



IdB Holdings S.A. ("the Company") Form of Proxy – Annual General Meeting

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

The undersigned (the "Appointer"), being the holder of shares of IdB Holdings S.A., having its registered office at 58, rue Charles Martel, L-2134 Luxembourg (the "Company"), hereby appoints the duly appointed Chairman of the meeting or, failing him, any director of the Company to represent him and vote for him at the Annual General Meeting to be held on 21 May 2014 at 13.00 p.m. and at any adjournment thereof in connection with the resolutions of which notice has been given, as directed below.

		For	Against
Ordinary resolutions			
Resolution 1	To receive and adopt the directors' report and the report of the auditor for the financial year ended 31 December 2013.	<input type="radio"/>	<input type="radio"/>
Resolution 2	To receive and adopt the stand-alone financial statements of the Company for the financial year ended 31 December 2013.	<input type="radio"/>	<input type="radio"/>
Resolution 3	To receive and adopt the consolidated financial statements of the Company for the financial year ended 31 December 2013.	<input type="radio"/>	<input type="radio"/>
Resolution 4	To approve the allocation of the results of the Company for the financial year ended 31 December 2013.	<input type="radio"/>	<input type="radio"/>
Resolution 5	To grant a discharge to the directors in respect of the execution of their mandates to 31 December 2013.	<input type="radio"/>	<input type="radio"/>
Resolution 6	To re-appoint the current directors for a new term ending at the Annual General Meeting in 2015.	<input type="radio"/>	<input type="radio"/>
Resolution 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.	<input type="radio"/>	<input type="radio"/>
Extraordinary resolutions			
Resolution 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.	<input type="radio"/>	<input type="radio"/>
Resolution 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 them with the requisite authorisation; to renumber the existing articles 6.4 and 6.5 as articles 6.2 and 6.3 respectively.	<input type="radio"/>	<input type="radio"/>

If you wish to indicate how you desire your proxy to vote please insert "X" in the appropriate box above. Unless otherwise instructed, the proxy will vote or abstain, as he/she thinks fit.

Signature

Date

Name

Notes

1. 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.
2. 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.
3. 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.
4. All powers are given to the Proxy to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfillment of the present proxy and the incorporation of the above named Company and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Trade and Companies' Register and to any publication in the Mémorial C, Recueil Officiel des Sociétés et Associations (Official Gazette), while the Appointer promises to ratify all said actions taken by the Proxy whenever requested.
5. This proxy, and the rights, obligations and liabilities of the Appointer and the Proxy hereunder, shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.
6. Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the Appointer and the Proxy in the courts of Luxembourg-City, and each of the Appointer and the Proxy hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.