

**IdB Holdings S.A.** (formerly: Insinger de Beaufort Holdings S.A.)  
("the Company") - **R.C. Number: 49 429**

**ANNUAL GENERAL MEETING**

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

Minutes of the Annual General Meeting of Shareholders of the Company held at the registered office of the Company on 22 May 2009 at 12h00.

The meeting opened at 12h00 under the Chairmanship of Mr Rob Mooij.

The meeting elected Mr Mike Staring 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, in the Luxemburger Wort and the Memorial on 4 May 2009 and on 13 May 2009, as proven by the attached copies of the advertisements, as well as by registered mail sent on 28 April 2009 to the shareholders entered in the Company's share register, as it is proved by the relevant postal receipts.
- It appeared from an attendance list established and certified by the officers of the meeting that the holders of 4,694,258 shares representing 48 % of the issued share capital of the Company were duly represented at this meeting. As the meeting is quorate and properly constituted, it can validly deliberate on the matters set out in the agenda.
- The attendance list, signed by the shareholders, present or represented at the meeting, shall 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' reports and the report of the auditor for the financial year ended 31 December 2008.
- 2 To receive and adopt the financial statements of the Company for the financial year ended 31 December 2008.
3. To grant a discharge to the current directors in respect of the execution of their mandates to 31 December 2008.
4. To re-appoint the current directors for a new term ending at the Annual General Meeting in 2010.



5. To allocate an annual fee of EUR 25,000 to each director for holding office.
6. 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 2010.

After deliberation, the shareholders resolved unanimously THAT:

- The directors and auditor having presented their respective reports to the shareholders as well as the balance sheet and the profit and loss account for the period ended 31 December 2008 the accounts be and are hereby adopted in the form presented to the meeting.
- The financial statements of the Company for the financial year ended 31 December 2008 be hereby received and adopted.
- The current directors be and are hereby discharged in respect of the execution of their mandates to 31 December 2008.
- The mandates of the current directors be renewed for a period ending at the next statutory general meeting. These are as follows:

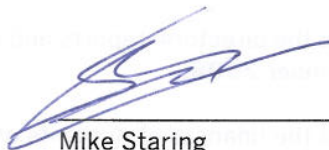
Directors

1. Mr Marcel Ernzer, Luxembourg, Luxembourg;
  2. Mr Steven Georgala, Paris, France;
  3. Mr John Jaakke, Bussum, the Netherlands;
  4. Mr Ian Kantor, Amsterdam, the Netherlands;
  5. Mr Robert Mooij, Bentveld, the Netherlands.
  6. Mr Peter Sieradzki, Amsterdam, the Netherlands.
- An annual fee of EUR 25,000 is allocated to each director for holding office.
  - The mandate of PricewaterhouseCoopers S.à r.l. as external auditor (réviseur d'entreprises) be renewed for a period ending at the next statutory general meeting.

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



Rob Mooij  
Chairman



Mike Staring  
Secretary