

SHAREHOLDER'S CIRCULAR / EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FORTUNA ENTERTAINMENT GROUP N.V.

Shareholders and persons entitled to attend shareholders' meetings of Fortuna Entertainment Group N.V. (the "**Company**") are invited to the Annual General Meeting of Shareholders of the Company (the "**AGM**") to be held at the seat of the Company, i.e. at the address Strawinskylaan 809 WTC T.A/L 8, 1077 XX, Amsterdam, The Netherlands, on 25 May 2011, starting 12.00 p.m. (CET) and to take note of these explanatory notes to the agenda of the AGM.

Agenda for the Annual General Meeting

1. Opening
2. Annual Report 2010
3. Discussion and adoption of the 2010 annual accounts
4. Profit appropriation and dividend policy for 2010
5. Proposal of dividend payment for 2010
6. Appointment external auditor
7. Discharge of Managing Directors
8. Discharge of Supervisory Directors
9. Remuneration of Supervisory Directors
10. Board changes (Management Board)
11. Board changes (Supervisory Board)
12. Authorization of the Management Board (subject to approval of the Supervisory Board) to purchase shares in the Company's own capital and to alienate purchased shares in the Company's own capital
13. Corporate governance
14. Closing

This shareholder circular / explanatory notes includes facts and circumstances relevant to shareholders of the Company with respect to agenda items that require to be voted upon, such agenda items are marked with "*" .

Agenda item	Explanatory notes
Agenda item 1	Opening
Agenda item 2	<p>Annual Report</p> <p>The Annual Report 2010, including the Company's 2010 annual accounts, has been prepared in accordance with Dutch law and the relevant rules, laws and regulations relating to the trading of the Company's shares on the Prague Stock Exchange and Warsaw Stock Exchange. The Annual Report 2010 is published on the Company's website (www.fortunagroup.eu) and is available for inspection at the office of the Company and can be obtained from the Company upon request.</p> <p>This agenda item is for discussion purposes only and shall not be voted upon.</p>
Agenda item 3 *	<p>Discussion and adoption of the 2010 annual accounts</p> <p>It will be presented to the General Meeting a proposal to adopt the statutory financial statements of the Company for the financial year 2009 as drawn up by the Management Board and as approved by the Supervisory Board. The financial statements of the Company for the financial year 2009 were prepared under Dutch law by the Management Board and audited and provided with the unqualified auditor's report by Ernst & Young Accountants N.V.</p> <p>Further, it will be presented to the General Meeting to adopt the annual accounts for the 2010 financial year as drawn up by the Management Board and as approved by the Supervisory Board. The annual accounts for the 2010 financial year were prepared under Dutch law (using IFRS rules) by the Management Board and audited and provided with the unqualified auditor's report by Ernst & Young Accountants N.V., the Company's external auditor.</p> <p>It is proposed to the General Meeting to adopt the Company's financial statements of the Company for the financial year 2009 and to adopt the Company's annual accounts for the financial year 2010.</p>
Agenda item 4	<p>Profit appropriation and dividend policy for 2010</p> <p>The profit appropriation policy and dividend policy enables the Company to continuing growth while providing for a distribution of income to its shareholders.</p> <p>The dividend proposal is in accordance with the communicated dividend policy - the dividend payout ratio is 70 % - 100 % of the net profit from the continuing operations (consolidated accounts). The proposed dividend pay-out for 2010 represents approximately 90 % of the net profit from the continuing operations (consolidated accounts).</p> <p>The Management Board intends to recommend to the General Meeting a dividend declaration between 70 % and 100 % of the Company's net profit from the continuing operations (consolidated accounts) for the relevant year, after taking into account any circumstances that may have a negative impact on the Company's freely distributable reserves, including the Company's business prospects, future earnings, cash requirements, envisaged costs and expenses as well as expansion plans and provided that such dividend payment would not impair the capital structure of the Company.</p> <p>This agenda item is for discussion purposes only and shall not be voted upon.</p>
Agenda item 5 *	<p>Proposal of dividend payment for 2010</p> <p>It is proposed to the General Meeting to effect gross dividend payments of EUR 0.30 in cash per share with a nominal value of one eurocent (EUR 0.01) for the financial year 2010. The dividend record date will be June 8, 2011. On June 6, 2011, the shares will be listed ex-dividend. Actual payment of dividend shall occur ultimately on June 24, 2011.</p>

Agenda item	Explanatory notes												
Agenda item 6 *	<p>Appointment external auditor</p> <p>A proposal will be presented to the General Meeting, in accordance with the advice of the Audit Committee, to appoint Ernst & Young Accountants N.V. as the external auditor of the Company, for the financial year 2011.</p> <p>It is proposed to the General Meeting to appoint Ernst & Young Accountants N.V. as the external auditor of the Company, for the financial year 2011.</p>												
Agenda item 7 *	<p>Discharge of Managing Directors</p> <p>It is proposed that the General Meeting grants full discharge to each of the members of the Management Board for the performance of his management during the 2010 financial year.</p>												
Agenda item 8 *	<p>Discharge of Supervisory Directors</p> <p>It is proposed that the General Meeting grants full discharge to each of the members of the Supervisory Board for the performance of his supervision during the 2010 financial year.</p>												
Agenda item 9 *	<p>Remuneration of Supervisory Directors</p> <p>No remuneration over 2010 was granted to members of the Supervisory Board. In view of the amount of time spent annually by the members of the Supervisory Board a proposal will be presented to the General Meeting to determine the annual remuneration (starting from the beginning of 2011) of each member of the Supervisory Board as follows:</p> <table><tr><td>Mr. Jozef Janov</td><td>EUR</td><td>1,200</td></tr><tr><td>Mr. Václav Brož</td><td>EUR</td><td>1,200</td></tr><tr><td>Mr. Martin Kúšik:</td><td>EUR</td><td>1,200</td></tr><tr><td>Mr. Michal Horáček:</td><td>EUR</td><td>20,000</td></tr></table> <p>Above-mentioned amounts are in accordance with the respective service agreements of the relevant members of the Supervisory Board as entered into with the Company.</p> <p>It is proposed to adopt the remuneration (starting from the beginning of 2011) of each member of the Supervisory Board as mentioned above.</p>	Mr. Jozef Janov	EUR	1,200	Mr. Václav Brož	EUR	1,200	Mr. Martin Kúšik:	EUR	1,200	Mr. Michal Horáček:	EUR	20,000
Mr. Jozef Janov	EUR	1,200											
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Mr. Martin Kúšik:	EUR	1,200											
Mr. Michal Horáček:	EUR	20,000											
Agenda item 10 *	<p>Board changes (Management Board)</p> <p>A proposal is presented to the General Meeting to appoint a new member to the Management Board for a period of four (4) years in accordance with the articles of association of the Company, which appointment shall be effective as at 25 May 2011. The details of the new member to the Management Board will be posted on the Company's website shortly (till 30 April 2011 at latest).</p>												
Agenda item 11 *	<p>Board changes (Supervisory Board)</p> <p>A proposal is presented to the General Meeting to appoint a new member to the Supervisory Board for a period of four (4) years in accordance with the articles of association of the Company, which appointment shall be effective as at 25 May 2011. The details of the new member to the Supervisory Board will be posted on the Company's website shortly (till 30 April 2011 at latest).</p>												
Agenda item 12 *	<p>Authorization of the Management Board (subject to approval of the Supervisory Board) to purchase shares in the Company's own capital and to alienate purchased shares in the Company's own capital</p> <p>A proposal will be presented to the General Meeting to authorize the Management Board, subject to the approval of the Supervisory Board, for a period of eighteen months as of May 25, 2011 to purchase fully paid-up shares in the Company's own capital on the stock exchange or otherwise for valuable consideration and to alienate shares in the Company's own capital, which shares were repurchased by the Company whether before or after May 25, 2011, for purposes of stock option plans and</p>												

Agenda item	Explanatory notes
	<p>other general corporate purposes. The aforesaid authorization pertains to the maximum number that the Company may acquire pursuant to the law and the articles of association of the Company as of the date of acquisition, in which respect the price must be between the amount equal to the nominal value of these shares and the amount equal to hundred and ten percent (110 %) of the average quotation of the listed shares on the stock exchange maintained by the Warsaw Stock Exchange and the Prague Stock Exchange of the past five days before the purchase.</p>
Agenda item 13	<p>Corporate governance</p> <p>The Company is committed to maintaining high standards of corporate governance throughout its Group. As a company registered in the Netherlands, and listed in the Czech Republic and Poland, the Company has established a corporate governance framework, which takes into account international best practice requirements. The Management Board and Supervisory Board of the Company have adopted a corporate governance policy based primarily on the Dutch Corporate Governance Code. The policy also complies with the spirit of the substantive requirements of codes in the Czech Republic and Poland. The Annual Report 2010 includes a detailed section on corporate governance, including a report on compliance with the corporate governance regulations and best practice codes applicable in the jurisdictions relevant for the Company. Shareholders will be given the opportunity to ask questions regarding the Annual Report 2010 and Company's corporate governance.</p> <p>This agenda item is for discussion purposes only and shall not be voted upon.</p>
Agenda item 14	Closing

Amsterdam, 12 April 2011.

Management Board and Supervisory Board
Fortuna Entertainment Group N.V.