

# Minutes of the General Shareholders' Meeting

of  
**BKN International AG,**  
HRB 32514

in Cologne, on Thursday

**15<sup>th</sup> March 2001**

Today, 15<sup>th</sup> March, 2001, I, Konrad Adenauer, Notary Public for the Supreme Court of Cologne, with my residence in Cologne, attended KOMED, (Communications and Media Centre in Media Park, Cologne), the Komed Saal, in Media Park No. 7, in 50670 Cologne, at 10:00am, to take the Minutes of the Annual General Shareholders' Meeting of BKN International AG, registered with the Administrative Court of Cologne under trade register number HRB 32514, located in Cologne, (hereafter referred to as the Company) at the request of the Management Board of the Company.

The following documents the Minutes of this Meeting:

Present:

1. from the Supervisory Board, consisting of
  - a. Mr Dennis Fogarty, Westport, Connecticut, USA, Chairman,
  - b. Professor Dr. Hanns-Christian Salger, Frankfurt, Deputy Chairman,
  - c. Mr Florian Weischer, Hamburg,
  - d. Mr Henk Borst, Bergen, the Netherlands,
  - e. Mr Joseph Kling, Kent, USA,

were all those named in a), b), d) and e) above;

2. from the Management Board, consisting of
  - a. Mr Allen J. Bohbot, New York, USA,
  - b. Ms Nadia Nardonnet, Vaucresson, France,
  - c. Mr Mark Riese, London, UK,

were all those named in a) to c) above;

3. as guests were Mssrs Sander Schwartz, Businessman Encino, California, USA, and Michael Edward Schlagman, London, Great Britain;

4. were all those shareholders and shareholders' representatives, as listed in attached the List of Attendees, who are eligible to attend the AGM and to exercise their voting rights in accordance with the Articles of Incorporation and the invitation and who in proper form provided this evidence.

The Deputy Chairman of the Supervisory Board, Professor Dr. Hanns-Christian Salger, opened the meeting at 10:13 am and took the Chair of the AGM. He explained that in accordance with §16 of the Articles of Incorporation the Supervisory Board had requested him to Chair today's Meeting.

He then welcomed all present and introduced the members of the Supervisory and Management Boards. He asked that the presence of Supervisory Board member, Mr Florian Weischer, be excused.

Following the welcome and the introduction the Chairman produced to the meeting, and to the Notary present, the following excerpt Number 25 from the Federal Gazette dated 6<sup>th</sup> February 2001, page 1732, convening today's AGM and giving public notice of the same:

**BKN International AG  
Cologne**

**ID No. ISIN DE0005290704**

**Invitation to the General Shareholders' Meeting**

We invite our shareholders to the

**ordinary general shareholders' meeting**

on

**Thursday, 15<sup>th</sup> March 2001, at 10:00 a.m.**

taking place in

KOMED (the Communications and Media Centre in Media Park Cologne),  
in the Komed Saal, Media Park 7, 50670 Cologne

**I. Agenda**

**1. Presentation of the approved audited stand-alone and consolidated financial statements and management report for the financial year ending 30<sup>th</sup> September 2000 (being a shortened financial year from 01 December, 1999 to 30 September 2000), the report of the Supervisory Board for the shortened financial year 1999/2000 as well as the pro forma consolidated profit and loss statement and the pro form cash flow statement both for the 12 month period ending 30 November 2000.**

**2. Resolution on the ratification of Management Board actions for the shortened financial year 1999/2000**

The Management Board and the Supervisory Board recommends that the actions of the Management Board for the shortened financial year 1999/ 2000 be ratified.

**3. Resolution on the ratification of Supervisory Board actions for the shortened financial year 1999/ 2000.**

The Management Board and the Supervisory Board recommends that the actions of the Supervisory Board for the shortened financial year 1999/ 2000 be ratified.

**4. Remuneration for Supervisory Board Members**

The Management Board and the Supervisory Board recommends for approval that, in addition to compensation for their expenses incurred, each member of the Supervisory Board receives remuneration of €10,000.00 for the shortened financial year 1999/ 2000 and that the Chairman of the Supervisory Board receive twice this amount. Those Supervisory Board Members who resigned their positions during the shortened 1999/ 2000 financial year shall in turn receive the amount proportionate to their length of service.

**5. Election of new Supervisory Board Members**

At the end of the Meeting on 15<sup>th</sup> March, 2001 the term of office of the Company's first Supervisory Board shall also end. According to §§ 95, 96 para.1 of the Stock Corporation Act, the Supervisory Board consists of shareholders' representatives.

The Supervisory Board proposes to elect the following gentlemen as Supervisory Board members:

Mr Henk Borst, Businessman, Bergen, the Netherlands. Mr Borst is neither a member of another supervisory board nor does he hold a membership in a comparable domestic or foreign supervision authority within the meaning of §125, para 1, sentence 3 of the Stock Corporation Act.

Mr Dennis Fogarty, Businessman, Westport, Connecticut, USA. Mr Fogarty is neither a member of another supervisory board nor does he hold a membership in a comparable domestic or foreign supervision authority within the meaning of §125, para 1, sentence 3 of the Stock Corporation Act.

Mr Joseph Kling, Businessman, of Kent, Connecticut, USA. Mr Kling is a member of the Board of Directors of Russ Berrie & Co.

Professor Dr. Hanns-Christian Salger, Solicitor, of Frankfurt am Main. Professor Dr Salger is Chairman of the Supervisory Board of UNION Vermögensverwaltungs AG.

Mr Sander Schwartz, Businessman, of Encino, California, USA. Mr Schwartz is neither a member of another supervisory board nor does he hold a membership in a comparable domestic or foreign supervision authority within the meaning of §125, para 1, sentence 3 of the Stock Corporation Act.

Mr Michael Edward Schlagman, Media/ Programming Executive, of London, Great Britain. Mr Schlagman is a Member of the Board of Directors of Schlagman Media Ltd and Brilliant Television Ltd.

The shareholders' Meeting is not bound to the above nominations.

## **6. Resolution on appointment of the auditors for the financial year 2000/2001**

The Supervisory Board recommends that Arthur Andersen Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft mbH of Cologne be appointed as auditors for the financial year 2000/2001.

## **7. Amendment to the Articles of Incorporation: Resolution with respect to the compensation of Supervisory Board Members and the internal order of the Supervisory Board.**

The Management Board and the Supervisory Board recommends the following for approval:

§ 11 para 4 of the Articles of Incorporation shall be supplemented by the addition of the following sentence;

"In the event of a tie of the votes the Chairman's vote will govern, this applies also to elections."

§ 13 para 1 of the Articles of Incorporation shall be amended as follows:

"Members of the Supervisory Board shall receive, in addition to compensation of incurred expenses, and including any value added tax payable in connection with their activity as

Supervisory Board members, a fixed annual remuneration of Euro 15,000.00. The Chairman shall receive twice that amount.”

#### **8. Resolution to acquire own shares**

The Management Board and the Supervisory Board recommends the following for approval:

The Company shall be authorised until 15<sup>th</sup> September, 2002 to acquire shares in the Company up to 10% of the share capital. The counter value paid by the company (excluding transaction costs) may not exceed or remain under 5% of the stock price. The relevant stock price is the average of the closing price in the Xetra System (or a functionally comparable successor system) in the 5 trading days prior the acquisition date. The authorisation may be exercised in one lump sum or in several partial instalments.

The Management Board is authorised to redeem the company's own shares without a further resolution of the shareholders' meeting.

### **III. Participation in the General Shareholders' Meeting**

Shareholders are entitled to participate in the shareholders' Meeting and exercise their voting rights must, in accordance with §14(4) of the Articles of Incorporation, deposit their share certificates with the company or with the following named depository at the latest on the fifth working day before the day of the shareholders' Meeting, namely Thursday, 8<sup>th</sup> March, 2001, and leave them there until after the end of the shareholders' Meeting. The deposit shall also be considered validly effected if the share certificates are held in a safe deposit with another credit institute until after the end of the shareholders' Meeting, provided the following named depository has consented to this.

The depository is Bayerische Hypo- und Vereinsbank Aktiengesellschaft, Arabellastr. 12, 81925 Munich.

The deposit can also be effected with a German Notary Public or with a central depository for securities. In this case, the confirmation sheet to be provided by the Notary Public or the central depository for securities must to be submitted to the Company or the depository one day after the last possible day of deposit, namely Friday, 9<sup>th</sup> March, 2001, at the latest.

A shareholder may exercise his/her voting right at the shareholders' Meeting via an authorized representative, e.g. the bank holding the deposit, a shareholders' association or another person of his choice.

Cologne, this 31<sup>st</sup> day of January, 2001

BKN International AG  
The Management Board

The publication of this notification, which also serves as the Agenda for today, invited the shareholders to today's Annual General Shareholders' Meeting.

A copy of this public notification from the above-named edition of the Federal Gazette was available for viewing throughout the entire Meeting. The Chairman confirmed that the convening of the Meeting occurred within due time and in correct form and further that the Meeting was

convened in accordance with the Company's Articles of Incorporation. No objections were raised to this point.

The Chairman then confirmed that no counter proposals or recommendations had been received to any of the Agenda Items.

The Chairman further confirmed that the Company had, in due time, passed onto the shareholders, by way of their depository banks or shareholder groups, the invitation containing the Agenda and recommended proposals for today's Meeting.

He referred to the table where the request for leave to speak was to be recorded and to § 16 of the Articles of Incorporation whereby he, with the Supervisory Board's approval, held the Chair for the Meeting.

The Chairman declared that he would sign the list of all shareholders present and provide this to be viewed before voting on the first point commenced. The Chairman explained that a shareholder would be deemed to be present when he/she was in the room in which the meeting was taking place. This room was the exclusive area for today's meeting and was where the voting would take place. It was only possible to exercise voting rights within this room. He advised that those shareholders or shareholders' representatives who arrived late or wished to leave before the end of the Meeting and had not provided someone else with a power of attorney would be recorded in, or deleted from, the list of attendees. To this end he would have a later list of attendees prepared and signed and before every vote this would be announced and be made available for viewing.

Finally the Chairman advised shareholders how they were to behave should they wish to leave the room before the end of the meeting, either temporarily or permanently, and respectfully requested they abide by such procedure.

The Chairman explained that voting would be by way of voting card and that the results of voting would be determined using the subtraction method whereby the „no“ votes and the „abstain“ votes would be subtracted from the number present and entitled to vote. The Chairman then explained the voting procedure in more detail stating that only the “no” votes and the “abstain” votes would be counted. Then the “abstain” votes would be subtracted from the total number of votes present, and entitled to vote, which would give the total number of votes exercised to a given Agenda item. The number of “no” votes would then be subtracted from this number giving the number of “yes” votes. He requested all shareholders who wished to vote “no”, or to “abstain”, to noticeably raise their hands and, when the microphone was brought around to them, to state their voting card number together with the number of exercisable votes. The Chairman reiterated that it was only possible to vote in this room (Hohenzollern A).

No objection was raised to the proposed method of voting.

Nevertheless the Chairman reserved the right to change to another method of voting should this be necessary.

The Chairman advised that the debate to all items on the Agenda would take the form of a general debate before voting on the individual Agenda items took place. All shareholders or shareholders representatives who wished to speak were requested to register this at the speaker's table. The Supervisory Board and the Management Board would answer all questions. As soon as all questions were answered and no-one else wished to speak the general debate would be closed and the voting would commence. The Chairman respectfully requested that shareholders comply with the described speaking procedure.

Finally the Chairman signed the List of Attendees and made the same available for viewing. Based on the List of Attendees he asserted that from a total of 7,696,965 shares representing a total share capital of Euro 7,696,965.00, 4,021,411 shares, representing Euro 4,021,411.00 of the total share capital, and therefore 4,021,411 voting rights (= 52.247%) were represented at the Meeting.

The Members of the Management explained the approved audited stand-alone and consolidated financial statements and management report for the financial year ending 30<sup>th</sup> September 2000 (being a shortened financial year from 01 December, 1999 to 30 September 2000), the report of the Supervisory Board for the shortened financial year 1999/2000 as well as the pro forma consolidated profit and loss statement and the pro form cash flow statement both for the 12 month period ending 30 November 2000

At this point the Chairman opened the general debate to all Agenda Items and gave all shareholders and shareholders' representatives present the opportunity to put questions or seek information from the Management Board or the Supervisory Board as in the above described manner.

Then the Chairman read all items on the Agenda, explained these and advised that all those documents referred to in Agenda Item #1 had been made available to all shareholders. Copies of the said documents had been available for viewing in the Company's offices, lay available for viewing during the shareholders' Meeting and furthermore, additional copies would be made available by the Management should any shareholder require this. Moreover, a copy of the said documentation would be attached as an Exhibit to the Minutes of today's Meeting.

No objection was raised.

The stand-alone accounts had been audited and had received an unqualified auditors' opinion. The Supervisory Board had also reviewed the financial statements and approved the same, therefore the Chairman concluded that the financial statements had been approved in accordance with § 172 of the Stock Corporation Act.

No objection was raised.

The Deputy Chairman, Professor Dr. Hanns-Christian Salger, the Chairman of the Management Board, Mr Allen Bohbot, and Management Board Members, Ms Nadia Nardonnet and Mr Mark Riese, answered questions and requests for information put by the shareholders and shareholders' representatives. Finally the Chairman asked whether any one else wished to speak, whether all questions and all requests for information had been answered or whether further answers were desired in respect of a certain matter. No requests of this sort were voiced.

At this point the Agenda items were dealt with as follows:

#### **AGENDA ITEM 1:**

**Presentation of the audited stand-alone and consolidated financial statements and management report for the financial year ending 30<sup>th</sup> September 2000 (being a shortened financial year from 01 December, 1999 to 30 September 2000), the report of the Supervisory Board for the shortened financial year 1999/2000 as well as the pro forma consolidated profit and loss statement and the pro form cash flow statement both for the 12 month period ending 30 November 2000.**

The Chairman asserted that the debate in respect of Agenda Item 1 had been concluded with the general debate. He asserted that the presence was now 4,021,481 shares representing

4,021,481 votes. This equated to EURO 4,021,481.00 (= 52.248%). The presence did not change again until the Meeting was closed. The Chairman signed the amendment to the List of Attendees and made the same available for viewing.

No motion to pass a resolution in respect of Agenda Item 1 was put.

#### **AGENDA ITEM 2:**

##### **Resolution to ratify the actions of the Management Board for the shortened financial year 1999/ 2000**

The Chairman advised that the Management Board and Supervisory Board recommends the actions of the Management Board for the financial year 1999/ 2000 be ratified. At this point he referred to § 136 para 1 of the Stock Corporation Act and advised that appropriate measures had been undertaken to comply with the same.

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #2 was closed.

The Chairman then advised that he wished to combine the voting to Agenda Item #2 with the voting on Agenda Item #3. No objection was raised to this suggestion.

#### **AGENDA ITEM 3:**

##### **Resolution to ratify the actions of the Supervisory Board for the shortened financial year 1999/ 2000**

The Chairman advised that the Management Board and Supervisory Board recommends the actions of the Supervisory Board for the shortened financial year 1999/ 2000 be ratified. At this point he again mentioned the regulations in § 136 para 1 of the Stock Corporation Act and advised that appropriate measures had been undertaken to comply with the same.

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #3 was closed.

The Chairman then put the recommendations in Agenda Item #2 and Agenda Item #3 to the vote.

The Chairman requested all those shareholders and shareholders' representatives who were against this recommendation to exercise their votes.

Zero "no" votes were recorded.

Then the Chairman requested all those shareholders and shareholders' representatives who wished to "abstain" from voting on this item to exercise their votes.

Zero "abstain" votes were recorded.

Therewith, using the subtraction method, 4,021,481 “yes” votes, zero “no” votes and zero “abstain” votes were recorded in favour of the recommendations put by the Management Board and Supervisory Board.

The Chairman notified the meeting of the voting results to Agenda Items #2 and #3 and concluded accordingly that the actions of Members of the Management Board and Supervisory Board for the shortened financial year 1999/ 2000 were ratified.

No objection was filed against this resolution.

**AGENDA ITEM 4:  
Remuneration for Supervisory Board Members**

The Chairman reiterated the recommendation put by the Management Board and the Supervisory Board that, in addition to compensation for their expenses incurred, each member of the Supervisory Board receives remuneration of €10,000.00 for the shortened financial year 1999/ 2000 and that the Chairman of the Supervisory Board receive twice this amount. Those Supervisory Board Members who resigned their positions during the shortened 1999/ 2000 financial year shall in turn receive the amount proportionate to their length of service.

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #4 was closed.

The Chairman then put the recommendation in Agenda Item #4 to the vote.

The Chairman requested all those shareholders and shareholders’ representatives who were against this recommendation to exercise their votes.

100 “no” votes were recorded.

Then the Chairman requested all those shareholders and shareholders’ representatives who wished to “abstain” from voting on this item to exercise their votes.

Zero “abstain” votes were recorded.

Therewith, using the subtraction method, 4,021,381 “yes” votes, 100 “no” votes and zero “abstain” votes were recorded in favour of the recommendations put by the Management Board and Supervisory Board.

The Chairman notified the meeting of the voting results to Agenda Item #4 and advised accordingly that the remuneration of the Supervisory Board Members had been approved.

No objection was filed against this resolution.

**AGENDA ITEM 5:  
Election of new Supervisory Board members**

The Chairman advised that at the end of the ordinary general shareholders’ Meeting on 15<sup>th</sup> March, 2001 the term of office of the Company’s first Supervisory Board would also end.

According to §§ 95, 96 para.1 of the Stock Corporation Act, the Supervisory Board consists of shareholders' representatives.

The Supervisory Board proposes to elect the following gentlemen as Supervisory Board members:

Mr Henk Borst, Businessman, Bergen, the Netherlands. Mr Borst is neither a member of another supervisory board nor does he hold a membership in a comparable domestic or foreign supervision authority within the meaning of §125, para 1, sentence 3 of the Stock Corporation Act.

Mr Dennis Fogarty, Businessman, Westport, Connecticut, USA. Mr Fogarty is neither a member of another supervisory board nor does he hold a membership in a comparable domestic or foreign supervision authority within the meaning of §125, para 1, sentence 3 of the Stock Corporation Act.

Mr Joseph Kling, Businessman, of Kent, Connecticut, USA. Mr Kling is a member of the Board of Directors of Russ Berrie & Co.

Professor Dr. Hanns-Christian Salger, Solicitor, of Frankfurt am Main. Professor Dr Salger is Chairman of the Supervisory Board of UNION Vermögensverwaltungs AG.

Mr Sander Schwartz, Businessman, of Encino, California, USA. Mr Schwartz is neither a member of another supervisory board nor does he hold a membership in a comparable domestic or foreign supervision authority within the meaning of §125, para 1, sentence 3 of the Stock Corporation Act.

Mr Michael Edward Schlagman, Media/ Programming Executive, of London, Great Britain. Mr Schlagman is a Member of the Board of Directors of Schlagman Media Ltd and Brilliant Television Ltd.

The Chairman advised the Meeting that it was not bound to the above nominations. and further that the candidates had voiced their acceptance should they be elected to these positions. All candidates were present and were introduced.

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #5 was closed and that no further nominations to the Supervisory Board positions had been received.

This recommendation was then put to the vote.

The Chairman requested all those shareholders and shareholders' representatives who were against this recommendation to exercise their votes.

Zero "no" votes were recorded.

Then the Chairman requested all those shareholders and shareholders' representatives who wished to "abstain" from voting on this item to exercise their votes.

Zero "abstain" votes were recorded.

Therewith, using the subtraction method, 4,021,481 “yes” votes, zero “no” votes and zero “abstain” votes were recorded.

The Chairman notified the meeting of the voting results to Agenda Item #5 and concluded accordingly that each of the six gentlemen recommended by the Supervisory Board had been successfully elected to the Supervisory Board. Each of the gentlemen stated that he would accept the election and position on the Supervisory Board.

No objection was filed against this resolution.

#### **AGENDA ITEM 6:**

##### **The appointment of the Company auditors for the financial year 2000/2001.**

The Chairman advised that the Supervisory Board recommends the election of Arthur Andersen Wirtschaftsprüfungsgesellschaft Steuerberatergesellschaft, Cologne, as the Company’s auditors for the 2000/ 2001 financial year.

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #6 was closed.

This recommendation was then put to the vote.

The Chairman requested all those shareholders and shareholders’ representatives who were against this recommendation to exercise their votes.

Zero “no” votes were recorded.

Then the Chairman requested all those shareholders and shareholders’ representatives who wished to “abstain” from voting on this item to exercise their votes.

Zero “abstain” votes were recorded.

Therewith, using the subtraction method, 4,021,481 “yes” votes, zero “no” votes and zero “abstain” votes were recorded.

The Chairman notified the meeting of the voting results to Agenda Item #6 and concluded accordingly that the recommended auditors had been elected.

No objection was filed against this resolution.

#### **AGENDA ITEM 7:**

##### **Amendment to the Articles of Incorporation: Resolution with respect to the compensation of Supervisory Board Members and the internal order of the Supervisory Board.**

The Chairman advised the following as Management’s recommendation:

The Management Board and the Supervisory Board recommends the following for approval:

§ 11 para 4 of the Articles of Incorporation shall be supplemented by the addition of the following sentence;

“In the event of a tie of the votes the Chairman's vote will govern, this applies also to elections.”

§ 13 para 1 of the Articles of Incorporation shall be amended as follows:

“Members of the Supervisory Board shall receive, in addition to compensation of incurred expenses, and including any value added tax payable in connection with their activity as Supervisory Board members, a fixed annual remuneration of Euro 15,000.00. The Chairman shall receive twice that amount.”

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #7 was closed.

This recommendation was then put to the vote.

The Chairman requested all those shareholders and shareholders' representatives who were against this recommendation to exercise their votes.

Zero “no” votes were recorded.

Then the Chairman requested all those shareholders and shareholders' representatives who wished to “abstain” from voting on this item to exercise their votes.

Zero “abstain” votes were recorded.

Therewith, using the subtraction method, 4,021,481 “yes” votes, zero “no” votes and zero “abstain” votes were recorded.

The Chairman notified the meeting of the voting results to Agenda Item #7 and concluded that therewith the necessary three-quarter majority had been reached and the Articles of Incorporation would be amended accordingly.

No objection was filed against this resolution.

#### **AGENDA ITEM 8: Authorisation to acquire own shares**

The Chairman advised the following as Management's recommendation:

The Management Board and Supervisory Board recommend that the following proposal be approved;

The Company shall be authorised until 15<sup>th</sup> September, 2002 to acquire shares in the Company up to 10% of the share capital. The counter value paid by the company (excluding transaction costs) may not exceed or remain under 5% of the stock price. The relevant stock price is the average of the closing price in the Xetra System (or a functionally comparable successor system) in the 5 trading days prior the acquisition

date. The authorisation may be exercised in one lump sum or in several partial instalments.

The Management Board is authorised to redeem the company's own shares without a further resolution of the shareholders' meeting.

The Chairman asked whether anyone wished to speak to this point and whether, in the course of the general debate, the questions in relation to this Agenda Item and any further information in respect of the same had been provided and if not, whether any further questions were to be answered or any further information was needed to be provided. No questions or comments were voiced. Therefore the Chairman asserted that the debate to Agenda Item #8 was closed.

This recommendation was then put to the vote.

The Chairman requested all those shareholders and shareholders' representatives who were against this recommendation to exercise their votes.

Zero "no" votes were recorded.

Then the Chairman requested all those shareholders and shareholders' representatives who wished to "abstain" from voting on this item to exercise their votes.

Zero "abstain" votes were recorded.

Therewith, using the subtraction method, 4,021,481 "yes" votes, 150 "no" votes and zero "abstain" votes were recorded.

The Chairman notified the meeting of the voting results to Agenda Item #8 and concluded that the proposed resolution had been passed.

No objection was filed against this resolution.

The Chairman asked if anyone wished to speak and whether, in the course of the general debate, all questions and/ or information sought by a shareholder or shareholders' representative in relation to any matter on the Agenda had been answered or provided and, if not, whether any further questions or information were sought. No questions or comments were voiced.

The Chairman declared that the business on the Agenda for today's Annual General Shareholders' Meeting was hereby concluded. After farewelling the attendees he declared the Meeting closed at 12:07 pm.

These original Minutes of this Meeting were recorded by me, with my own hand, and have been signed by me as Notary Public:

Cologne, on this 15<sup>th</sup> day of March, 2001

\_\_\_\_\_  
(Adenauer) Notary Public

## List of Attendees

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 10:19 am on 15<sup>th</sup> March, 2001**

I hereby certify that at today's ordinary general shareholders' Meeting the following shares and voting rights were present.

From a total share capital, authorised and entitled to vote, of

Euro 7,696,965.00

4,021,411 shares

with corresponding voting rights of 4,021,411,

nominally Euro 4,021,411.00,

or 52.247% of the total share capital,

were represented at today's Meeting.

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## 1. Amended List of Attendees

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 11:50 am on 15<sup>th</sup> March, 2001**

I hereby certify that at today's ordinary general shareholders' Meeting the following shares and voting rights were present.

From a total share capital, authorised and entitled to vote, of

Euro 7,696,965.00

4,021,481 shares

with corresponding voting rights of 4,021,481,

nominally Euro 4,021,481.00,

or 52.248% of the total share capital,

were represented at today's Meeting.

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 11:54 am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 2,

“Ratification of the Actions of the Management Board  
for the shortened financial year 1999/2000”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,481 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**100.0000 % Yes votes**

**0.0000 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 11:54 am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 3,

“Ratification of the Actions of the Supervisory Board  
for the shortened financial year 1999/2000”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,481 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**100.0000 % Yes votes**

**0.0000 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 11:56 am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 4,

“Remuneration for Supervisory Board Members”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,381 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**99.9975 % Yes votes**

**0.0025 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 12:01am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 5,

“Election of Supervisory Board Members”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,481 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**100.0000 % Yes votes**

**0.0000 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 12:03am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 6,

“Resolution on appointment of the auditors for the financial year 2000/2001”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,481 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**100.0000 % Yes votes**

**0.0000 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 12:04am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 7,

“Amendment to the Articles of Incorporation:  
Resolution with respect to the compensation of Supervisory Board Members  
and the internal order of the Supervisory Board”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,481 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**100.0000 % Yes votes**

**0.0000 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public

## Voting Results

Ordinary General Shareholders' Meeting

BKN International AG  
on 15<sup>th</sup> March, 2001 in Cologne,

**fixed as at 12:05am on 15<sup>th</sup> March, 2001**

At the time of voting on Agenda Item 8,

“Resolution to acquire own shares”

there were a total of 4,021,481 votes present.

I hereby certify that Management's recommendation received the necessary majority

with 4,021,481 Yes votes

against 0 No votes

and 0 Abstain votes.

Therefore, I certify that this recommendation has been approved and passed.

This corresponds to a result of

**100.0000 % Yes votes**

**0.0000 % No votes**

Cologne, this 15<sup>th</sup> day of March, 2001

(signed)  
The Chairman

(signed)  
The Notary Public