

Minutes of the General Shareholders' Meeting

of
BKN International AG,
HRB 32514

in Cologne, on Thursday

23rd July, 2003

Today, 23rd July, 2003, I, Konrad Adenauer, Notary Public for the Supreme Court of Cologne, with my residence in Cologne, attended the Crowne Plaza Hotel, Room Hohenzollern A, Habsburgerring 9-13, 50674 Cologne, at 11:00am, 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 the Meeting:

Present:

1. from the Supervisory Board, consisting of
 - a. Mr Karl Benetz, Durbach/ Baden,
 - b. Mr Robert K. Paff, Creedmor, USA,
 - c. Mr Jack Kugler, Greenwich, USA,were all those named in a) to c) above.
2. from the Management Board, consisting of
 - a. Mr Allen J. Bohbot, New York, USA,was the person named in a) above.
3. as a guest was Mr Peter Bartholomäus who, in the counter recommendation put by the shareholder Mr Peter Breuer, is put forward as a potential new Supervisory Board member.
4. were all those shareholders and shareholders' representatives, as listed in 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 Chairman of the Supervisory Board, Mr Karl Benetz, opened the meeting at 11:03 am and took the Chair of the AGM. He welcomed all present and then introduced the members of the Supervisory and Management Boards.

Following the welcome and the introduction the Chairman produced to the meeting, and to the Notary present, the following excerpt from the electronic Federal Gazette dated 13th June 2003, convening today's AGM and making the same public:

**BKN International AG
Cologne**

ID No. ISIN DE0005290704

Invitation to the General Shareholders' Meeting

We invite our shareholders to the

ordinary general shareholders' meeting

taking place in

Crowne Plaza Hotel in Cologne

on

Wednesday, 23 July 2003, 11 a.m.

I. Agenda

- 1. Presentation of the approved audited stand-alone and consolidated financial statements and management report for the financial year 2001/2002 and the report of the Supervisory Board for the financial year 2001/2002. (01.10.2001 – 30.09.2002)**
- 2. Presentation of the approved, amended stand-alone and consolidated financial statements for the financial year ending September 30, 2001.**
- 3. Resolution on the ratification of Management Board actions in the financial year 2001/2002**

The Management Board and the Supervisory Board recommend that the actions of the Management Board be ratified.

- 4. Resolution on the ratification of Supervisory Board actions in the financial year 2001/2002**

The Management Board and the Supervisory Board recommend that the actions of the Supervisory Board be ratified.

- 5. Election of successors to Bradford Yates and Joseph Kling as Supervisory Board members**

Mr. Bradford Yates and Mr. Joseph Kling resigned from the Supervisory Board in September 2002. Mr. Robert K. Pfaff and Mr. Karl Benetz have been appointed by the local Court of Cologne as new members of the Supervisory Board for the term of office until the next shareholders' meeting.

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 for the remaining term of office:

Mr. Karl Benetz, retired, of Durbach, has neither a membership in another supervisory board nor 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. Robert Pfaff, retired, of Creedmor, North Carolina, USA has neither a membership in another supervisory board nor a membership in a comparable domestic or foreign supervision authority within the meaning of § 125 para 1 sentence 3 of the Stock Corporation Act.

The shareholders' meeting is not bound to nominations.

6. Resolution on appointment of the auditors for the financial year 2002/2003

The Supervisory Board recommends that BTR Beratung und Treuhand Ring GmbH, Wirtschaftsprüfungsgesellschaft, Duesseldorf, be appointed as auditors for the financial year 2002/2003.

7. Amendment to the Articles of Association (Authorised Share Capital)

The Management Board and the Supervisory Board propose to revoke the resolution adopted by the general meeting on 17th February, 2001 on the authorised share capital, whereof an amount of EUR 1,351,463.00 has not been issued, and to submit the following resolution amending the Articles of Association for adoption:

“The Management Board is authorised, subject to Supervisory Board approval, to increase the company's share capital, on one or more occasions during the period ending five years after registration of this authorised capital up to EUR 4,233,330.00, by issuing up to 4,233,330 new shares in return for cash or non-cash contributions (authorised share capital). The shareholders' statutory pre-emption rights can be excluded for the purpose:

- a) to round off fractional shares;
- b) to issue new shares to employees of the company;
- c) to acquire an enterprise or equity interest in an enterprise;
- d) up to a maximum of 10% of the share capital at the time of utilisation, if the shares are quoted on a stock exchange and the issue price of the new shares is not fixed significantly below the market price of shares.

8. Resolution with respect to the increase of the contingent share capital in accordance with § 4 (4) of the Articles of Incorporation

The Management Board and the Supervisory Board propose to revoke the resolution adopted by the ordinary general meeting on 14th March, 2002 on the contingent share capital whereof no stock options have been issued and granted to eligible persons, and to submit the following resolution for adoption:

The current contingent share capital will be increased by EUR 76,970.00 from EUR 769,696.00 up to EUR 846,666,00 by issuing up to 76,970 new bearer par value shares entitled to dividends from the beginning of the financial year during which they come into

existence through the exercise of option rights. The purpose of the conditional capital increase is to create a stock option plan for the benefit of members of the Board of Management and employees of the Company and its affiliated companies within the meaning of § 15 seq. of the German Stock Corporation Act ("affiliates").

The Management Board, with the consent of the Supervisory Board, and in so far as members of the Board of Management are concerned, the Supervisory Board, are hereby authorised up to and including 2007 to grant option rights pursuant to the following provisions.

The options may be granted over a period of four years, in annual tranches, with exercise periods of up to six years. The options will be granted within two months following the approval of the Company's consolidated financial accounts for the preceding financial year. From the tranches, options in respect of not more than 40% of the shares will be granted to members of the Management Board, 10% of the shares will be granted to members of the management board of affiliated companies, 10% of the shares will be granted to employees of the company and 40% of the shares will be granted to employees of affiliated companies. Employees of enterprises that become affiliates of the Company through purchases or by other means may be granted options within thirty days of the acquisition. These grants will be treated as separate tranches in addition to the annual tranches.

The option holders will be entitled to subscribe for one share per option right. The exercise price for the tranches will be 110% of the average of the closing trading prices of the Company's shares on the electronic trading system of the Frankfurt Stock Exchange in the 10 day period immediately preceding the grant date of the relevant tranche. If on the last day no share price shall be set then the last price for the Company's shares on the electronic trading system of the Frankfurt Stock Exchange shall be applied. The exercise price amounts to EUR 1.00 as a minimum.

The options are not transferable. The options may be exercised only while the option holders are employed by the Company or its subsidiaries. Exceptions may be applied, however, in the case of death, disability, retirement, termination of the employment relationship by mutual consent or a participating affiliate's disassociation from the Company.

The option rights will be exercisable only after the second financial year following the issuance of the option rights, and no sooner than two years after their issuance date. In addition, each option holder may exercise only up to 40% of his or her option rights of a given tranche in any financial year. The option rights may be exercised only within a period of twenty trading days beginning on the sixth trading day following the publication of the first, second or third quarterly or annual reports. The option rights may only be exercised if the closing trading price of the Company's shares on the electronic trading system of the Frankfurt Stock Exchange on the preceding day is at least equal to the exercise price for the relevant tranche. Shares issued under the stock option plan are vested with full dividend rights from the beginning of the financial year during which they are issued.

The Management Board is authorised, with the consent of the Supervisory Board, to determine further details for the stock option plan, including usual provisions to protect against dilution. Insofar as the details relate to the members of the Management Board, the Supervisory Board acting alone is authorised to determine such details.

§ 4 of the Articles of Incorporation is hereby amended as follows:

"The registered share capital has been conditionally increased by EUR 846,666,00 by issuing up to 846,666 bearer no par value shares. This conditional capital increase shall be consummated only to the extent that holders exercise the rights granted pursuant to the stock option plan of the Company in accordance with the resolutions of the shareholders' meeting of 17th February, 2000, 14th December, 2000 and 23rd July, 2003. The new shares to be issued shall be entitled to dividends from the beginning of the financial year during which they come into existence through the exercise of option rights. The Management Board, and to the extent that Management Board members are concerned then the Supervisory Board, of the Company are authorised, with the consent of the Supervisory Board, to determine the further details of a conditional capital increase.

The Supervisory Board is authorised to correct the text of § 4 of the Articles of Incorporation in each case to reflect the issuance of new shares upon the exercise of option rights."

9. Resolution on the Amendment of the Articles of Association of BKN International AG to concur with the Transparenz- und Publizitätsgesetz and further amendments to the Articles of Association

The Management Board and the Supervisory Board recommend that the Articles of Association of BKN International AG be amended so as to concur with the Transparenz- und Publizitätsgesetz (Supervisory Board, Annual General Meetings).

Accordingly the Management Board and the Supervisory Board recommend as follows;

- (a) § 3 para 2 of the Articles of Association is now to read

"Company announcements may be placed in the electronic federal gazette."

- (b) § 9 para 1 of the Articles of Association is now to read

"The Supervisory Board consists of 3 members."

- (c) A new paragraph shall be added to § 14

"In extraordinary cases members of the Supervisory Board may, with the consent of the Chairman of the Supervisory Board, participate in the shareholder's meeting via video conference or telephone if the member of the Supervisory Board is prevented by other duties or by illness to travel to the shareholder's meeting place."

10. Authorisation for the Company to acquire its own shares

The Management Board and the Supervisory Board recommend the following resolution be adopted:

The company shall be authorised until 23 January 2005 to acquire shares in the company of up to 10% of the current 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) of the Frankfurt Stock Exchange in the 5 trading days immediately prior to the acquisition date. The authorisation may be exercised in one lump sum or in several partial instalments.

The Management Board is authorised, with the consent of the Supervisory Board, to sell the shares otherwise than on exchange or by an offer to all shareholders if the acquired own shares are sold at a price which is not significantly below the market price of the shares on the purchase day. The relevant stock price is the average of the closing price in the XETRA system (or functionally comparable successor system) of the Frankfurt Stock Exchange in the 5 trading days immediately prior to the acquisition date.

The Management Board is, with the consent of the Supervisory Board, also authorised to offer the shares to third parties in connection with mergers with companies or in connection with the acquisition of the companies or stakes of companies, thereby excluding the shareholders' statutory rights.

The Management Board is, with the consent of the Supervisory Board, furthermore authorised to offer the shares for subscription to members of the Management Board or to employees of the company or affiliated companies in accordance with the Company's stock option plan as resolved in the AGM from 17th February, 2000 and 14th December, 2000 and as proposed under item 8 above.

The Management Board is authorised to redeem the company's own shares, purchased in accordance with this resolution, without the need for a further resolution by a shareholders' meeting.

This resolution replaces the resolution from the shareholders' meeting on 14th March, 2002 in accordance with § 71 para 1 number 8 of the Stock Corporation Act.

II. Report of the Management Board to the Annual General Shareholders' Meeting

Report on Agenda Item #7 – the Creation of Authorised Share Capital.

The Management Board has prepared the following report on Agenda Item #7 in accordance with § 203 para. 2 and §186 para. 4, sentence 2 of the Stock Corporation Act. From the date of the convening of the AGM, this report is available for all shareholders to view at the Company's offices and will also be available at the AGM. Furthermore, any shareholder requiring a copy of the same shall be provided with this immediately upon request and at no cost. The report is made public as follows:

The Management Board is authorised to exclude shareholders' subscription rights in the event that certain situations exist. This authority allows the Management Board to use the authorised share capital without having to revert to shareholders or to avail them of their statutory subscription rights.

The exclusion of shareholders' subscription rights for fractional amounts allows this authorisation to be used to create rounded amounts creating an even subscription ratio. The subscription ratio is necessary in order to make proper use of fractional amounts. Moreover, this authorisation alternatively provides to exclude shareholders' subscription rights when shares are issued to employees of the Company, or any of its affiliated companies, in order to grant employees a shareholding in Company's capital equity. Furthermore, in the event of a capital increase by contribution in kind a shareholders' subscription right may be excluded with the consent of the Supervisory Board, in order to enable, in appropriate cases, another company or shareholding to acquire shares in BKN International AG. The Company needs

to be able to expand through further, significant acquisitions. Practice shows that in a variety of cases shareholders of selling entities are interested in acquiring shares in the purchasing company as part consideration. In order to be able to acquire such companies in similar circumstances BKN International AG needs to be allowed to have the opportunity to exclude shareholders' subscription rights in the event of a capital increase by contribution in kind. Given that such capital increases more often than not occur within a short space of time, this necessitates creating the authorised share capital with the possibility of excluding shareholders' subscription rights. When the opportunity to purchase another company may present itself Management will carefully and in detail decide whether it should make use of the authority to carry out a capital increase and to exclude shareholders' statutory subscription rights. Management will only make this decision when this would be in the best interests of the Company. When shares in BKN International AG have been issued to facilitate an acquisition, the Management Board will present to the next Shareholders' Meeting detailed particulars in respect of the use of the authorised share capital.

It is further intended that this authority permit the exclusion of shareholders' statutory subscription rights in the event that a capital increase by contribution in cash of up to a maximum of 10% of the current total share capital (including those shares issued by the capital increase), provided the nominal price paid for these new shares is not significantly less than the price of the Company's shares as listed on the Frankfurt Stock Exchange. The legal basis for the exclusion of these subscription rights lies in § 186 para 3 sentence 4 of the Stock Corporation Act. The possibility to exclude shareholders' subscription rights would allow the Company to make use of short term, profitable stock exchange fluctuations and thereby, by setting the price at the highest possible nominal amount, achieving the highest possible increase in the company's capital equity. Therefore, it can be seen that this proposal is in the interests of both the Company and its shareholders.

The Management Board and the Supervisory Board hereby commit to fixing the issue price for the new shares at a price that is in the interests of the Company and its Shareholders.

Report to Agenda Item #8 – Increase of Contingent Share Capital

With respect to the resolution to increase the contingent share capital and the maximum number of share options available to be issued, the Company's total share capital, including the capital increase from October 2001, is used to determine the amount of available shares, so that this number may also be increased accordingly. The issue of further share options serves not only the interests of the shareholders but also that of the Company, as its employees identify with the Company, are connected to it other than merely by way of wages or salary and may be granted more share options.

The resolution from the Annual General Shareholders' Meeting on 14th March, 2002 in respect of the increase of contingent share capital was legally contested by a shareholder. The Company came to an agreement with the plaintiff to cancel this resolution and was further authorised to put the above named resolution proposed in Agenda Item #8 above regarding the increase of the contingent share capital to the Meeting.

The exercise price of the available share options shall be at least 110% of the Company's average share price as recorded in the trading system of the Frankfurt Stock Exchange during the last 10 trading days prior to the exercise of the respective tranche. The minimum exercise price shall be not less than €1.00.

From each tranche of share options members of the Management Board shall be eligible for 40%, members of the management of subsidiary companies shall be eligible for 10%, employees of the Company shall be eligible for 10% and employees of subsidiary companies shall be eligible for 40% of all shares options.

Report to Agenda Item #10 – Authorisation to acquire own shares

The authority proposed in Agenda Item #10 foresees that the Company be permitted to acquire its own shares in the order of 10 from 100 of the Company's total share capital and to resell these. This would enable the Management Board to utilise common, international financial instruments in the interests of the Company and its shareholders. With the possibility of reselling its own shares, the Company will be able to use this to create equity capital. In order to resell the own shares which it has acquired, the law asserts that fundamentally the sale must transpire via the stock exchange or by an offer to all shareholders. It is however, available to the Meeting, in accordance with § 186 of the Stock Corporation Act, to resolve upon another method of sale.

The resolution intends that the Management Board be authorised, with the consent of the Supervisory Board to exclude shareholders' statutory subscription rights, to sell its own shares other than via the stock exchange or an offer to all shareholders, provided the shares are sold at a price which is not significantly less than the share price listed on the stock exchange at the time of the sale. The decisive share price in terms of this provision is the average closing price for the Company's shares in the Xetra-trading system of the Frankfurt Stock Exchange during the last five trading days before the sale of the shares.

The possibility to exclude shareholders' statutory subscription rights when selling its own shares in accordance with § 186 of the Stock Corporation Act serves the interests of the Company given that, for example, its own shares may be sold to another investor and thus enable a quicker and more reasonable placement of shares. Furthermore Management will be able to use these shares more quickly, more flexibly and more cost effectively given the current stock exchange regulations. Moreover, this enables additional, new shareholder groups, both domestically resident and from overseas, to be won.

Furthermore, the Management Board is authorised with the consent of the Supervisory Board to exclude shareholders' statutory subscription rights to sell its own shares as consideration to acquire a company or an interest in a third party's company, either wholly or in part. This serves the Company's interests as the Company is able, in certain, suitable cases, to acquire either a company or an interest in a third party's company by surrendering some of its own shares. The Company is able, therefore, in the future, to flexibly react, both domestically and internationally, to opportunities which respect to the acquisition of a company or an interest in a third party's company.

The Company's Stock Option plan intends that the shares will be issued, following the exercise of the option right, from the Company's contingent share capital. The proposed resolution with respect to the buying back of the Company's own shares gives the Company the option of issuing these shares (after having brought them back) to the options holder, following the exercise of the stock option. The decision as to how the option rights will be fulfilled on an individual basis will be decided by the responsible Company entity; they will act solely in the interests of the shareholders and the Company and report their decision back to the next annual general shareholders' Meeting.

In the event of a sale of the Company's own shares to third parties or to stock option holders where shareholders' statutory subscription rights are excluded in accordance with § 71 para 1 Number 8 of the Stock Corporation Act shareholders' interests will, as far as practically possible, be preserved. The Management Board and the Supervisory Board are of the opinion that the conditions set out in this provision take account of the Company's strategy as well as its interests and those of its shareholders.

III. Participation in the General Shareholders' Meeting

Those shareholders are entitled to participate in the shareholders' meeting and exercise their voting rights who have deposited their share certificates with the company or with the following depository at the latest on the seventh day, namely, 16th July, 2003, before the shareholders' meeting 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 institution(s) until after the end of the shareholders' meeting, with the consent of the depository.

Depository Bank is Bayerische Hypo- und Vereinsbank Aktiengesellschaft, Arabellastraße 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 is to be submitted to the company, or the depository, at the latest one day after the last possible day of deposit, namely, 17th July, 2003.

The shareholder can as well exercise his voting right in the shareholders' meeting through an authorised representative, e.g. the bank holding the deposit, a shareholders' association or another person of his choice.

All motions and enquiries from shareholders must be directed to the following company address:

In writing or by fax to

BKN International AG
Zülpicher Straße 217
50937 Cologne
Fax number: 02 21 94 38 97 99

Motions and inquiries from shareholders that are intended for publication and are received before 9th July, 2003 shall be published on the internet at www.bknkids.com as soon as they are received. Any statements of the Management Board to such publications will be published after this date on the same internet page.

Cologne, in June 2003

BKN International AG
The Management Board

This publication, which also serves as the Agenda for today, invites the shareholders to today's Annual General Shareholders' Meeting. The Meeting was in agreement that a complete reading of the Agenda as in the invitation was not necessary.

A copy of this public notification from the 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.

The Chairman then confirmed that only one counter recommendation and / or other notifiable motion to the Agenda in accordance with § 126 of the Stock Corporation Act had been received, namely the proposition of new candidates, Mr Peter Bartholomäus and Mr Volker

Rosenbach, to the Supervisory Board from the shareholder Mr Peter Breuer in accordance with § 127 of the Stock Corporation Act. This counter recommendation was correctly published on the Company's website.

The Chairman further confirmed that the Company had, in due time, passed onto 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 speaker's 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 Attendees and make this available to be viewed before voting on the first Agenda Item 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 (Hohenzollern A) 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, without having 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, amended List of Attendees prepared and signed and before every vote this would be announced and 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 of votes present and entitled to vote of each Agenda Item. 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 in relation to each 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 voting cards and, when the microphone was passed to them, to state their voting card number together with the number of exercisable votes clearly. The Chairman reiterated that it was only possible to vote in this room (Hohenzollern A). Further he advised that it was not permitted to record or tape the proceedings.

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. He further advised that three-quarters of the votes represented at today's Meeting were necessary to pass the recommendations proposed in Agenda Items 7 to 10.

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.

With that the Chairman moved on to the items on the Agenda.

AGENDA ITEM 1:

Presentation of the approved audited stand-alone and consolidated financial statements together with management board report and consolidated management board report for the period ending 30. September 2002 and the report of the Supervisory Board for the financial year 2001/2002 (01.10.2001 to 30.09.2002).

AGENDA ITEM 2:

Presentation of the approved, audited and amended stand-alone and consolidated financial statements for period ending 30 September 2001.

The Chairman referred to the fact that the stand-alone and consolidated financial statements for the financial year 2001/02, the management board report for the stand-alone Company as well as the consolidated management board report and the report of the Supervisory Board were audited by the Beratung und Treuhand Ring GmbH, Düsseldorf, and received an unqualified auditor's opinion. The same is true for the approved, audited and amended stand-alone and consolidated financial statements for the period ending 30 September 2001.

He further advised that since the date of publication of the invitation, inviting all shareholders to this Meeting, all of these documents have, in accordance with legal requirements, been available at the Company's offices for viewing. Moreover, all shareholders have been provided, by their depository banks, with a copy of the 2002 Annual Report 2002. Furthermore, all shareholders were able to contact the Company directly and request a copy of this. A copy of the 2002 Annual Report will be attached to the official Minutes of this Meeting.

On this basis the Chairman declared that the stand-alone and consolidated financial statements for the financial year 2001/2002, the management board report for the stand-alone Company as well as the consolidated management board report and the report of the Supervisory Board for the financial year 2001/2002 were familiar to all present. The same was true for the amended financial statements for the financial year 2000/2001.

The Chairman further stated that he assumed each shareholder had a copy of the 2002 Annual Report in his/her hand and advised that if this was not the case copies were available at the entrance to the Meeting room which could be provided to shareholders.

The Chairman then advised that the Supervisory Board had been provided with the amended stand-alone and amended consolidated financial statements for the financial year 2000/01, the stand-alone and consolidated financial statements for the financial year 2001/02 as well as the management board report for the stand-alone Company and the consolidated management board report together with the auditor's report. The Supervisory Board had approved the stand-alone financial statements as presented to it by the Management Board, reviewed and acknowledged the same. Furthermore the Supervisory Board had provided written confirmation of this to the Meeting. A copy of this written confirmation is to be found at page 26 of the 2002 Annual Report, which all shareholders have at hand. Therefore, the Chairman dispensed with a full reading of the Supervisory Board's report. He then confirmed that, in accordance with §172 of the Stock Corporation Act, the Company's financial statements were approved.

No objection was raised to this point.

The member of the Management Board, Mr Allen Bohbot, explained the approved stand-alone financial statements, the consolidated financial statements, the Management Board report for the period ending 30 September 2002 and the report of the Supervisory Board for

fiscal year 2001/2002 in English. His explanation was simultaneously translated into German.

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 9,306,484 Company shares, representing a total share capital of € 9,306,484.00, 3,826,963 shares, representing € 3,826,963.00 of the total share capital and therefore 3,826,963 voting rights (= 41.121 %), were represented at the Meeting.

The Chairman then read each of the Agenda items, together with explanatory statements, and the proposed amendments to the Articles of Incorporation. At this time he introduced the gentlemen proposed by the shareholder Mr Breuer to the Meeting.

Then the shareholders, or shareholders' representatives, Bartholomäus, Völler and Schroers exercised their requests to speak and put numerous questions.

The Chairman of the Supervisory Board, Mr Karl Benetz, and the Management Board, Mr Allen Bohbot, answered the questions put by the shareholders, or shareholders' representatives, and their requests for information. 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. However, later the shareholders' representative, Mr Völler, filed an objection to be recorded in the Minutes of the Meeting.

The Chairman asserted that the debate in respect of Agenda Items 1 and 2 had been concluded with the general debate. He stated that 3,831,029 company shares were now present, representing 3,831,029 votes. This equated to 3,831,029 (= 41.165%). 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 Items 1 and 2 was put.

AGENDA ITEM 3:

Resolution to ratify the actions of the Management Board for fiscal year 2001/2002

The Chairman advised that the Management Board and Supervisory Board recommends the actions of the Management Board for the financial year 2001/2002 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 #3 was closed.

The Chairman then put this recommendation to the vote.

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

232,711 "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.

No "abstain" votes were recorded.

Therewith, using the subtraction method, 2,758,494 "yes" votes (= 92.2202%) were recorded in favour of the recommendation put by the Management Board and Supervisory Board.

839,824 votes were not entitled to vote on this Item.

The Chairman notified the meeting of the results to Agenda Item #3 and concluded that accordingly the actions' of Members of the Management Board for the financial year 2001/2002 were ratified.

Later an objection was filed against this resolution to be recorded in the Minutes of the Meeting.

AGENDA ITEM 4:

Resolution to ratify the actions of the Supervisory Board for the financial year 2001/2002

The Chairman advised that the Management Board and Supervisory Board recommends the actions of the Supervisory Board for the financial year 2001/2002 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 #4 was closed.

The Chairman then put this recommendation to the vote.

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

230,211 "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.

No "abstain" votes were recorded.

Therewith, using the subtraction method, 2,783,518 "yes" votes (= 92.3613%) were recorded in favour of the recommendation put by the Management Board and Supervisory Board.

817,300 votes were not entitled to vote on this Item.

The Chairman notified the meeting of the results to Agenda Item #4 and concluded that accordingly the actions' of Members of the Supervisory Board for the financial year 2001/2002 were ratified.

Later an objection was filed against this resolution to be recorded in the Minutes of the Meeting.

AGENDA ITEM 5:

Election of new Supervisory Board members to replace Mssrs Bradford C. Yates and Joseph Kling.

The Chairman informed the Meeting that in September 2002 Mssrs Bradford C. Yates and Joseph Kling had resigned their positions from the Supervisory Board. On behalf of the Supervisory Board, the Company and shareholders, he expressed thanks to the former members for their contribution to the Company. On 17th January 2003 the Cologne Administrative Court appointed Mssrs Robert K. Paff and the Chairman himself, Karl Benetz, as successors to the vacated positions on the Supervisory Board until the end of today's Annual General Shareholders' Meeting.

In accordance with §§ 95, 96 para 1 of the Stock Corporation Act the Supervisory Board comprises shareholders' representatives.

The Supervisory Board recommends those gentlemen, whose names appear below, be appointed to replace the vacated positions on the Supervisory Board for the remaining term, being until the end of the Annual General Shareholders' Meeting which ratifies its actions for the fourth financial year following the beginning of their term of service, whereby the current year in which they are appointed shall not be included in this calculation:

Mr Karl Benetz, retired, of Durbach. Mr Benetz is not a member of an other supervisory board or controlling entity as specified in § 125 para 1, sentence 3 of the Stock Corporation Act.

Mr Robert K. Paff, retired, of Creedmor, USA. Mr Paff is not a member of an other supervisory board or controlling entity as specified in § 125 para 1, sentence 3 of the Stock Corporation Act.

The Chairman advised that the Meeting was not bound by these recommendations and further that the nominated candidates had voiced their acceptance should they be elected to these positions. The candidates were present and were introduced. Furthermore, the shareholder, Mr Peter Breuer, had recommended Mssrs Bartolomäus and Rosenbach for the vacated Supervisory Board positions. Since 1988 Mr Bartolomäus is self-employed as a business consultant. From 1997-2000 he served on the supervisory board of a non-public company where he participated in its start-up phase. Mr Bartolomäus is neither a member of a supervisory board nor any other controlling entity as specified within § 125 para 1, sentence 3 of the Stock Corporation Act.

Mr Volker Rosenbach is a senior consultant with IBM Germany (Business Consulting Services). Prior to this Mr Rosenbach was the Assistant Financial Manager (ELCRN, Namibia) and a Management Consultant at PriceWaterhouseCoopers and IBM BCS. Mr Rosenbach is neither a member of a supervisory board nor any other controlling entity as specified within § 125 para 1, sentence 3 of the Stock Corporation Act.

Mr Bartolomäus was present and introduced himself in more detail. Mr Rosenbach was not present. Mssrs Paff and Benetz did not introduce themselves personally or in more detail.

No questions were put to any of the candidates.

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 recommendations to fill the vacated Supervisory Board positions had been received.

The Chairman then advised that in accordance with § 137 of the Stock Corporation Act the shareholder's recommendation must be voted on before the recommendation put by the Supervisory Board, provided that (1) the shareholder putting this recommendation repeats this at the Meeting and (2) at least 10% of the share capital represented at the Meeting supports the shareholder's recommendation. Should this 10% threshold not be reached, then the recommendation put by the Supervisory Board shall first be voted upon. In the event that the Supervisory Board's recommendation does not receive a majority of the votes present, the shareholder's recommendation shall then be voted upon. In the further event that no quorum is reached, the Supervisory Board's recommendation shall be voted upon and should again no majority be reached, the shareholder's recommendation shall be voted upon.

Upon request the shareholder, Mr Peter Breuer, who was present, repeated his recommendation to the Meeting.

The Chairman asked those present at the Meeting whether or not they supported Mr Breuer's recommendation. He explained that those shareholders and/ or shareholders' representatives who did not vote "yes" or "abstain" were not in support of the shareholder's recommendation.

The Chairman requested the vote be taken. 228,901 votes were recorded in favour of Mr Breuer's recommendation. This equated to 5,9749% of the votes present who were in support of Mr Breuer's recommendation, however, this was less than the necessary 10% so that the next step with respect to the election of new Supervisory Board members was to vote on the Supervisory Board' recommendation.

The Chairman made the above-mentioned results of the voting known and advised that the Meeting would now proceed to vote on the Supervisory Board's recommendation as set out in Agenda Item #5. No separate or additional voting was requested.

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.

230,194 "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.

17 "abstain" votes were recorded.

Therewith, using the subtraction method, 3,600,818 "yes" votes (= 93.9913 %) were recorded in favour of the Supervisory Board's recommendation.

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

No objection was filed against this resolution.

Given that up to this point the voting had taken up a lot of time and been elaborate, the Chairman advised that the method of voting would be changed to the Barcode method for the remaining Agenda Items #6-10. According to this method those shareholders and shareholders' representatives who wished to vote "no" were to detach that perforated piece from their voting card corresponding to the Agenda Item currently being voted upon. This piece was then to be placed in the designated, transparent urn labelled "no". Those shareholders and shareholders' representatives who wish to "abstain" from the vote were to proceed in the same fashion, however their piece should be placed in the designated, transparent urn labelled "abstain". In this manner it was possible to complete all voting within a short period of time - virtually at once given that the counting device used was able to read the barcodes which corresponded to the entry card number as well as to the number of votes being exercised and further attributing these to the appropriate Agenda Item being voted upon.

No objections were raised to the change to the voting method. On the contrary, the change to the voting method met with wide approval.

Accordingly, the Chairman read out, one after the other as described below, the Agenda Items to be voted up and requested the same be put to the vote. Then an assistant proceeded through the rows with the two urns and collected the votes until no other shareholder or shareholders' representative wished to exercise his/her vote.

The results of the voting were made known at the end of the Meeting.

AGENDA ITEM 6:

The appointment of the Company auditors for the current financial year.

The Chairman advised that the Supervisory Board recommends the election of BTR Beratung und Treuhand Ring GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf. No other recommendations were made.

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.

AGENDA ITEM 7:

Resolution in respect of an amendment to the Articles of Incorporation (authorised share capital).

The Chairman advised the following as Management's recommendation:

The Management Board and Supervisory Board recommend that the resolution granted by the Annual General Shareholders' Meeting of 17th February 2000 permitting the Management Board to increase the share capital, of which € 1,351,463 has not yet been used, be revoked and that the following paragraph be inserted as § 4 para 3 of the Articles of Incorporation which deals with the increase in share capital since the Initial Public Offering:

"The Management Board is authorised, subject to the Supervisory Board's approval, to increase the company's share capital, on one or more occasions during the period ending five years after registration of this authorised capital, up to EUR 4,233,330.00, by issuing up to 4,233,330 new shares in return for cash or non-cash contributions (authorised share capital). The shareholders' pre-emption rights can be excluded for the purpose of

- a) rounding off fractional shares;
- b) issuing new shares to employees of the company;
- c) acquiring an enterprise or equity interest in an enterprise;

- d) up to a maximum of 10% of the current share capital from the use of the authorised capital when the Co.'s shares are listed on a stock exchange and the issue price is not significantly less than the stock market price.”

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.

AGENDA ITEM 8:

Resolution to increase the contingent share capital § 4 para 4 of the Articles of Incorporation.

The Chairman advised the following as Management's recommendation:

The Management Board and Supervisory Board recommend that this resolution to Agenda Item #8 be granted as it appears in the invitation which deems an amendment to the Articles of Incorporation as follows:

§ 4 para 4 of the Articles of Incorporation would be amended as follows and would read:

“The registered share capital has been conditionally increased by up to € 846,666.00, divided into up to 846,666 bearer no par value shares. This conditional capital increase shall be consummated only to the extent that holders exercise the rights granted pursuant to the stock option plan of the Company in accordance with the resolution of the extraordinary shareholders' meeting of 17th February, 2000 and 14th December, 2000 as well as the resolution of the ordinary shareholders' meeting of 23rd July, 2003. The new shares to be issued shall be entitled to dividends from the beginning of the financial year during which they come into existence through the exercise of option rights. The Management Board of the Company, and to the extent that the Management Board is affected then the Company's Supervisory Board, is authorised, with the consent of the Supervisory Board, to determine the further particulars necessary to affect a conditional capital increase.

The Supervisory Board is authorised to amend the text of § 4 of the Articles of Incorporation in each case to reflect the issuance of new shares upon the exercise of option rights.“

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.

AGENDA ITEM 9:

Resolution to bring the Articles of Incorporation in line with the Transparency and Publicity Act and further amendments to the Articles of Incorporation.

The Chairman advised the following as Management's recommendation:

The Management Board and the Supervisory Board recommend amending the Articles of Incorporation to take account of new legislation in the Transparency and Publicity Act (Supervisory Board, Annual General Shareholders' Meeting).

The Management Board and the Supervisory Board propose that the following changes be made:

a) § 3 para 2 of the Articles of Incorporation should read as follows:

“The notices of the Company shall appear in the electronic Federal Gazette.”

b) § 9 para 1 of the Articles of Incorporation should read as follows:

“The Supervisory Board consists of 3 members.”

c) § 14 of the Articles of Incorporation should read as follows to incorporate a new para:

“If the Chairperson of the Shareholders' Meeting consents, then it shall be permissible for members of the Supervisory Board to participate at the meeting by way of video-conference, if due to illness or other conflicting business engagements that Member should otherwise be prevented from traveling to attend 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 #9 was closed.

AGENDA ITEM 10: Authorisation to acquire own shares

The Chairman advised the following as Management's recommendation:

The Management Board and Supervisory Board recommend that Agenda Item #10 be granted exactly as it appears in full in the invitation.

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 #10 was closed.

Results of the Voting

AGENDA ITEM 6:

33,687 “no” votes were recorded. 19 “abstain” votes were recorded.

Therewith, using the subtraction method, 3,797,323 “yes” votes (= 99.1207 %) were recorded in favour of the Supervisory Board's recommendation.

The Chairman notified the meeting of the voting results to Agenda Item #6 and concluded that the proposed auditors had been elected as the Company's auditors.

No objection was filed against this resolution.

AGENDA ITEM 7:

893,571 “no” votes were recorded. No “abstain” votes were recorded.

Therewith, using the subtraction method, 2,937,458 “yes” votes (= 76.6754 %) were recorded in favour of the recommendation put by the Management Board and Supervisory Board.

The Chairman notified the meeting of the voting results to Agenda Item #7 and concluded that the amendment to the Articles of Incorporation had been resolved with the required three-quarter majority.

No objection was filed against this resolution.

AGENDA ITEM 8:

227,971 “no” votes were recorded. No “abstain” votes were recorded.

Therewith, using the subtraction method, 3,603,058 “yes” votes (= 94.0494 %) were recorded in favour of the recommendation put by the Management Board and Supervisory Board.

The Chairman notified the meeting of the voting results to Agenda Item #8 and concluded that the amendment to the Articles of Incorporation had been resolved with the required three-quarter majority.

No objection was filed against this resolution.

AGENDA ITEM 9:

221,452 “no” votes were recorded. 19 “abstain” votes were recorded.

Therewith, using the subtraction method, 3,609,558 “yes” votes (= 94.2195 %) were recorded in favour of the recommendation put by the Management Board and Supervisory Board.

The Chairman notified the meeting of the voting results to Agenda Item #9 and concluded that the amendment to the Articles of Incorporation had been resolved with the required three-quarter majority.

No objection was filed against this resolution.

AGENDA ITEM 10:

133,071 “no” votes were recorded. No “abstain” votes were recorded.

Therewith, using the subtraction method, 3,697,958 “yes” votes (= 96.5265 %) were recorded in favour of the recommendation put by the Management Board and Supervisory Board.

The Chairman notified the meeting of the voting results to Agenda Item #10 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 at this point. No questions or comments were voiced. Indeed the shareholder, rather shareholders' representative, Mr Voller, declared his objection to the resolutions in Agenda Items 3 and 4 (ratification of the actions of the Management Board and Supervisory Board Members for the financial year 2001/2002) and requested that this objection be filed and recorded in the Minutes of the meeting. In his opinion the Management Board had failed to answer, or satisfactorily answer, the following three questions:

1. How are the stated programming rights assets of €13.0 Million attributed to the individual programmes?
2. At today's date how long will the Company remain liquid?
3. With respect to the contract with the Dresdner Bank and the assignment to the Bank pursuant to this contract of all of the Company's film rights, which comprise the Company's main asset and their disposal and availability to the Company, why was this not put as a recommendation to the Annual General Shareholders' Meeting? And why was this contract with the Dresdner Bank not made available to be viewed at the Meeting?

To the above questions Mr Bohbot of the Management Board stated that answers had already provided and that he had satisfactorily answered these questions. Any further or detailed answers he was not able to provide without breaching confidentiality agreements and/ or trust relationships, and therefore he would not say anything more. The objection remained.

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 14:27 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 23rd day of July, 2003

(Adenauer) Notary Public