born on February 1st, 1978 in Ede (The Netherlands), with address at Plantage Badlaan 18-H 1018 TJ Amsterdam (The Netherlands). His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

vote for:

vote against:

abstentions:

to accept with immediate effect, the appointment of Mr. Gábor MOCSKONYI as director, born on May 14th, 1983 in Orosháza (Hungary) with professional address at 272, rue de Neudorf, L-2222 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31st, 2021;

The proposals on the composition of the Board of Directors of the Company have been approved with []% of the votes validly cast representing []% 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:

vote against:

abstentions:

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:

vote against:

abstentions:

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

vote for:

vote against:

abstentions:

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

vote for:

vote against:

abstentions:

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

vote for:

vote against:

abstentions:

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

vote for:
vote against:
abstentions:

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

vote for:
vote against:
abstentions:

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

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

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

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

EIGHTH RESOLUTION

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

vote for:
vote against:
abstentions:

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, 2021;

vote for:
vote against:
abstentions:

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, 2021.

vote for:
vote against:
abstentions:

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, 2021.

The proposal on the composition of the Audit Committee of the Company has been approved with []% of the votes validly cast representing []% 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:
vote against:
abstentions:

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 []% of the votes validly cast representing []% of the Share Capital of the Company.

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

NINTH RESOLUTION

vote for:
vote against:
abstentions:

The proposals 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, 2021 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 []% of the votes validly cast representing []% of the Share Capital of the Company.

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

TENTH RESOLUTION

vote for:
vote against:
abstentions:

The proposals 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, 2021 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 []% of the votes validly cast representing []% of the Share Capital of the Company.

XI. The Meeting discusses the proposal of authorisation to the Board of Directors in relation to the prolongation of the share buyback program

vote for:
vote against:
abstentions:

The proposal to prolong the share buyback program last decided upon on 25th May 2016 has been approved with []% of the votes validly cast representing []% of the Share Capital of the Company, accordingly the Meeting has decided to authorise the management body to carry out the share buyback program for a further five years, up to a maximum of 7 million shares at a price set between the nominal value and the market value on the transaction date on the condition that such transactions should not cause the net assets to fall below the share capital and non-distributable reserves combined.

XII. No other items are tabled under the point “Miscellaneous”.

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