

MINUTES

of the extraordinary general meeting of shareholders of **Engel East Europe N.V.**, a public company (*naamloze vennootschap*), having its registered seat (*statutaire zetel*) in Amsterdam, Rapenburgerstraat 204, 1011 MN Amsterdam, NV-number 1.132.679 and registered with the Commercial Register under number 34.138.775,

hereafter to be referred as "**Company**",

held this 17th day of August, 2009

Ms. Adi Ron is appointed Chairman by the general meeting of shareholders.

The Chairman appoints Mr. Maayan Wijler as secretary of this meeting.

The Chairman states:

- The shareholders present at this meeting represent 64,934,428 shares - which are 73.98% of the entire issued capital of the Company – each share carrying one vote;
- The Chairman confirms that the meetings had been duly notified and therefore binding decisions can be taken in this meeting

Agenda:

Item 1: Opening

Item 2: Proposal

The Chairman noted that the purpose of the Meeting was:

1. Approval of the nomination of Mr. Micha Shkedi as a Managing Director B of the Company.


Item 3: Adoption of Resolution

The following RESOLUTION was adopted by a unanimous vote of the votes represented at the meeting, namely that:

1. Approval of the nomination of Mr. Micha Shkedi as a Managing Director B of the Company.

Item 4: Closing

As there are no further discussing points, the Chairman closes the meeting.


Chairman


Secretary