

**This document and the accompanying explanatory notes are important and require your immediate attention.**

## **NOTICE 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 2012, starting 12.00 p.m. (CET).

### **Agenda for the AGM**

1. Opening
2. Annual Report 2011
3. Discussion and adoption of the 2011 annual accounts
4. Proposal of dividend payment for 2011
5. Appointment external auditor
6. Discharge of Managing Directors
7. Discharge of Supervisory Directors
8. Remuneration of Supervisory Directors
9. Board changes (Management Board)
10. Board changes (Supervisory Board)
11. 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
12. Closing

The Management Board of the Company consider that the proposals described in this notice are in the best interests of the Company as a whole, and unanimously recommend shareholders vote in favour of the resolutions.

## **Documents**

The agenda, the explanatory notes to the agenda and the Company's Annual Report (including the 2011 annual accounts) can be found on the Company's website ([www.fortunagroup.eu](http://www.fortunagroup.eu)) and are also available for review at the Company's offices at Strawinskylaan 809, 1077 XX Amsterdam, The Netherlands.

## **Attending the AGM / Voting instructions**

### **Registered shareholders**

With respect to holders of registered shares, the sub-register will be the shareholders' register of the Company, as maintained by it. Holders of registered shares (and other persons/entities entitled to attend the AGM) who wish to attend the AGM must inform the Company's Management Board thereof in writing at the latest on May 21, 2012.

### **Beneficial holders of shares listed on the Warsaw Stock Exchange or the Prague Stock Exchange ("Listed Shares")**

Beneficial holders of Listed Shares who wish to (i) exercise voting rights in writing, (ii) attend the AGM and exercise voting rights in person, or (iii) authorize another person to attend the AGM and to exercise voting rights on their behalf, are requested to contact the bank or broker through which they hold their Listed Shares. Such bank or broker will provide the beneficial holder of Listed Shares with additional information and the appropriate form(s). Please complete, sign and return the form(s) in accordance with the instructions specified thereon. The recipient institution will arrange that the forms and/or the information included therein, as required, will be received by the Company by no later than 16:00 (CET) on May 21, 2012.

### **Requirements to vote / Registration Date**

The Company has set a registration date for registered shares at 23:59 (CET) on 27 April 2012. Shareholders who are registered at the registration date in the Company's shareholder register will be entitled to vote the number of shares held at the registration date. The Company does not require the blocking of shares in order to vote at the AGM.

The Company has ascertained that the same date, i.e. 23:59 (CET) on 27 of April 2012, is also applicable as the notional registration date for beneficial holders of Listed Shares, in accordance with the internal rules, policies and practices of the depositary(s), custodian(s), broker(s), nominee(s) or clearing system(s) through which they hold Listed Shares. Beneficial holders of Listed Shares may have their accounts blocked when they vote, depending on the internal rules, policies and practices of the custodian(s), broker(s), nominee(s) or clearing system(s) through which they hold Listed Shares. Beneficial holders of Listed Shares who acquire their beneficial holdings or holdings after the notional registration date will not be able to exercise voting rights.

### **Identification**

Persons/entities, entitled to attend the AGM, can be requested to show proof of identity prior to admission to the AGM. We therefore request those persons / entities to bring valid identification.

### **Registration of Admittance**

Registration of admittance will take place on May 25, 2012 from 11.00 a.m. to 11.55 a.m., before commencement of the AGM. It will not be possible to register after that time.

If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate authorized independent professional adviser.

If you have sold or transferred all your shares in the Company please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Amsterdam, 13<sup>th</sup> April 2012

The Board of Managing Directors  
Fortuna Entertainment Group N.V.