

**Kids Brands House N.V.**  
**Amsterdam, the Netherlands**  
**Official Report of the**  
**Annual General Meeting of Shareholders**

On this day, August 25<sup>th</sup> of the year 2017 the Annual General Meeting of Shareholders of Kids Brands House N.V. (the 'Company') was held at the corporate seat of the Company, Laan van Diepenvoorde 3, 5582 LA Waalre, the Netherlands.

Present were:

1. Kemal Özgür Bender, Member of the Management Board; and representative (Power of Attorney) of Astrid Schulte, Member of the Management Board;
2. Harald Hepperle, Member of the Supervisory Board;
3. Fred Stroeken, auditor for the fiscal year 2015/16;
4. Arthur de Cooker, notary, De Cooker Notariaat;

According to Dutch law and the articles of the company the invitation to attend the Annual General Meeting of Shareholders of Kids Brands House N.V. was published electronically on the website of the Company in due form and time 15 days before the shareholders' meeting. Therefore the invitation was carried out legally effective.

Chairman of the meeting was Mr. Kemal Özgür Bender, drafted the minutes of this meeting as well.

1. Opening;

*After having opened the meeting at approximately 14:15 hours, the chairman concluded that 1,985,880 shares were represented at this meeting representing approximately 63.04% of total share capital.*

2. Report of the auditor in respect of the financial year 2015/2016;

*Regarding the report of the auditor for the financial year 2015/2016, auditor pointed out, that because of first time that audits were required for participations as well, it took long time, to finalize financial year statements.  
Questions of the shareholders present were full and satisfactorily answered by the chairman.*

3. Report of the Supervisory Board in respect of the financial year 2015/2016;

*Regarding the report of the Supervisory Board for the financial year 2015/2016, it was especially pointed out, that because of deviant financial years of participations, the final result of Kids Brands House N.V. is different from single financial statements of participations. Because of this circumstances, participations decided to change business year and report in future together with mother company in same period.  
Questions of the shareholders present were full and satisfactorily answered by the chairman.*

4. Approval of the annual accounts for the financial year 2015/16;

*The annual accounts for the financial year 2015/2016 were adopted (in favour 600,000 votes, abstained from voting 1,385,880 votes).*

5. Distribution of the result for the financial year 2015/16;

*The general meeting decided to add the result for the financial year 2015/2016 to the general reserves of the Company (in favour 600,000 votes, abstained from voting 1,385,880 votes).*

6. Discharge of the Members of the Management Board with respect to the performance of their duties during the financial year 2015/16;

*The resolution to discharge the Members of the Management Board was adopted (in favour 771,880 votes, abstained from voting 1,214,000 votes).*

7. Discharge of the Members of the Supervisory Board with respect to the performance of their duties during the financial year 2015/16;

*The resolution to discharge the Members of the Supervisory Board was adopted (in favour 771,880 votes, abstained from voting 1,214,000 votes).*

8. Appointment of Stroeken B.V. as auditors for the fiscal year 2016/17;

*The general meeting decided (in favour 600,000 votes, abstained from voting 1,171,880 votes, against 214,000 votes) to appoint Stroeken B.V as auditors for the financial year 2016/2017.*

9. Change in the Supervisory Board (Mr. Hepperle resigned, new Supervisory Board is Mr. Bender) and to determine that after the meeting the Supervisory board will only have one member;

*The resolution to appoint Kemal Özgür Bender as new Supervisory board; and that Supervisory board will only have one member, were adopted unanimously (1,985,880 affirming votes).*

10. Change in the Management Board (Mrs. Schulte and Mr. Bender resigned, new Management Board is Mr. Hepperle) and to determine that after the meeting the Management board will only have one member;

*The resolution to appoint Harald Hepperle as new Management board; and that Management board will only have one member, were adopted unanimously (1,985,880 affirming votes).*

11. Approval of the renaming of Nanoventure GmbH in Junior Fashion GmbH;

*The general meeting of shareholders approved unanimously (1,985,880 affirming votes) the renaming of Nanoventure GmbH in Junior Fashion GmbH.*

12. Approval of the purchase agreement by the participation Junior Fashion GmbH on the Tom Tailor GmbH Kids' business after securing the financing;

*The general meeting of shareholders approved unanimously (1,985,880 affirming votes) the purchase agreement by the participation Junior Fashion GmbH on the Tom Tailor GmbH Kids' business after securing the financing*

13. Closing of extended running convertible bond from April 2016 and convert into shares;

*The general meeting of shareholders approved unanimously (1,985,880 affirming votes) the Closing of extended running convertible bond from April 2016 and convert into shares.*

14. Issue of new convertible bonds as part of the financing of Tom Tailor GmbH Kids' business;

*The general meeting of shareholders approved unanimously (1,985,880 affirming votes) the issue of new convertible bonds as part of the financing of Tom Tailor GmbH Kids' business*

15. Miscellaneous;

*No further subjects were discussed.*

16. Closing.

*The chairman closed the meeting at approximately 15:50 hours.*

Waalre, August 25, 2017

Özgür Kemal Bender  
(Chairman of meeting)