

# **IdB Holdings S.A. (“the Company”)**

## **Notice to Shareholders - Annual General Meeting**

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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 24 May 2011 at 14.30 p.m. (CET)

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### *Agenda for Annual General Meeting*

#### Ordinary Business

1. To receive and adopt the directors' report and the report of the auditor for the financial year ended 31 December 2010.
2. To receive and adopt the stand-alone financial statements of the Company for the financial year ended 31 December 2010.
3. To receive and adopt the consolidated financial statements of the Company for the financial year ended 31 December 2010.
4. To approve the allocation of the results of the Company for the financial year ended 31 December 2010.
5. To grant a discharge to the directors in respect of the execution of their mandates to 31 December 2010.
6. To re-appoint the current directors for a new term ending at the Annual General Meeting in 2012.
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 2012.
8. To allocate an additional extraordinary fee of EUR 80,000 to the director Mr J.C. Jaakke for his contribution to the successful sale of the group's interest in Equity Trust Holdings S.à r.l.

#### Special Business (which resolutions require notarial involvement and the need to amend the Company's Articles)

9. Approval of the reduction of the ordinary share capital of the Company via the redemption and cancellation of 10,114 Ordinary Shares from the Company's indirect subsidiary, Insinger de Beaufort Investments Limited, at the average of the quotations at close of business on the five business days before the date of this meeting (as derived from the Euro MTF Market information of the Luxembourg Stock Exchange).

10. Amendment of article 5 of the Company's Articles of Incorporation to reflect the amendment which has been resolved upon pursuant to resolution 9 above.

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  
2 May 2011

Registered office  
58 rue Charles Martel  
L-2134 Luxembourg

#### Notes

- (1) Shareholders registered as such on 20 May 2011 after closing of the books are entitled to attend and cast votes at the 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.

Under the Articles of Incorporation of the Company, only 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](http://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 20 May 2011.
- (5) The Proxy is specially authorised to vote in favour of the items on the above agenda.
- (6) The resolutions contained under item 9 and 10 of the agenda will be validly taken if at least 50% of the issued shares (i.e. the outstanding Ordinary Shares) are present or represented and voted in favour of by at least two thirds of the Ordinary Shares so present or represented.
- (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](http://www.idbholdingssa.com) and on the website of the Luxembourg Stock Exchange [www.bourse.lu](http://www.bourse.lu).