

**IdB Holdings S.A.**

Société Anonyme

Registered Office: 58, rue Charles Martel, L-2134 Luxembourg

R.C.S. Luxembourg: B 49429

(the Company)

---

**Minutes of the Annual General Meeting of Shareholders held at the registered office  
of the Company on 21 May 2012 at 13.00 p.m.**

---

The meeting opened at 13.00 p.m. and proceeded to install its officers.


The meeting began under the chairmanship of Cristina Fileno. Sophie Theisen was elected as scrutineer and Virginie Zacchino agreed to take minutes as secretary of the meeting.

The chairman then stated that:

1. It appeared from an attendance list established and certified by the officers of the meeting that 2,523,190 shares in the Company (representing 51.77 % of the issued share capital of the Company) were duly represented at this meeting. All the persons represented at the meeting received due notice and had agreed to meet after the examination of the agenda, hereinafter reproduced. The meeting was consequently regularly quorate, regularly constituted and could validly deliberate on the matters set out in the agenda of the meeting.
2. The attendance list, signed by the shareholders, represented at the meeting, would remain attached to the minutes of the meeting, together with the proxies.

The agenda of the meeting is worded as follows:

**AGENDA**

1. To receive and adopt the directors' report and the report of the auditor for the financial year ended 31 December 2011;
  2. To receive and adopt the stand-alone financial statements of the Company for the financial year ended 31 December 2011;
  3. To receive and adopt the consolidated financial statements of the Company for the financial year ended 31 December 2011;
  4. To approve the allocation of the results of the Company for the financial year ended 31 December 2011;
  5. To grant a discharge to the directors in respect of the execution of their mandates to 31 December 2011;
  6. To re-appoint the current directors for a new term ending at the Annual General Meeting in 2013;
  7. To re-appoint PricewaterhouseCoopers S.à r.l. as external auditor (réviseur d'entreprises) for a new term ending at the Annual General Meeting in 2013.
- 

## CHAIRMAN'S REPORT

The Chairman informed the shareholders that for technical reasons it had not been possible to have the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2011 ready for approval at the present meeting. The Chairman decided to adjourn the meeting to 18 June 2012 at 12.00 a.m. at the registered office of the Company.

## RESOLUTIONS

After deliberation, the meeting unanimously resolved THAT:

1. It be and is hereby noted that for technical reasons it had not been possible to have the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2011 ready for approval at the present meeting;
2. The approval of the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2011 and any actions in connection with such approval be and are hereby postponed to 18 June 2012 at 12.00 a.m.

There being no other matters on the agenda and in the absence of anyone wishing to address the meeting, the meeting ended at 13.15 p.m.

The secretary read the present minutes. The reading completed, the officers and shareholders who wanted to sign the minutes did so.

Luxembourg, 21 May 2012.



**Cristina Fileno**  
Chairman



**Sophie Theisen**  
Scrutineer




**Virginie Zacchino**  
Secretary

**IdB Holdings S.A., Société Anonyme**  
Registered Office: 58, rue Charles Martel, L-2134 Luxembourg  
R.C.S. Luxembourg B 49 429

Annual General Meeting  
ATTENDANCE LIST  
21-May-12

F = For  
N.P. = Abstention  
A = Against

Total number of shares in issue: **4,873,930**  
Proxies : 2,523,190 **51.77%**

SHAREHOLDER	Number of Shares held	VOTE					SIGNATURE
		F	1		A	PROXY	
			N.P.				
Euroclear Nominees Ltd	561,842					Chairman	
Clearstream Banking S.A.	4,312,084	2,523,190				Chairman	
Thomas John Martin	4					Chairman	

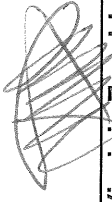
**TOTAL:** 2,523,190      0      0  
**TOTAL %:** 51.77%      0.00%      0.00%

*cfk*

**Cristina Fileno**  
Chairman

*S. Theisen*

**Sophie Theisen**  
Scrutineer



**Virginie Zacchino**  
Secretary