

MINUTES OF THE GENERAL MEETING

Company : Kids Brands House N.V. (hereafter: "the Company")
Registered office : Amsterdam
Held on : November 23, 2015
Place : Waalre

ATTENDANCE LIST SHAREHOLDER / DIRECTORS

Present are:

- Mrs. A. Schulte-Suttorp: acting as shareholder, legal representative of the supervisory board as well as director of the Company.
 - Mr. K.O. Bender: acting as shareholder and director of the Company.
 - Mr. E. Slangen and Mr. F.A.A. Stroeken as representatives of Stroeken Rossieau B.V. and Mr. N. van Velzen as representative of Global Forward Trust B.V.
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The general meeting appoints K.O. Bender as the chairman of this meeting, who appoints Mrs. A. Schulte-Suttorp as the secretary in accordance with the articles of association of the Company.

The chairman opens the meeting and establishes that all board members are present at the meeting. As a consequence, this meeting may adopt valid resolutions.

1. Opening

The chairman opens the meeting at 13.00 hours and concluded that 36.6% of the total share capital was represented at this meeting.

2. Report of the Management Board in respect of the financial year 2014/2015

None of the shareholders present had any questions or remarks regarding the report of the Management Board for the financial year 2014/2015.

3. Report of the Supervisory Board in respect of the financial year 2014/2015

None of the shareholders present had any questions or remarks regarding the report of the Supervisory Board for the financial year 2014/2015.

4. Adoption of the annual accounts for the financial year 2014/2015

The annual accounts for the financial year 2014/2015 were adopted unanimously.

5. Distribution of the result for the financial year 2014/2015

The general meeting decided unanimously not to distribute dividends and to add the result for the financial year 2014/2015 to the general reserves of the Company.

6. Discharge of the Members of the Management Board with respect to the performance of their duties during the financial year 2014/2015

The resolution to discharge the Members of the Management Board was adopted unanimously.

7. Discharge of the Member of the Supervisory Board with respect to the performance of his duties during the financial year 2014/2015

The resolution to discharge the Member of the Supervisory Board was adopted unanimously.

8. Applicability of the Dutch Corporate Governance Code

It was unanimously decided not to apply the Dutch Corporate Governance Code.

9. Appointment of Stroeken Rossieau B.V. as auditors for the financial year 2015/2016

The shareholders appointed unanimously Stroeken Rossieau B.V. as auditor of the Company for the financial year 2015/2016.

10. Miscellaneous

There were no further questions or remarks from the attending persons.

11. Closing

The chairman closed the meeting at approximately 13.36 hours.

Waalre, November 23, 2015

Chairman:

Secretary:

Mr. K.O. Bender

Mrs. A. Schulte-Suttorp

Shareholders:

Mr. K.O. Bender

Mrs. A. Schulte-Suttorp

Directors:

Mr. K.O. Bender

Mrs. A. Schulte-Suttorp

Supervisory board:

Mr. H.A. Hepperle (*represented by mrs. A. Schulte-Suttorp*)