



**IdB Holdings S.A.**

Société Anonyme

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

R.C.S. Luxembourg: B 49429

(the "Company")

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Minutes of the Annual General Meeting of Shareholders of the Company held at the registered office of the Company on 21 May 2015 at 13h00 h

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The meeting opened at 13h00 h under the chairmanship of Marcel Ernzer.

The meeting elected Dominique Szlachta as Secretary recording the minutes of the meeting.

The Chairman then stated that:

- This Annual General Meeting has been convened by notices containing the agenda of the meeting published on the Company's website and the Luxembourg Stock Exchange website, as well as by registered mail sent on 28 April 2015 to the shareholders entered in the Company's share register.
- It appeared from an attendance list established and certified by the officers of the meeting that the holders of 3,162,690 shares (representing 64,89% 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 examination of the agenda, hereinafter reproduced. The meeting was consequently quorate, regularly constituted and could validly deliberate on the matters set out in the agenda of the meeting.
- The attendance list, signed by the shareholders present or represented at the meeting, shall be attached to the minutes of the Annual General Meeting, together with the proxies received.

The agenda of the meeting is worded as follows:

**AGENDA**

**Ordinary Resolutions**

1. To receive and adopt the directors' report and the report of the auditor for the financial year ended 31 December 2014.
2. To receive and adopt the stand-alone financial statements of the Company for the financial year ended 31 December 2014.
3. To receive and adopt the consolidated financial statements of the Company for the financial year ended 31 December 2014.

4. To approve the allocation of the results of the Company for the financial year ended 31 December 2014.
5. To grant a discharge to the directors in respect of the execution of their mandates to 31 December 2014.
6. To re-appoint the current directors for a new term ending at the Annual General Meeting in 2016.
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 2016.

After approval of the foregoing, the general meeting, upon deliberation, took the following resolutions:

- The Meeting considered, approved and adopted the directors' report and the report of the auditor for the financial year ended 31 December 2014.
- The Meeting considered, approved and adopted the stand-alone financial statements of the Company for the financial year ended 31 December 2014.
- The Meeting considered and approved the consolidated financial statements of the Company for the financial year ended 31 December 2014.
- The Meeting considered and approved the allocation of the results for the financial year ended 31 December 2014.
- The Meeting approved the discharge of the directors in respect of the execution of their mandates to 31 December 2014.
- The Meeting approved the re-appointment of the current directors for a new term ending at the Annual General Meeting in 2016.
- The Meeting approved the re-appointment of PricewaterhouseCoopers S.à r.l. as external auditor (réviseur d'entreprises) for a new term ending at the Annual General Meeting in 2016.

There being no other matters on the agenda and in the absence of anyone wishing to address the meeting, the meeting was closed.

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Marcel Ernzer  
Chairman

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Dominique Szlachta  
Secretary