

CERTIFIED TRUE COPY
OF THE ORIGINAL

Maître Martine Schaeffer, Notary
Luxembourg, the 30.12.10



Schaeffer

IdB Holdings
Société Anonyme,
Siège social: L-2134 Luxembourg
58, rue Charles Martel.
R.C.S. Luxembourg B 49.429.

ASSEMBLEE GENERALE EXTRAORDINAIRE

du 30 décembre 2010

numéro..... /2010

In the year two thousand and ten, on the thirtieth of December.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg.

Was held an Extraordinary General Meeting (the "General Meeting") of shareholders of IdB Holdings S.A. (the "Company"), R.C.S. Luxembourg B 49.429, a société anonyme having its registered office at 58, rue Charles Martel, L-2134 Luxembourg, incorporated under the name of INSINGER S.A. pursuant to a deed of Maître Alex Weber, notary residing in Bascharage, on November 30, 1994, published in the Mémorial C, Recueil des Sociétés et Associations n° 99 of March 10, 1995.

The Company's articles of incorporation have been amended several times and finally pursuant to a deed of the undersigned notary dated May 6, 2009, published in the Mémorial C, Recueil des Sociétés et Associations n° 1085 of May 29, 2009.

The meeting is chaired by Deman SMIT, with professional address at 56, rue Charles Martel, L-2134 Luxembourg,

The Chairman appoints as secretary Mrs Corinne PETIT, with professional address at L-1750 Luxembourg, 74, Avenue Victor Hugo.

The meeting elects as scrutineer Mr Raymond THILL, with professional address at L-1750 Luxembourg, 74, Avenue Victor Hugo.

The Chairman declared and requested the notary to state that:

I.- This General Meeting has been duly convened by registered mail sent to the shareholders on 8 December 2010.

The postal receipts of the registered mail postings are deposited on the desk of the bureau.

II.- It appears from an attendance list established and certified by the members of the bureau that out of the 9,931,915 shares in issue having a par value of EUR 2.- each, 5,891,893 shares representing 59,32% of the total number of shares issued are duly present or represented at this meeting so that the meeting is quorate and can validly decide on all items of the agenda, hereinafter reproduced.

The attendance list, signed by the shareholders present and/or the proxyholders of the shareholders represented and the members of the bureau shall remain attached together with the proxies to the present deed and shall be filed at the same time with the registration authorities.

III. - The agenda of the meeting comprises among others the following items which require the intervention of a notary:

1. To change the Company's status from a 1929 holding company to a société de participations financiers.

2. As a consequence of the first resolution, to amend article 3 of the Company's Articles of Incorporation accordingly.

After approval of the statement of the Chairman and having verified that it was regularly constituted, the General Meeting passes, after deliberation, the following resolutions by unanimous vote:

Resolution

The General Meeting resolves to change the Company's status from a 1929 holding company to a société de participations financiers.

As a consequence, article 3 of the Company's Articles of Incorporation should now read as follows:

"Article 3. Objects

The Company shall have as its business purpose the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind.

The Company shall not itself carry on directly any industrial activity or maintain a commercial establishment open to the public. The Company may however participate in the establishment and development of any financial, industrial or commercial enterprises and may render them any assistance by way of loan, guarantees or otherwise. The Company may borrow in any form and proceed to the issuance of ordinary or convertible bonds and debentures.

In general, it may take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose."

Nothing else being on the agenda, and nobody wishing to address the General Meeting, the meeting was closed

Whereof and in faith of which We, the undersigned notary, set our hand and seal in Luxembourg-City, on the day named at the beginning of this document.

The undersigned notary, who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English, followed by a French version; on request of the same appearing persons and in case of divergences between the English and the French text, the English version will prevail.

The document having been read to the appearing person, the said person appearing signed together with us, the notary, the present original deed.

Suit la traduction en français du texte qui précède
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L'an deux mille dix, le trente décembre.

Par-devant Nous, Maître Martine SCHAEFFER, notaire de résidence à Luxembourg.

S'est réunie l'Assemblée Générale Extraordinaire des actionnaires de IdB Holdings S.A., (la "Société"), R.C.S. Luxembourg B 49.429, une société anonyme ayant son siège social au 58, rue Charles Martel, L-2134 Luxembourg, constituée sous la dénomination de INSINGER S.A. suivant acte reçu par Maître Alex Weber, notaire de résidence à Bascharage, en date du 30 novembre 1994, publié au Mémorial C, Recueil des Sociétés et Associations n° 99 du 10 mars 1995.