



IdB Holdings S.A. (“the Company”)

Notice to Shareholders - Annual General Meeting

Registered office: 58 rue Charles Martel
L-2134 Luxembourg
RCS Luxembourg B49 429

Annual General Meeting of the Shareholders to be held at 58 rue Charles Martel, L-2134 Luxembourg on 21 May 2014 at 13.00 p.m. (CET)

Agenda for Annual General Meeting

Ordinary Resolutions

1. To receive and adopt the directors' report and the report of the auditor for the financial year ended 31 December 2013.
2. To receive and adopt the stand-alone financial statements of the Company for the financial year ended 31 December 2013.
3. To receive and adopt the consolidated financial statements of the Company for the financial year ended 31 December 2013.
4. To approve the allocation of the results of the Company for the financial year ended 31 December 2013.
5. To grant a discharge to the directors in respect of the execution of their mandates to 31 December 2013.
6. To re-appoint the current directors for a new term ending at the Annual General Meeting in 2015.
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 2015.

Extraordinary Resolutions

8. To authorise the directors, for a period of five years from the date of publication of the amendments to the Company's articles of incorporation set out in resolution 9 below, to increase the Company's share capital by issuing new shares for cash or other consideration up to a maximum of the authorised but as yet unissued share capital of the Company.
9. To delete articles 6.1, 6.2, and 6.3 of the Company's articles of incorporation in their entirety in consequence of the authorisation granted pursuant to resolution 8, and replace those articles with the following:

“6.1 The Board is authorised for a period of five years from the date of the publication in the Luxembourg official gazette of the extraordinary resolutions of the Annual General Meeting of 2014, to issue shares and grant options to subscribe for shares up to the limit of the authorised share capital of the Company, to such persons and on such terms as they shall see fit and specifically to proceed to such issue as if the existing shareholders did not have preferential rights to subscribe for the shares issued. The directors shall, however, ensure that except where such shares are issued to current shareholders *pro rata* to their shareholdings in the Company as at the date of such new issue, or where shares are issued pursuant to the exercise of share options, warrants or conversion rights or where current shareholders otherwise agree, the price per share, at which such further shares are issued, shall not have the effect of diluting the value of shares in the Company held by current shareholders at the time of such new issue.”

The remaining articles 6.4 and 6.5 are renumbered 6.2 and 6.3 respectively.

Shareholders are invited to attend and participate in the Annual General Meeting. If shareholders are unable to attend the meeting but have questions or comments in connection with the above, please feel free to contact us prior to the meeting.

By order of the Board
28 April 2014

Registered office
58 rue Charles Martel
L-2134 Luxembourg

Notes

- (1) Shareholders registered as such on 19 May 2014 after closing of the books are entitled to attend and cast votes at the Annual General Meeting (“AGM”).
- (2) Ordinary Shares can be held in two ways:
 - a. as registered shares (the shareholders are included in the Company’s shareholders’ register);
 - b. in an account with an account holder of Euroclear or Clearstream. These shares are included in the Company’s shareholders’ register in the name of Euroclear or Clearstream.Shareholders included in the shareholders’ register of the Company are permitted to attend and vote at the AGM. They may alternatively be represented by a proxy in writing.
- (3) Shareholders holding their shares through Euroclear or Clearstream who wish to attend the AGM, or want Euroclear or Clearstream to vote on their behalf should contact their custodian bank to establish the correct procedure to attend and vote at the above meeting or appoint a proxy.
- (4) A form of Proxy is available at the website of the Company (www.idbholdingssa.com). The form of Proxy, to be valid, must be received at the registered office of the Company before 17.00 p.m. (CET) on 19 May 2014.
- (5) The Proxy is specially authorised to vote on the items on the above agenda.
- (6) The extraordinary resolutions (resolutions 8 and 9) will be validly taken if at least 50% of the issued shares (i.e. the outstanding Ordinary Shares) are present or represented at the AGM and at least two thirds of the Ordinary Shares so present or represented vote in favour thereof. In addition, the extraordinary resolutions will be passed before a Luxembourg notary.
- (7) The Financial Statements, directors’ reports and report of the auditor will be made available at the Company’s registered office and will in addition be placed on the Company’s website www.idbholdingssa.com and on the website of the Luxembourg Stock Exchange www.bourse.lu.