

REPORT OF THE REVISEUR D'ENTREPRISES

**To the shareholders of FOTEX HOLDING SE, 75 Parc D'Activités, L-8308
CAPELLEN. G.D.- Luxembourg .**

Report on the annual accounts

Following our appointment by the General Assembly Meeting held on October 1st 2009 , we have audited the accompanying annual accounts of FOTEX HOLDING SE, which comprise the balance sheet as at December 31st 2009 and the profit and loss account for the period from January 1st 2009 to December 31st 2009, and a summary of significant accounting policies and other explanatory notes.

Board of directors responsibility for the annual accounts

The board of directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of annual accounts that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Responsibility of the réviseur d'entreprises

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted by the Institut des réviseurs d'entreprises. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgement of the réviseur d'entreprises, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the réviseur d'entreprises considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

We draw the attention to the fact that the company has moved its statutory seat from Hungary to G.D. Luxembourg as per June 3th 2009.

Separate intermediate accounts comprising a balance sheet as per June 3th 2009 and a profit and loss account for the period from January 1st 2009 to June 3th 2009 have been prepared and published in Hungary. These intermediate accounts have been audited by Ernst & Young Hungary, who have issued a un qualified opinion.

As a consequence our audit opinion is limited to the companies activities as from June 4th 2009 to December 31st 2009.

In our opinion, taking into account our remark mentioned before, the annual accounts give a true and fair view of the financial position of the FOTEX HOLDING SE as of December 31st 2009, and the results of its operations for the period from June 4th 2009 to December 31st 2009 then ended in accordance with the Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

Report on other legal and regulatory requirements

The management report, which is the responsibility of the board of directors, is consistent with the annual accounts.

Done at Strassen,
On April 15th 2010

Van Cauter-Snauwaert & Co Sàrl
Erik Snauwaert
Partner

A handwritten signature in blue ink, appearing to be 'Erik Snauwaert', written over a horizontal line.