SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

MEMORIAL

Journal Officiel
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Luxembourg

MEMORIAL

Amtsblatt
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Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 136 **19 janvier 2013**

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SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Sbull International S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 102.222.

Les comptes au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

SBULL INTERNATIONAL S.A.
Jean-Marc HEITZ / Alexis DE BERNARDI
Administrateur / Administrateur

Référence de publication: 2012165396/12.

(120218234) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Restaurant Heringer Millen, Société à responsabilité limitée.

Siège social: L-6245 Müllerthal, 1, rue des Moulins.

R.C.S. Luxembourg B 160.377.

Les comptes annuels au 18/04/2011 au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012165317/10.

(120218120) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

R & H Trans Sàrl, Société à responsabilité limitée.

Siège social: L-9991 Weiswampach, 22, Gruuss-Strooss.

R.C.S. Luxembourg B 99.233.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Weiswampach, le 13 décembre 2012.

Référence de publication: 2012165312/10.

(120218167) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Transventure S.A., Société Anonyme Soparfi.

Siège social: L-2652 Luxembourg, 142-144, rue Albert Unden.

R.C.S. Luxembourg B 49.519.

Les comptes annuels au 30.06.2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14.12.2012.
V. IAMPOLSKI
Administrateur

Référence de publication: 2012165469/12.

(120217501) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Rilease Software S.à r.l., Société à responsabilité limitée.

Siège social: L-9990 Weiswampach, 15B, Duarrefstrooss.

R.C.S. Luxembourg B 144.765.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Weiswampach, le 12 décembre 2012.

Référence de publication: 2012165319/10.

(120218348) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Rovi Technologies S.à r.l., Société à responsabilité limitée.

Siège social: L-1531 Luxembourg, 6-10, rue de la Fonderie.

R.C.S. Luxembourg B 160.216.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012165323/10.

(120217701) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Real Shopfitting, Société à responsabilité limitée.

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 138.394.

Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société
Fiduciaire WBM
Experts comptables et fiscaux
Signature

Référence de publication: 2012165329/13.

(120218390) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Rova Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 147.977.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 17 décembre 2012.

Rova Luxembourg S.à r.l.
Manacor (Luxembourg) S.A.
Gérant

Référence de publication: 2012165322/13.

(120217858) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Project Del Holding II S.à r.l., Société à responsabilité limitée.

Capital social: EUR 50.184,00.

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.

R.C.S. Luxembourg B 162.127.

Extrait des résolutions prises par l'assemblée générale extraordinaire en date du 6 décembre 2012

L'assemblée générale extraordinaire a décidé de nommer comme nouveau gérant A Mr. Arnold Louis SPRUIT, né le 13 octobre 1971 à Wimbledon, Royaume-Uni, avec adresse professionnelle à 5410 Beyren, 15a rue Langheck, Luxembourg, avec effet au 21 mars 2012 et pour une période indéterminée.

Le conseil de gérance de la société se compose alors comme suit:

(i) Mr. Pierre METZLER, gérant A depuis le 07 juillet 2011

(ii) Mr. Arnold Louis SPRUIT, gérant A depuis le 06 décembre 2012

(iii)Mr. Ian Michel Stuart DOWNIE, gérant B depuis le 07 juillet 2011

(iv) Mme Eva Monica KALAWSKI, gérant B depuis le 07 juillet 2011.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012165278/18.

(120217761) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Prodac Management S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 154.924.

Par résolutions signées en date du 9 novembre 2012, l'associé unique a accepté la démission de Lynn Sicilien, avec adresse professionnelle au 5200, Town Center Circle, 33486 Boca Raton, Etats-Unis, de son mandat de gérant de Catégorie A, avec effet immédiat.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 28 novembre 2012.

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Référence de publication: 2012165276/13.

(120217576) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Prodac Management S.à r.l. & Partners S.C.A., Société en Commandite par Actions.

Siège social: L-1882 Luxembourg, 5, rue Guillaume J. Kroll.

R.C.S. Luxembourg B 154.846.

Lors de l'assemblée générale annuelle tenue en date du 22 novembre 2012, les actionnaires ont pris les décisions suivantes:

1. Nomination de Lynn Skillen, avec adresse professionnelle au 5200, Town Center Circle, Suite 600, 33486 Boca Raton, Etats-Unis, au mandat de membre du conseil de surveillance pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013.

2. Acceptation de la démission de Frank Maassen, avec adresse au 2, Park Street, étage 1 er étage, W1K 2XA Londres, Royaume-Uni, de son mandat de membre du conseil de surveillance avec effet immédiat.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 28 novembre 2012.

Référence de publication: 2012165277/17.

(120217577) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Realstar Healthcare Financial S.à r.l., Société à responsabilité limitée.

Capital social: GBP 80.000,00.

Siège social: L-1417 Luxembourg, 8, rue Dicks.

R.C.S. Luxembourg B 89.261.

Extrait des résolutions du Conseil de Gérance prises le 21 novembre 2012

Le siège social de la société est transféré du 34, rue Michel Rodange L-2430 Luxembourg au 8, rue Dicks L-1417 Luxembourg avec effet au 12 décembre 2012.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société
Un mandataire

Référence de publication: 2012165330/13.

(120217719) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

CEFO-P, Cie Européenne Financière OMEGA de Participation, Société Anonyme.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 108.496.

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Cie Européenne Financière OMEGA de Participation
En abrégé CEFO-P

Référence de publication: 2012165693/11.

(120219594) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Charterhouse Capri I, Société Anonyme.

Siège social: L-2240 Luxembourg, 8, rue Notre Dame.

R.C.S. Luxembourg B 114.347.

En date du 30 octobre 2012, le Conseil d'Administration a décidé de transférer le siège social de la Société du 5, rue Guillaume Kroll, L-1882 Luxembourg au 8, rue Notre Dame, L-2240 Luxembourg, avec effet immédiat.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 10 décembre 2012.

Référence de publication: 2012165691/11.

(120219085) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Coach International Holdings, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-3372 Leudelange, 2, rue Jean Fischbach.

R.C.S. Luxembourg B 155.469.

Veuillez noter que Monsieur Maarten HIMPE, gérant de classe A de la société réside désormais professionnellement à L-3372 Leudelange (Gand-Duché de Luxembourg), 2, rue Jean Fischbach.

Luxembourg, le 18.12.2012.

Pour avis sincère et conforme

Pour Coach International Holdings

Intertrust (Luxembourg) S.A.

Référence de publication: 2012165697/14.

(120218959) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Centre de Yoga - La Source S.à r.l., Société à responsabilité limitée.

Siège social: L-7256 Walferdange, 25, rue Josy Welter.

R.C.S. Luxembourg B 161.069.

Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 17 décembre 2012.

Pour ordre

EUROPE FIDUCIAIRE (Luxembourg) S.A.

Boîte Postale 1307

L – 1013 Luxembourg

Référence de publication: 2012165688/14.

(120218829) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

CBOS, Société Anonyme.

Siège social: L-8279 Holzem, 28, route de Capellen.

R.C.S. Luxembourg B 58.428.

Extrait du procès-verbal de l'assemblée générale du 13 décembre 2012

Suite à la démission de l'administrateur unique, M. Ranjit De Alwis, l'assemblée générale décide:

- de nommer aux fonctions d'administrateur:

* M. Franklin S. Zakine, 3, sentier de Collonge, CH-1820 Territet-Montreux

- de confirmer aux fonctions de commissaire:

* M. Jean-Paul Elvinger, 52, rue Charles Martel, L-2134 Luxembourg

Tous pour une période de 6 ans se terminant à l'assemblée générale annuelle de l'année 2018.

Signature.

Référence de publication: 2012165719/15.

(120218599) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Camco Luxembourg S.àr.l., Société à responsabilité limitée.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 154.571.

Il est porté à la connaissance de tous que:

- l'associé a fait l'objet d'un changement de dénomination. La nouvelle dénomination est la suivante: Camco Clean Energy PLC

Luxembourg, le 19 décembre 2012.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2012165684/14.

(120219469) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Brettone S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 36, avenue Marie-Thérèse.

R.C.S. Luxembourg B 160.956.

Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 17 décembre 2012.

Pour ordre

EUROPE FIDUCIAIRE (Luxembourg) S.A.

Boîte Postale 1307

L – 1013 Luxembourg

Référence de publication: 2012165677/14.

(120218830) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Brasserie A Capital S.à r.l., Société à responsabilité limitée.

Siège social: L-2763 Luxembourg, 50, rue Sainte Zithe.

R.C.S. Luxembourg B 58.203.

Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 17 décembre 2012.

Pour ordre

EUROPE FIDUCIAIRE (Luxembourg) S.A.

Boîte Postale 1307

L – 1013 Luxembourg

Référence de publication: 2012165675/14.

(120218831) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Blumen-Nico Sàrl, Société à responsabilité limitée unipersonnelle.

Siège social: L-4670 Differdange, 196, rue de Soleuvre.

R.C.S. Luxembourg B 155.395.

Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg.

ACA - Atelier Comptable & Administratif S.A.

Signature

Référence de publication: 2012165669/12.

(120219138) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

BISDORFF Soeurs S.à r.l., Société à responsabilité limitée.

Siège social: L-6551 Berdorf, 39, An der Heeschbech.

R.C.S. Luxembourg B 102.567.

Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 18 décembre 2012.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2012165667/14.

(120219015) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Bios S.A., Société Anonyme Holding.

Siège social: L-2714 Luxembourg, 2, rue du Fort Wallis.

R.C.S. Luxembourg B 3.055.

Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Bios S.A. (en liquidation)

Référence de publication: 2012165665/10.

(120218682) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Biorent S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 147.512.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 18 décembre 2012.

Référence de publication: 2012165664/10.

(120219314) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Bevis Marks 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 21, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 158.640.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 18 décembre 2012.

Référence de publication: 2012165635/10.

(120218932) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

ACP Intermediate Acquisition S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 47, avenue J.F. Kennedy.

R.C.S. Luxembourg B 162.563.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012165589/10.

(120218860) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Aetalis S.A., Société Anonyme.

Siège social: L-8399 Windhof (Koerich), 4, rue d'Arlon.

R.C.S. Luxembourg B 146.409.

Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

YAMASHITA Kyoko

Administrateur unique

Référence de publication: 2012165592/11.

(120219470) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Am Bistrot S.à r.l., Société à responsabilité limitée.

Siège social: L-5366 Munsbach, 197, rue Principale.

R.C.S. Luxembourg B 59.419.

Les comptes annuels au 31 DECEMBRE 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

FIDUCIAIRE CONTINENTALE S.A.

Signature

Référence de publication: 2012165609/11.

(120219160) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

B.S. Toit, Société à responsabilité limitée.

Siège social: L-9645 Derenbach, Maison 91.

R.C.S. Luxembourg B 105.013.

Date de clôture des comptes annuels 31/12/2011 a été déposée au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

DERENBACH, le 19/12/2012.

FRL SA

Signature

Référence de publication: 2012165633/13.

(120219186) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

GACEREF Luxco Holdco S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.501,00.

Siège social: L-1628 Luxembourg, 1, rue des Glacis.

R.C.S. Luxembourg B 159.024.

EXTRAIT

La Société prend acte du changement d'adresse du siège social de son associé unique GAC European Real Estate Fund Limited.

Elle est désormais la suivante:

2, Grand Canal Square

Grand Canal Harbour

Dublin 2

Irlande

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme

Luxembourg, le 19 décembre 2012.

Référence de publication: 2012165892/19.

(120219221) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

F1 Napier S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 83.318.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012165873/10.

(120219723) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

F2 Napier S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 83.319.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012165874/10.

(120219722) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Garage Kieffer Frères, Société à responsabilité limitée.

Siège social: L-8422 Steinfort, 110, route de Hobscheid.

R.C.S. Luxembourg B 12.098.

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature
Mandataire

Référence de publication: 2012165878/11.

(120219139) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

GA BERLIN III InvestCo S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 90.363.

Le bilan de la société au 31/12/2007 a été déposé au registre de commerce et des sociétés de Luxembourg.

Ce bilan remplace le bilan au 31 décembre 2007, enregistré et déposé au registre de commerce des sociétés de Luxembourg le 22 mai 2012 sous la référence L120082839.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg.
Pour la société
Un mandataire

Référence de publication: 2012165888/14.

(120218770) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Manimmolux S.A., Société Anonyme.

Siège social: L-2514 Luxembourg, 15, rue Jean-Pierre Sauvage.

R.C.S. Luxembourg B 142.168.

Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012166105/9.

(120219410) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

LBC Goodwater Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 124.801.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Le 17 Decembre 2012.

Référence de publication: 2012166046/10.

(120219626) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

LBP Luxco GP 1-Hanover S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 120.518.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Le 18 Decembre 2012.

Référence de publication: 2012166047/10.

(120219634) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

LBP Luxco GP 2-Resi S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 120.517.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Le 18 Decembre 2012.

Référence de publication: 2012166048/10.

(120219633) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Lavorel Medicare, Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 170.991.

Extrait des résolutions du conseil d'administration du 23 octobre 2012

Il résulte des résolutions du Conseil d'Administration de la Société prises en date du 23 octobre 2012 que:

- Monsieur Stanislas LAVOREL, demeurant au 55, chemin vert, F-69004 LYON, a été nommé Administrateur-Délégué de la Société avec effet immédiat jusqu'à l'assemblée générale qui se tiendra en 2017.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Dandois & Meynial

Référence de publication: 2012166045/13.

(120219654) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Lab Datavault PSF S.A., Société Anonyme.

Siège social: L-5366 Münsbach, 9, rue Henri Tudor.

R.C.S. Luxembourg B 50.922.

Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Le 3/12/2012.

Le Conseil d'administration

Référence de publication: 2012166042/11.

(120220039) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Laboratoires Réunis S.A., Société Anonyme.

Siège social: L-6131 Junglinster, 38, rue Hiehl.

R.C.S. Luxembourg B 164.146.

Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 18 décembre 2012.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2012166043/14.

(120219053) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Lux PHARMA Participations SA, Société Anonyme.

Siège social: L-1946 Luxembourg, 9-11, rue de Louvigny.

R.C.S. Luxembourg B 170.801.

Les statuts coordonnés au 08/11/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 19/12/2012.

Me Cosita Delvaux
Notaire

Référence de publication: 2012166039/12.

(120219705) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Lux Gest Asset Management S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 30.338.

Extrait du procès-verbal du conseil d'administration tenue le 16 décembre 2012

Lors du conseil d'administration tenu le 16 décembre 2012, il a été décidé de nommer comme réviseur la société KPMG Luxembourg ayant son siège social au 9 Allée Scheffer, L - 2520 Luxembourg son mandat prenant fin avec l'exercice clos au 31 décembre 2012.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

SOCIETE EUROPEENNE DE BANQUE
Société Anonyme
Banque Domiciliataire
Signature

Référence de publication: 2012166038/16.

(120218774) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

L.A.C. S.A., Société Anonyme.

Siège social: L-1521 Luxembourg, 139, rue Adolphe Fischer.

R.C.S. Luxembourg B 149.560.

Aux Actionnaires de la Société

Par la présente, nous démissionnons avec effet immédiat de notre fonction de Commissaire de votre Société L.A.C. S.A., enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 149.560.

Luxembourg, le 4 décembre 2012.

Lux-Audit S.A.

Référence de publication: 2012166027/12.

(120219675) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

MD Wind, Société à responsabilité limitée.

Siège social: L-9990 Weiswampach, 17, Duarrefstrooss.

R.C.S. Luxembourg B 151.943.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Weiswampach, le 19 décembre 2012.

Référence de publication: 2012166109/10.

(120219549) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Manadu International S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 165.334.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012166104/10.

(120219714) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

MM Advertising S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 60.261.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012166121/10.

(120219712) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Miso Trade, Société à responsabilité limitée.

Siège social: L-9911 Troisvierges, 4, Zone Industrielle.

R.C.S. Luxembourg B 135.640.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Weiswampach, le 19 décembre 2012.

Référence de publication: 2012166120/10.

(120219543) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Malvin Finance S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 36, avenue Marie-Thérèse.

R.C.S. Luxembourg B 149.565.

Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 17 décembre 2012.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2012166103/14.

(120218869) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Azzurro S.A., Société Anonyme.

Siège social: L-4170 Esch-sur-Alzette, 50, boulevard J.F. Kennedy.

R.C.S. Luxembourg B 173.346.

STATUTS

L'an deux mille douze, le trente novembre.

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à SANEM, Grand-Duché de Luxembourg,

ont comparu:

1.- La société «FGA (Luxembourg) S.A.», une société anonyme constituée et existant sous le droit luxembourgeois, établie et ayant son siège social au 53, route d'Arlon, L-8211 Mamer (R.C.S. Luxembourg, section B numéro 61 096),

ici représentée par:

Madame Stéphanie Paché, employée privée, demeurant professionnellement au 53, route d'Arlon, L-8211 Mamer,

en vertu d'une procuration sous seing privé lui délivrée à Mamer, le 29 novembre 2012;

2.- Monsieur Aniel GALLO, réviseur d'entreprises, demeurant au 53, route d'Arlon, L-8211 Mamer,

ici représenté par:

Madame Stéphanie Paché, prénommée,

en vertu d'une procuration sous seing privé lui délivrée à Mamer, le 29 novembre 2012.

Les prédites procurations, après avoir été signées «ne varietur» par la mandataire des parties comparantes et le notaire soussigné, resteront annexées au présent acte à des fins d'enregistrement.

Laquelle mandataire, agissant en sa susdite qualité, a requis le notaire instrumentant de dresser acte constitutif d'une société anonyme (SOPARFI) que les parties prémentionnées déclarent constituer entre elles et dont elles ont arrêté les statuts comme suit:

Dénomination - Siège - Durée - Objet - Capital

Art. 1er. Il est constitué par les présentes une société anonyme luxembourgeoise, dénommée: «AZZURRO S.A.».

Art. 2. Le siège de la société est établi à Esch-sur-Alzette, Grand-Duché de Luxembourg.

Par simple décision du conseil d'administration, la société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Le siège social pourra être transféré par décision de l'assemblée générale extraordinaire délibérant comme en cas de modification des statuts dans toute autre localité du Grand-Duché de Luxembourg.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger, se sont produits ou seront imminents, le siège social pourra être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales, sans que toutefois cette mesure puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

Art. 3. La société est établie pour une durée illimitée.

Art. 4. La société a pour objet tant pour son compte que pour le compte de tiers/participations seule ou en association,

- La conception, réalisation, la mise en valeur et la promotion, l'achat et la vente, la négociation, l'échange, la gestion ainsi que la location d'immeubles bâtis ou à bâtir, ainsi que toute opérations de marchand de biens.

- L'activité de consultance dans le domaine de la construction ainsi que le pilotage, la surveillance, la coordination de chantiers de construction

- La société pourra accomplir dans ce cadre la prestation de services techniques, industriels, artisanaux, commerciaux

- La fabrication, la transformation et le commerce de matériaux de construction pour la bâtiment et la route

- La société exercera ces activités tant au Grand-Duché de Luxembourg qu'à l'étranger.

- La société a encore pour objet tous actes, transactions et toutes opérations généralement quelconques de nature mobilière, immobilière, civile, commerciale et financière, se rattachant directement ou indirectement à l'objet précité ou à toutes opérations e nature à favoriser la réalisation de son objet social.

- La société pourra gager ses biens ou se porter caution au profit d'autres entreprises, sociétés ou tiers, si cette opération est de nature à favoriser son développement.

- Elle pourra s'intéresser par toute voie dans toutes affaires, entreprises ou société ayant un objet identique, analogue ou connexe ou qui est de nature à favoriser son développement.

Elle peut faire l'acquisition de tous titres et droits par voie de participation, d'apport, de négociation et de toutes autres manières, participer à la création, au développement et au contrôle de toutes sociétés ou entreprises et leur prêter tous concours.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Art. 5. Le capital social souscrit est fixé à TRENTE ET UN MILLE EUROS (31.000.- EUR) représenté par mille (1.000) actions ordinaires d'une valeur nominale de TRENTE ET UN EUROS (31.- EUR) chacune.

Les actions sont et resteront nominatives.

Un registre des actionnaires est tenu au siège social de la société où il peut être consulté par tout actionnaire pendant les heures normales de fonctionnement. Ce registre contient le nom de chaque actionnaire, sa résidence ou son domicile élu, le nombre d'actions qu'il détient, la valeur nominale ou le pair comptable payé pour chacune de ces actions, les émissions d'actions, les cessions d'actions et les dates desdites émissions et cessions. La propriété des actions est établie par inscription dans ledit registre.

Des certificats constatant les inscriptions dans le registre des actionnaires peuvent être émis aux actionnaires, et s'ils sont émis, seront signés par le président du conseil d'administration ou par deux administrateurs.

La société ne reconnaît qu'un seul propriétaire par action. Dans le cas où une action viendrait à appartenir à plusieurs personnes, la société aura le droit de suspendre l'exercice de tous droits y attachés jusqu'au moment où une personne aura été désignée comme propriétaire unique vis-à-vis de la société.

Le transfert d'actions peut se faire par une déclaration écrite de transfert inscrite au registre des actionnaires de la société, cette déclaration de transfert devant être datée et signée par le cédant et le cessionnaire ou par des personnes détenant les pouvoirs de représentation nécessaires pour agir à cet effet et, conformément aux dispositions de l'article 1690 du code civil luxembourgeois relatives à la cession de créances.

La société peut également accepter comme preuve de transfert d'actions d'autres instruments de transfert, dans lequel les consentements du cédant et du cessionnaire sont établis, et jugés suffisants par la société.

La société peut, dans la mesure et aux conditions prescrites par la loi, racheter ses propres actions.

Le capital souscrit de la société peut être augmenté ou réduit par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Les actions de la société sont librement cessibles. Cependant si un actionnaire désire céder tout ou partie de ses actions, il doit les offrir préférentiellement aux autres actionnaires, par lettre recommandée, proportionnellement à leur participation dans le capital de la société. En cas de désaccord sur le prix de cession, celui-ci sera fixé par un expert désigné par le ou les actionnaires qui entendent céder les actions et le ou les actionnaires qui entendent acquérir les actions. Au cas où les actionnaires ci-dessus désignés ne s'entendent pas pour nommer un expert, celui-ci sera désigné par le Président du Tribunal de commerce de Luxembourg.

Les actionnaires qui n'auront pas répondu dans un délai de un mois par lettre recommandée à l'offre décrite ci-dessus seront considérés comme ayant abandonné leur droit de préférence.

Administration - Surveillance

Art. 6. La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non, nommés pour un terme qui ne peut excéder six ans par l'assemblée générale des actionnaires et toujours révocables par elle.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Aussi longtemps que la société ne dispose que d'un actionnaire unique, celui-ci pourra décider que la société est gérée par un seul administrateur étant entendu que, dès qu'il est constaté que la société dispose d'au moins deux actionnaires, les actionnaires devront nommer au moins deux administrateurs supplémentaires. Dans le cas où la société est gérée par un administrateur unique, toute référence faite dans les statuts au conseil d'administration est remplacée par l'administrateur unique. Une entité ou personne morale pourra être nommée comme administrateur de la société à condition qu'une personne physique ait été désignée comme son représentant permanent conformément à la loi.

Art. 7. Le conseil d'administration devra élire parmi ses membres un président. En cas d'empêchement du président, l'administrateur désigné à cet effet par les administrateurs présents le remplace. Le premier président pourra être nommé par l'assemblée générale des actionnaires.

Le conseil d'administration se réunit sur la convocation du président ou sur la demande de deux administrateurs.

Le conseil ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou représentée, le mandat entre administrateurs étant admis. Un administrateur peut représenter plusieurs de ses collègues. Les administrateurs peuvent émettre leur vote sur les questions à l'ordre du jour par lettre, télégramme, télex ou téléfax, ces trois derniers étant à confirmer par écrit.

Une décision prise par écrit, approuvée et signée par tous les administrateurs, produira effet au même titre qu'une décision prise à une réunion du conseil d'administration.

Art. 8. Toute décision du conseil est prise à la majorité absolue des membres présents ou représentés. En cas de partage, la voix de celui qui préside la réunion du conseil est prépondérante.

Art. 9. Les procès-verbaux des séances du conseil d'administration sont signés par les membres présents aux séances.

Les copies ou extraits seront certifiés conformes par un administrateur ou par un mandataire.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Art. 10. Le conseil d'administration est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi et les statuts à l'assemblée générale.

Art. 11. Le conseil d'administration peut déléguer la gestion journalière de la société ainsi que la représentation de la société en ce qui concerne cette gestion à un ou plusieurs administrateurs, directeurs, fondés de pouvoirs, employés ou autres agents qui peuvent mais ne doivent pas être actionnaires de la société, ou conférer des pouvoirs ou mandats spéciaux ou des fonctions permanentes ou temporaires à des personnes ou agents de son choix.

La (Les) première(s) personne(s) à qui sera (seront) déléguée(s) la gestion journalière peut (peuvent) être nommée (s) par la première assemblée générale des actionnaires.

Art. 12. Vis-à-vis des tiers, la société est engagée en toutes circonstances par la signature conjointe de deux (2) administrateurs ou par la signature individuelle de l'administrateur unique ou encore par la signature individuelle d'un administrateur-délégué dans les limites de ses pouvoirs.

Art. 13. La surveillance de la société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés pour une durée qui ne peut pas dépasser six ans, rééligibles et toujours révocables.

Assemblée générale

Art. 14. L'assemblée générale réunit tous les actionnaires. Elle a les pouvoirs les plus étendus pour décider des affaires sociales. Les convocations se font dans les formes et délais prévus par la loi.

Art. 15. L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le dernier lundi du mois d'avril de chaque année à 14.00 heures.

Si la date de l'assemblée tombe sur un jour férié, elle se réunit le premier jour ouvrable qui suit.

Art. 16. Le conseil d'administration ou le(s) commissaire(s) aux comptes peuvent convoquer d'autres assemblées générales des actionnaires. De telles assemblées doivent être convoquées si des actionnaires représentant au moins un dixième du capital social le demandent.

Un ou plusieurs actionnaires disposant ensemble de dix pour cent au moins du capital souscrit peuvent demander l'inscription d'un ou plusieurs nouveaux points à l'ordre du jour de toute assemblée générale.

Les assemblées générales, y compris l'assemblée générale annuelle peuvent se tenir à l'étranger chaque fois que se produiront des circonstances de force majeure qui seront appréciées souverainement par le conseil d'administration.

Année sociale - Répartition des bénéfices

Art. 17. L'année sociale commence le premier janvier et finit le trente et un décembre de la même année.

Le conseil d'administration établit les comptes annuels tels que prévus par la loi.

Art. 18. L'excédant favorable du bilan, déduction faite des charges et des amortissements, forme le bénéfice net de la société. Sur ce bénéfice il est prélevé cinq pour cent (5%) au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint dix pour cent (10%) du capital social.

Le solde est à la disposition de l'assemblée générale.

Le conseil d'administration est autorisé à verser des acomptes sur dividendes en se conformant aux conditions prescrites par la loi.

Dissolution - Liquidation

Art. 19. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

Lors de la dissolution de la société, la liquidation s'effectuera par les soins d'un ou plusieurs liquidateurs, personnes physiques ou morales, nommées par l'assemblée générale qui détermine leurs pouvoirs.

Disposition générale

Art. 20. La loi du 10 août 1915 et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Dispositions transitoires

1.- Le premier exercice social commence le jour de la constitution de la société et se termine le 31 décembre 2012.

2,- La première assemblée générale ordinaire annuelle se tiendra en avril 2013.

Souscription et libération

Les mille (1'000) actions ordinaires ont été souscrites comme suit:

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

1.- La société «FGA (Luxembourg) S.A.», prédésignée, neuf cent quatre-vingt-dix-neuf actions	999
2.- Monsieur Aniel GALLO, prénommé, une action	1
TOTAL: MILLE ACTIONS	1.000

Toutes les actions ainsi souscrites ont été libérées intégralement par des versements en numéraire, de sorte que la somme de TRENTE ET UN MILLE EUROS (31.000.- EUR) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentant.

Constatation

Le notaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi sur les sociétés commerciales, et en constate expressément l'accomplissement.

Frais

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ mille euros.

Assemblée générale extraordinaire

Et à l'instant les parties comparantes, ès-qualités qu'elles agissent, se sont constituées en assemblée générale extraordinaire à laquelle elles se reconnaissent dûment convoquées et après avoir constaté que celle-ci était régulièrement constituée, ont, à l'unanimité des voix, pris les résolutions suivantes:

Première résolution

Le nombre d'administrateurs est fixé à TROIS (3) et celui des commissaires à UN (1).

Sont nommés aux fonctions d'administrateurs:

1) Monsieur Timothée SCHLINK, ingénieur, né à Luxembourg, le 28 octobre 1977, demeurant au 178, rue Principale L-5480 Wormeldange, Grand-Duché de Luxembourg;

2) Monsieur Claude SOUMER, administrateur de société, né à Dudelange, le 9 novembre 1959, demeurant à Fockemillen L-8386 Koerich, Grand-Duché de Luxembourg; et

3) Monsieur Michel TRIERWEILER, pharmacien, né à Esch-sur-Alzette, le 26 mars 1960, demeurant au 7, rue du Nord, L-4260 Esch-sur-Alzette, Grand-Duché de Luxembourg.

En conformité avec l'article sept (7) des statuts de la Société, Monsieur Timothée SCHLINK, prénommé, est désigné premier président du présent conseil pour la durée de son mandat d'administrateur.

Deuxième résolution

Est nommée aux fonctions de commissaire:

la société «Fiduciaire & Expertises (Luxembourg) S.A.», une société anonyme avec siège social au 53, route d'Arlon, L-8211 Mamer (R.C.S. Luxembourg, section B numéro 70 909).

Troisième résolution

Faisant usage de la faculté offerte par l'article onze (11) des statuts, l'assemblée nomme en qualité de premier administrateur-délégué de la société, Monsieur Timothée SCHLINK, prénommé, lequel pourra engager la société sous sa seule signature, dans le cadre de la gestion journalière dans son sens le plus large, y compris toutes opérations bancaires.

Quatrième résolution

Le mandat des administrateurs, du commissaire et de l'administrateur-délégué ainsi nommés prendra fin à l'issue de l'assemblée générale annuelle statutaire de l'an 2018.

Cinquième résolution

L'adresse de la société est fixée au 50, boulevard John F. Kennedy, L-4170 Esch-sur-Alzette.

Le conseil d'administration est autorisé à changer l'adresse de la société à l'intérieur de la commune du siège social statutaire.

Dont acte, passé à Belvaux, Grand-Duché de Luxembourg, en l'étude du notaire soussigné, les jour, mois et an qu'en tête des présentes.

Et après lecture, la mandataire des parties comparantes prémentionné a signé avec Nous le notaire instrumentant le présent acte.

Signé: S. PACHÉ, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 5 décembre 2012. Relation: EAC/2012/16165. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2012161485/210.

(120213598) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Ferrassieres Energy Holdings S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 151.830.

L'an deux mille douze, le treize novembre.

Par-devant Maître Francis Kesseler, notaire de résidence à Esch/Alzette, (Grand-Duché de Luxembourg), soussigné.

S'est réunie l'assemblée générale extraordinaire (ci-après l'«A) des actionnaires de la Société anonyme "Ferrassieres Energy Holdings S.A.", avec siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 151830, constituée suivant acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg, en date du 1 er mars 2010, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 821 du 21 avril 2010.

L'assemblée est présidée par Madame Sofia AFONSO-DA CHAO CONDE, employé privé, demeurant professionnellement à Esch/Alzette, rue Zénon Bernard.

Le Président désigne comme secrétaire Mademoiselle Sophie HENRYON, employé privé, demeurant professionnellement à Esch/Alzette, rue Zénon Bernard.

L'assemblée choisie comme scrutateur Mademoiselle Claudia ROUCKERT, employé privé, demeurant professionnellement à Esch/Alzette, rue Zénon Bernard.

Le bureau ayant ainsi été constitué, le Président expose et prie le notaire instrumentaire d'acter ce qui suit:

A) Que la présente assemblée générale extraordinaire a pour ordre du jour:

Ordre du jour:

1.- Démissions des membres du conseil d'administration;

2.- Suppression des deux classes d'administrateurs.

3.- Modification des statuts afin de prendre en compte les résolutions qui précèdent;

4.- Divers.

B) Que les actionnaires, présents ou représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont portés sur une liste de présence; cette liste de présence est signée par les actionnaires présents, les mandataires de ceux représentés, les membres du bureau de l'assemblée et le notaire instrumentant.

C) Que les procurations des actionnaires représentés, signées ne varietur par les membres du bureau de l'assemblée et le notaire instrumentant, resteront annexées au présent acte pour être formalisée avec lui.

D) Que l'intégralité du capital social étant présente ou représentée et que les actionnaires, présents ou représentés, déclarent avoir été dûment notifiés et avoir eu connaissance de l'ordre du jour préalablement à cette assemblée et renoncer aux formalités de convocation d'usage, aucune autre convocation n'était nécessaire.

E) Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement sur les objets portés à l'ordre du jour.

Ensuite l'assemblée générale, après délibération, a pris à l'unanimité les résolutions suivantes:

Première résolution

L'Assemblée décide d'accepter les démissions des membres du conseil d'administration de la Société repris ci-après:

- Monsieur Philippe Deschamps administrateur de catégorie A avec effet au 12 octobre, 2012;
- Monsieur Peter Finbarr Mc Carthy administrateur de catégorie A avec effet au 18 septembre, 2012;
- Monsieur Martin Scully administrateur de catégorie A avec effet au 18 septembre, 2012;
- Monsieur Kevin Joseph Lynch administrateur de catégorie A avec effet au 12 janvier, 2012;
- Monsieur José Luis Monteiro Correia administrateur de catégorie B avec effet au 18 septembre, 2012;
- Monsieur Alan Dundon administrateur de catégorie B avec effet au 12 octobre, 2012;

L'Assemblée décide d'accorder pleine et entière décharge aux membres du conseil d'administration de la Société pour l'exercice de leur mandat.

Seconde résolution

L'Assemblée décide de supprimer les deux classes d'administrateurs, Administrateur de Classe A et Administrateur de Classe B.

Troisième résolution

Par conséquent, l'Assemblée décide de modifier l'article 17 des statuts, qui par conséquent aura la teneur suivante:

Art. 17. En cas de pluralité d'actionnaires, la Société doit être administrée par un Conseil d'Administration composé de deux membres au moins (chacun un «Administrateur»), actionnaires ou non.

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Si la Société est établie par un actionnaire unique ou si à l'occasion d'une assemblée générale des actionnaires, il est constaté que la Société a seulement un actionnaire restant, la Société doit être administrée par un Conseil d'Administration consistant soit en un Administrateur (L'"Administrateur Unique") jusqu'à la prochaine assemblée générale des actionnaires constatant l'existence de plus d'un actionnaire ou par au moins deux Administrateurs. Une société peut être membre du Conseil d'Administration ou peut être l'Administrateur Unique de la Société. Dans un tel cas, le Conseil d'Administration ou l'Administrateur unique nommera ou confirmera la nomination de son représentant permanent en conformité avec la Loi du 10 août 1915 sur les sociétés commerciales tel que modifiée.

Les Administrateurs ou l'Administrateur Unique sont nommés par l'assemblée générale des actionnaires pour une période n'excédant pas six ans et sont rééligibles. Ils peuvent être révoqués à tout moment par l'assemblée générale des actionnaires. Ils restent en fonction jusqu'à ce que leurs successeurs soient nommés. Les Administrateurs élus sans indication de la durée de leur mandat, seront réputés avoir été élus pour un terme de six ans.

En cas de vacance du poste d'un administrateur pour cause de décès, de démission ou autre raison, les administrateurs restants nommés de la sorte peuvent se réunir et pourvoir à son remplacement, à la majorité des votes, jusqu'à la prochaine assemblée générale des actionnaires portant ratification du remplacement effectué.

Frais

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit qui seront supportés par la Société sont estimés à mille trois cents euros (EUR 1.300,-).

Assemblée générale extraordinaire

La comparante pré qualifiée, représentant la totalité du capital souscrit a pris à l'unanimité les résolutions suivantes:

A. Le nombre des administrateurs est fixé à deux (2).

Ont été appelés aux fonctions d'administrateurs:

1. Philippe Deschamps, née le 28 avril, 1967 à Tourcoing, France ayant son adresse professionnel au 416, rue Albert Bailly, F-59290 Wasquehal;

2. Eric Lorthiois née le 23 août 1953 à Tourcoing, France, ayant son adresse professionnel au 8, allée le Neveu, 59420 MOUVAUX France.

B. Le mandat des administrateurs expirera après l'assemblée générale des actionnaires qui se tiendra en 2017.

Plus rien n'étant à l'ordre du jour, la séance est levée.

Le notaire soussigné, qui comprend et parle anglais, constate que sur demande des parties, le présent acte est rédigé en anglais suivi d'une traduction française; à la demande des mêmes parties comparantes en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

Dont acte, fait et passé à Esch/Alzette, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire des parties comparantes, ledit mandataire a signé le présent acte avec le notaire.

Signé: Conde, Henryon, Rouckert, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 21 novembre 2012. Relation: EAC/2012/15368. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Santioni A.

Pour expédition conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012161639/93.

(120213546) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Dry Management 2 S.à r.l., Société à responsabilité limitée.

Enseigne commerciale: Café YUCATAN.

Siège social: L-2118 Luxembourg, 5, allée Pierre de Mansfeld.

R.C.S. Luxembourg B 173.329.

STATUTS

L'an deux mille douze, le trente novembre;

Par-devant Maître Carlo WERSANDT, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), soussigné;

ONT COMPARU:

1) Monsieur Rémy NAVARRO FRUTUOSO MANSO MARQUES, salarié, né à Luxembourg, le 1 er novembre 1985, demeurant à L-1354 Luxembourg, 9, Allée du Carmel; et

2) Monsieur Ioannis XYDIAS, salarié, né à Luxembourg, le 19 octobre 1983, demeurant à L-1831 Luxembourg, 5, rue de la Tour Jacob.

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Lesquels comparants ont requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'ils déclarent constituer par les présentes et dont ils ont arrêté les statuts comme suit:

Titre I er . - Dénomination - Objet - Durée - Siège social

Art. 1 er . Il est formé par la présente, entre les propriétaires actuels des parts ci-après créées et tous ceux qui pourront le devenir dans la suite, une société à responsabilité limitée dénommée "DRY MANAGEMENT 2 S.à r.l.", (ci-après la "Société"), laquelle sera régie par les présents statuts (les "Statuts") ainsi que par les lois respectives et plus particulièrement par la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Art. 2. La Société a pour objet l'exploitation d'un café-bar-restaurant avec débit de boissons alcooliques et non-alcooliques.

Dans le cadre de son activité, la Société pourra accorder hypothèque, emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques, sous réserve des dispositions légales afférentes.

La Société peut s'intéresser par toutes voies de droit dans toutes affaires, entreprises ou sociétés, ayant un objet identique, analogue ou connexe, ou qui serait de nature à favoriser le développement de son entreprise.

La Société peut accomplir toutes opérations généralement quelconques, commerciales, industrielles, financières, mobilières ou immobilières, se rapportant directement ou indirectement, à son objet social.

Art. 3. La durée de la Société est illimitée.

Art. 4. Le siège social est établi dans la commune de Luxembourg (Grand-Duché de Luxembourg). L'adresse du siège social peut-être déplacée à l'intérieur de la commune par simple décision de la gérance.

Il peut-être transféré en tout autre endroit du Grand-Duché de Luxembourg par une simple décision des associés délibérant comme en matière de modification des statuts.

Par simple décision de la gérance, la Société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Titre II. - Capital social - Parts sociales

Art. 5. Le capital social est fixé à douze mille six cents euros (12.600,- EUR), représenté par cent vingt-six (126) parts sociales de cent euros (100,- EUR) chacune, intégralement libérées.

Le capital social pourra, à tout moment, être augmenté ou diminué dans les conditions prévues par l'article 199 de la loi concernant les sociétés commerciales.

Art. 6. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés que moyennant l'accord unanime de tous les associés.

En cas de cession à un non-associé, les associés restants ont un droit de préemption. Ils doivent l'exercer dans les 30 jours à partir de la date du refus de cession à un non-associé. En cas d'exercice de ce droit de préemption, la valeur de rachat des parts est calculée conformément aux dispositions des alinéas 6 et 7 de l'article 189 de la loi sur les sociétés commerciales.

Art. 7. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la Société.

Les créanciers, ayants-droit ou héritiers d'un associé ne pourront pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la Société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront se tenir aux valeurs constatées dans les derniers bilan et inventaire de la Société.

Titre III. - Administration et Gérance

Art. 8. La Société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables à tout moment par l'assemblée générale qui fixe leurs pouvoirs et leurs rémunérations.

Art. 9. Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède et peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 10. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification aux Statuts doivent réunir la majorité des associés représentant les trois quarts (3/4) du capital social.

Art. 11. Lorsque la Société ne comporte qu'un seul associé, les pouvoirs attribués par la loi ou les Statuts à l'assemblée générale sont exercés par l'associé unique.

Les décisions prises par l'associé unique, en vertu de ces pouvoirs, sont inscrites sur un procès-verbal ou établies par écrit.

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De même, les contrats conclus entre l'associé unique et la Société représentée par lui sont inscrits sur un procès-verbal ou établies par écrit.

Cette disposition n'est pas applicable aux opérations courantes conclues dans des conditions normales.

Art. 12. Le ou les gérants ne contractent, en raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 13. Chaque année, le trente et un décembre, les comptes sont arrêtés et le ou les gérants dressent un inventaire comprenant l'indication des valeurs actives et passives de la Société.

Art. 14. Tout associé peut prendre au siège social de la Société communication de l'inventaire et du bilan.

Art. 15. Les produits de la Société constatés dans l'inventaire annuel, déduction faite des frais généraux, amortissements et charges, constituent le bénéfice net.

Sur le bénéfice net, il est prélevé cinq pour cent pour la constitution du fonds de réserve légale jusqu'à ce que celui-ci ait atteint dix pour cent du capital social.

Une partie du bénéfice disponible pourra être attribuée à titre de gratification aux gérants par décision des associés.

Art. 16. L'année sociale commence le premier janvier et finit le trente et un décembre.

Titre IV. - Dissolution - Liquidation

Art. 17. Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les pouvoirs et les émoluments.

Titre V. - Dispositions générales

Art. 18. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les Statuts.

Disposition transitoire

Par dérogation, le premier exercice commence aujourd'hui et finira le 31 décembre 2012.

Souscription et libération

Les Statuts ayant ainsi été arrêtés, les cent vingt-six (126) parts sociales ont été souscrites comme suit:

1) Monsieur Rémy NAVARRO FRUTUOSO MANSO MARQUES, préqualifié, soixante-trois parts sociales . . .	63
2) Monsieur Ioannis XYDIAS, préqualifié, soixante-trois parts sociales . . .	63
Total: cent vingt-six parts sociales . . .	126

Toutes les parts sociales ont été libérées intégralement en numéraire de sorte que la somme de douze mille six cents euros (12.600,- EUR) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentaire qui le constate expressément.

Loi anti-blanchiment

Les associés déclarent, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être les bénéficiaires réels de la Société faisant l'objet des présentes et certifient que les fonds/biens/droits servant à la libération du capital social ne proviennent pas, respectivement que la Société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge, à raison de sa constitution, est évalué à environ neuf cents euros.

Assemblée générale extraordinaire

Et aussitôt, les associés, représentant l'intégralité du capital social, et se considérant comme dûment convoqués, se sont réunis en assemblée générale extraordinaire et ont pris à l'unanimité des voix les résolutions suivantes:

1. Le siège social est établi à L-2118 Luxembourg-Clausen, 5, allée Pierre de Mansfeld.

2. Monsieur Rémy NAVARRO FRUTUOSO MANSO MARQUES, salarié, né à Luxembourg, le 1 novembre 1985, demeurant à L-1354 Luxembourg, 9, Allée du Carmel, est nommé gérant de la Société pour une durée indéterminée.

3. La Société est valablement engagée en toutes circonstances et sans restrictions par la signature individuelle du gérant.

4. Décision est prise que la Société exercera son commerce sous l'enseigne de "Café YUCATAN".

Déclaration

Le notaire instrumentant a rendu attentif les comparants au fait qu'avant toute activité commerciale de la Société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social, ce qui est expressément reconnu par les comparants.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, ils ont tous signé ensemble avec Nous, notaire, le présent acte.

Signé: R. NAVARRO FRUTUOSO MANSO MARQUES, I. XIDIAS, C. WERSANDT.

Enregistré à Luxembourg A.C., le 4 décembre 2012. LAC/2012/57422. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Irène THILL.

Pour expédition conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 décembre 2012.

Référence de publication: 2012161603/129.

(120213063) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Immobilière Hock S.à r.l., Société à responsabilité limitée.

Siège social: L-9991 Weiswampach, 2, Am Hock.

R.C.S. Luxembourg B 103.430.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Weiswampach, le 13 décembre 2012.

Référence de publication: 2012165015/10.

(120218006) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Codenvy S.A., Société Anonyme.

Siège social: L-1330 Luxembourg, 44, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 172.848.

In the year two thousand and thirteen, on the ninth day of January.

Before Maître Gérard Lecuit, notary residing in Luxembourg, acting in replacement of Maître Cosita Delvaux, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg, to whom remains the present deed.

THERE APPEARED:

1. Mr. William Tyler Jewell, born on 25 April 1976 in Riverside (United States of America), residing in 562 Vermont St., 94107 San Francisco (United States of America),

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

2. Mr. Gennady Azarenkov, born on April 12, 1966 in Smela, Cherkassy, Ukraine residing in 101, Geroev Dnepra Street/73 Cherkassy - 18021 Ukraine,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

3. Mr. François Moron, born on 26 June 1974 in Chatellerault (France), residing in Le Beudrec - 56400 Brech,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 3, 2013,

4. Mr. Julien Viet, born on 21 September 1974, in Laxou (France) residing in 7, boulevard d'Arras - 13004 Marseille,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

5. Mr. Bob Bickel, born on 30 March 1957 in Quantico (United States of America), residing in 407 Chester Avenue Moorestown NJ 08507 USA,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

6. Mr. Oualid Chaker, born on December 18, 1977 in Tunis, residing 9, rue Larbi Zarrouk, 2078 La Marsa - Tunisie,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 7, 2013,

7. Mr. Sacha Labourey, born on 6 May 1975 in Neuchâtel (Suisse), residing in rue du Rocher 50 2000 Neuchâtel (Suisse),

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here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January, 2013,

8. Mr. Patrick Cambier, born on 19 March 1961 in Haine-Saint-Paul (Belgium), residing in 22, avenue des Ormes - 4000 Liège (Belgium),

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

9. 6XS HOLDING, a company incorporated and existing under the laws of France, registered at the Paris Trade and Company Register, under the number 514 488 972, having its registered office at 12, rue Popincourt 75011 Paris, duly represented by Benjamin PAILLEREAU,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

10. FCPI LBPI 4, a French innovation fund managed by Xange Private Equity, a company incorporated and existing under the laws of France, registered at the Paris Trade and Company Register, under the number 477 699 235, having its registered office at 12, rue Tronchet - 75008 Paris, duly represented by Hervé SCHRICKE,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 8, 2013,

11. PRIVATE INVESTMENT NETWORK, a company incorporated and existing under the laws of France, registered at the Paris Trade and Company Register, under the number 519 046 437, having its registered office at 17, rue du Faubourg du Temple - 75010 Paris, duly represented by its Chairman the company FABERNOVEL, itself represented by Stéphane DISTINGUIN,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 7, 2013,

12. VMBM HOLDING PTE LTD, a company incorporated and existing under the laws of SINGAPORE, having its registered office at 22B Duxton Hill - Singapore 089605 registered under the number 200923000R, duly represented by Benjamin MESTRALLET,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 4, 2013,

13. XANGE CAPITAL, a company incorporated and existing under the laws of France, registered at the Paris Trade and Company Register, under the number 448 044 826, having its registered office at 12, rue Tronchet - 75008 Paris, duly represented by Hervé SCHRICKE,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg, by virtue of a proxy given on January 8, 2013,

14. FCPR AURIGA Ventures III, an investment fund managed by Auriga Partners, "société anonyme à directoire et conseil de surveillance" with a registered share capital of 456,250 Euros, having its registered office at 18, avenue Matignon, 75008 Paris, registered with the register of commerce and companies of Paris under number 419 156 351, duly represented by Jacques Chatain,

here represented by Mr. Nicolas Thieltgen, attorney at laws, with professional address in Luxembourg, by virtue of a proxy given on January 7, 2013,

The said proxies, after having been signed "ne varietur" by the proxy holders of the appearing parties and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing parties, represented as stated here above, acting in their capacity of shareholders of Codenvy S.A., a Luxembourg société anonyme, having its registered office at L-1330 Luxembourg, 44, boulevard Grande-Duchesse Charlotte, incorporated by a deed of the notary Cosita Delvaux prenamed, dated on 19 November 2012 and published in the Mémorial C, Recueil des Sociétés et Associations number 3062 of 20 December 2012, requested the undersigned notary to enact the following:

- Codenvy S.A., the Company, is a société anonyme, with its registered office located at 44, boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg, incorporated by a deed of the notary Cosita Delvaux prenamed, dated on 19 November 2012;

- The issued share capital of the Company is currently fixed at thirty-one thousand Euros (EUR 31,000.-) divided into three million one hundred thousand (3,100,000) shares with a nominal value of one cent (EUR 0.01) each, entirely paid-in;

- The appearing parties hold together three million one hundred thousand (3,100,000) shares in the share capital of the Company. Therefore, the entire share capital of the Company is present and/or represented and consequently the meeting is regularly constituted and may validly deliberate;

- The shareholders, present or represented as mentioned above, have recognized to be fully informed of the resolutions to be taken on the basis of the following agenda:

1. Creation of a new series of preferred shares called "A Shares" - Characteristics of the "A Shares";

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2. Capital increase of a nominal value of ten thousand one hundred four Euros and nineteen cents (EUR 10,104.19) by the issue of one million ten thousand four hundred nineteen (1,010,419) A Shares, of a nominal value of one cent (EUR 0.01) each, at a subscription price of two Euros and forty nine cents (EUR 2.49), share premium included and subsequent amendment of article 5, §1 of the Company's By-laws and insertion of new article 5, §§ 2 and 3 in the Company's by-laws;

3. Waiver of the preferential subscription right of the shareholders in relation to the issue of one million ten thousand four hundred nineteen (1,010,419) A Shares issued according to resolution 2 above to the benefit of LB 2 LLC and FCPR Auriga Ventures III and Exo Platform;

4. Subscription and payment of the new A Shares issued according to resolution 2 above as follows: - six hundred thirteen thousand one hundred forty (613,140) A Shares by LB 2 LLC; - three hundred six thousand seven hundred seventy nine (306,779) A Shares by FCPR Auriga Ventures III; - ninety thousand five hundred (90,500) A Shares by Exo Platform;

5. Authorization granted to the Board of Directors to proceed to a capital increase of a maximum nominal value of one thousand five hundred thirty three Euros and eighty nine cents (EUR 1,533.89), by way of issue of a maximum number of one hundred fifty three thousand three hundred eighty nine (153,389) A Shares and subsequent amendment of article 5, §3 of the Company's By-laws which will be renumbered as article 5, §5.

6. Suppression and/or waiver of the preferential subscription right of the shareholders in relation to the issue of one hundred fifty three thousand three hundred eighty nine (153,389) A Shares issued according to resolution 5 above to the benefit of persons to be designated by the Board of Directors accordingly and subsequent insertion of a new article 5, §6 in the Company's By-laws;

7. Authorization granted to the Board of Directors to proceed to a capital increase of a maximum nominal value of fifteen thousand three hundred forty three Euros and twelve cents (EUR 15,343.12), by way of issue of a maximum number of one million five hundred thirty four thousand three hundred twelve (1,534,312) A Shares and subsequent amendment of article 5, §3 of the Company's By-laws which will be renumbered as article 5, §5.

8. Suppression and/or waiver of the preferential subscription right of the shareholders in relation to the issue of one million five hundred thirty four thousand three hundred twelve (1,534,312) A Shares issued according to resolution 7 above to the benefit of LB 2 LLC and subsequent insertion of a new article 5, §6 in the Company's By-laws;

9. Insertion of a new article 5, §§ 5 and 6 in the Company's By-laws;

10. Issue of three hundred forty seven thousand two hundred eighty nine (347,289) WARRANTS 1, each giving the right to subscribe one (1) ordinary share of the Company - Characteristics of the WARRANTS 1;

11. Suppression and/or waiver of the preferential subscription right of the shareholders in relation to the issue of the three hundred forty seven thousand two hundred eighty nine (347,289) WARRANTS 1 issued according to resolution 10 above to the benefit of LB 2 LLC, FCPR Auriga Ventures III and Exo Platform;

12. Authorization granted to the Board of Directors to proceed to a capital increase of a maximum nominal value of five hundred seventy six Euros and ninety cents (EUR 576.90), by way of issue of a maximum number of fifty seven thousand six hundred ninety (57,690) ordinary shares resulting from the conversion of fifty seven thousand six hundred ninety (57,690) WARRANTS 1 and subsequent insertion of a new article 5, §§ 7 and 8 in the Company's By-laws;

13. Suppression and/or waiver of the preferential subscription right of the shareholders in relation with the issue of the fifty seven thousand six hundred ninety (57,690) WARRANTS 1 issued according to resolution 12 above to the benefit of persons to be designated by the Board of Directors accordingly and subsequent insertion of a new article 5, §9 in the Company's By-laws;

14. Authorization granted to the Board of Directors to proceed to a capital increase of a maximum nominal value of three thousand nine hundred twenty six Euros and forty seven cents (EUR 3,926.47), by way of issue of a maximum number of three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares, resulting from the conversion of three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2, this limit applying globally to the total number of WARRANTS 2 and Options for which the granting will be authorized, and subsequent insertion of a new article 5, §§ 7 and 8 in the Company's By-laws - Characteristics of the WARRANTS 2;

15. Suppression and/or waiver of the preferential subscription right of the shareholders in relation to the issue of the three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 issued according to resolution 14 above to the benefit of employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company, and subsequent insertion of a new article 5, §9 in the Company's By-laws;

16. Authorization granted to the Board of Directors to proceed to a capital increase of a maximum nominal value of three thousand nine hundred twenty six Euros and forty seven cents (EUR 3,926.47), by way of issue of a maximum number of three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares, resulting from the conversion of three hundred ninety two thousand six hundred forty seven (392,647) Options issued in favor of employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company, this limit applying globally to the total number of Options and WARRANTS 2 for which the granting will be authorized, and subsequent insertion of a new article 5, §§ 7 to 9 in the Company's By-laws - Characteristics of the Options;

17. Suppression and/or waiver of the preferential subscription right of the shareholders in relation with the issue of the three hundred ninety two thousand six hundred forty seven (392,647) Options issued according to the resolution 16

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above to the benefit of employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company, and subsequent insertion of a new article 5, §9 in the Company's By-laws;

18. Insertion of a new article 5, §§ 7 to 9 in the Company's By-laws

19. Amendment to the Company's by-laws and subsequent adoption of consolidated Company's by-laws;

20. Appointment of members of the Board of director and Observer;

21. Approval of the Directorship Indemnification Agreements;

22. Costs.

AFTER THE FOREGOING HAS BEEN APPROVED BY THE SHAREHOLDERS, THE SAID SHAREHOLDERS, REPRESENTED AS STATED HERE ABOVE, TAKE THE FOLLOWING RESOLUTIONS

First resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved to create a category of preferred shares referred to as "category A preferred shares" (the "A Shares"), which will be reserved to specifically designated people as referred to in the third resolution below,

resolved that the A Shares shall entitle to the following specific rights, described in new articles 8 and 9 of the consolidated by-laws of the Company which should be adopted under nineteenth resolution below:

Characteristics of the A Shares

1. Dividends. The holders of A Shares (the "A Shareholders") shall be entitled to receive cumulative dividends out of any distributable profit or distribution, prior and in preference to any payment of any dividend (payable other than in ordinary shares of the Company or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional ordinary shares of the Company) on the ordinary shares or any other categories of shares of the Company, at a per annum rate of 8% of the subscription price paid to the Company per A Share (i.e. two Euros and forty nine cents (EUR 2.49)) (the "A Share Purchase Price") (subject to appropriate adjustment for any stock splits, stock dividends, combinations and other similar recapitalizations) on each outstanding A Share (the "A Dividends"), payable annually, when, as and if and as declared by the general shareholders' meeting.

The A Dividends shall accrue and be cumulative as to any A Share from the date on which such A Share is first issued and shall be payable in arrears, if and as declared by the shareholders meeting.

The Company shall not pay or set aside any dividends on any other series of preferred stock or on the ordinary shares (payable other than in ordinary shares of the Company or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional ordinary shares of the Company) unless all accrued but unpaid A Dividends have been paid.

Subject to the foregoing, in the event the general shareholders' meeting of the Company shall decide to distribute dividends (other than a dividend payable in ordinary shares) upon the ordinary shares, the general shareholders' meeting shall decide to distribute at the same time a dividend upon the A Shares, payable at the same time as the dividend paid on the ordinary shares, in an amount equal to the amount of dividends per A Shares as would have been payable on the largest number of whole ordinary shares into which all A Shares held by each A Shareholder thereof would have converted if such A Shares had been converted into ordinary Shares at the time of payment of the dividend on the ordinary shares. All dividends paid in respect of the A Shares shall be declared and paid pro rata per A Share.

2. Preferential liquidation right. In the event of liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution among the Company's shareholders, after repayment of all the Company's creditors and reimbursement of the nominal value of the shares of all Company's shareholders, in accordance with the law (the "Boni"), shall be paid to the Company's shareholders, in the following order of priority:

(a) among the A Shareholders up to the Preference, pro rata the number of A Shares held by each of them; provided, that, in case there should not be enough proceeds for the payment in full of the Preference, the Boni shall be allocated pro rata the maximum amount respectively due to each A Shareholder pursuant to this paragraph (a); provided, further that in the event that the A Shareholders would be entitled to receive distributions in excess of the Preference or the applicable

Threshold, then such A Shareholder shall automatically receive, without any requirement to notify the Company or to elect such alternative, an amount equal to the proceeds that would be allocable to such A Shareholder if the proceeds were distributed to all of the shareholders of the Company pro rata to the number of Shares respectively held by each of them, where the number of A Shares will be determined on an as-if converted basis;

(b) the remaining proceeds, if any, shall be allocated among the holders of ordinary shares and the A Shareholders pro rata the number of shares of the Company respectively held by each of them, where the number of A Shares shall be determined on an as-if converted basis.

Should the payment of the Preference result in aggregate distributions per A Share in excess of the applicable Threshold, then the A Shareholders will be entitled to share in the Boni ratably with the holders of the ordinary shares on an as-if converted basis in lieu of receiving the Preference.

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For the purposes of the above, the "Preference" means a price per A Share equal to the A Share Purchase Price, plus any accrued and unpaid dividends per A Share; provided that under no circumstances shall the aggregate distributions per A Share exceed the following thresholds, as applicable (the "Thresholds"):

i. within one year as from 9 January 2013, one hundred and fifty per cent (150%) of the A Share Purchase Price;

ii. as from 9 January 2014 and until 8 January 2015, two hundred per cent (200%) of the A Share Purchase Price;

iii. as from 9 January 2015 and until 8 January 2016, two hundred and fifty per cent (250%) of the A Share Purchase Price;

iv. as from 9 January 2016 onwards, three hundred per cent (300%) of the A Share Purchase Price.

For the purpose of calculating the Preference, the A Dividends shall accrue at a per annum rate of 8% of the A Share Purchase Price (subject to appropriate adjustment for any stock splits, stock dividends, combinations and other similar recapitalizations), whether or not earned or declared, and be cumulative as to any A Share from the date on which such A Share is first issued and shall be payable in arrears.

3. Conversion rights. The A Shares shall be automatically converted into ordinary shares upon the closing of a firmly underwritten public offering of ordinary shares of the Company at a public offering price per share (prior to underwriter commissions and expenses) that is not less than three (3) times the original subscription price of the A Shares (price subject to equitable adjustment in the event of any stock split, stock dividend, combination, reorganization, reclassification, or other similar event) per share and for a total offering of not less than eleven million three hundred nine thousand four hundred forty five Euros (EUR 11,309,445) (before deduction of underwriters commissions and expenses (a "Qualified IPO").

The conversion of the A Shares shall be effective upon the closing of the sale of the ordinary shares by the Company pursuant to such Qualified IPO. At such time, all declared but unpaid dividends shall be settled in cash.

Each A Share shall be converted freely and at any time into ordinary share(s) upon simple request by its holder.

Each A Share shall be automatically converted into ordinary share(s) upon decision of A Shareholders representing at least fifty percent (50%) of the outstanding A Shares.

The conversion ratio in effect at any time for conversion of the A Shares into ordinary shares shall be the quotient obtained by dividing the A Share Purchase Price (subject to appropriate adjustment for any stock splits, stock dividends, combinations and other similar recapitalizations) by the Conversion Price of the A Shares (as this term is defined below) at the time of the conversion demand or of the Qualified IPO.

The payment of the par value of the ordinary shares to be issued upon conversion of the A Shares shall be made by incorporating in the capital of the Company the amounts which are allocated to a special account for unavailable reserves entitled "reserves for the conversion of series A preferred shares into ordinary shares", corresponding to the share premium paid in relation to the subscription of the A Shares.

In the event that (i) the special account for unavailable reserves for the conversion of A Shares into ordinary shares cannot be used for any reason whatsoever or (ii) the amounts allocated to the said special account for unavailable reserves for the conversion of A Shares into ordinary shares are insufficient to proceed with the conversion or no longer comply with the conditions required for their incorporation in the capital, holders of A Shares will nevertheless have the possibility of converting their A Shares into ordinary shares upon payment to the Company of an amount equal to the par value of the ordinary shares to be issued and more generally of any amount necessary for their payment in full.

The conversion demand shall be notified by registered letter with acknowledgement of receipt or by a letter delivered in person to the Company, the notification date being the date of the first presentation of the registered letter, as evidenced by the transporter receipt, or the date on the letter delivered to the Company.

The "Conversion Price of the A Shares" initially fixed at two Euros and forty nine cents (EUR 2.49) shall be adjusted:

(a) if the Company issues (or is deemed to issue) ordinary shares or any debt or equity securities directly or indirectly, convertible into or exchangeable for ordinary shares (other than (i) shares reserved as employee shares described under the Company's option pool which is constituted by WARRANTS 2 and Options (as defined below) issued in accordance with resolutions 14 and 16 below, (ii) shares issued for consideration other than cash pursuant to a merger, consolidation, acquisition, or similar business combination unanimously approved by the Board of Directors of the Company; (iii) shares issued pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution unanimously approved by the Board of Directors of the Company; (iv) shares issued in a stock split, stock dividend or any subdivision of the ordinary shares and (v) shares with respect to which the holders of a majority of the outstanding A Shares waive their anti-dilution rights) (the "New Shares"), and

(b) if the value given to a New Share in the context of said issue(s), as a value or an exchange, conversion, reimbursement or subscription price, shall be equal to a Price per Share (as defined hereafter) below two Euros and forty nine cents (EUR 2.49).

In case of one or more issue(s) of shares or other securities meeting the conditions described in subparagraphs (a) and (b) above, (each issue being hereafter individually referred to as an "Issue") a new conversion price of the A Shares ("NCP") shall be determined as provided below, to allow the conversion of the A Shares:

$NCP = CP \times (A + B)/(A + C)$

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where:

"NCP" is equal to the new conversion price of the A Shares in effect immediately after such Issue,

"CP" is equal to the conversion price of the A Shares in effect immediately prior to such Issue,

"A" is equal to the number of shares comprising the Company's share capital immediately prior to the Issue,

"B" is equal to a number of shares determined by dividing the total subscription amount to be received by the Company in respect of the Issue of the New Shares by "CP" as defined above,

"C" is equal to the number of New Shares issued in respect of the Issue,

being specified that:

(a) the initial conversion price of the A Shares is two Euros and forty nine cents (EUR 2.49) per A Share, adjusted pursuant to the provisions hereof,

(b) the total number of shares comprising the Company's share capital shall include the number of ordinary or preferred shares which would be issued in case of exercise of the WARRANTS 1 and of conversion of all of the A Shares under the terms and conditions in force as at the Issue date and all shares that the holders of securities giving access to the share capital could obtain as a result of the conversion or exercise of the said securities, all of the said securities being deemed to have been exercised,

(c) in the event that the Issue would consist of the issue of shares, the total subscription amount to be received would be equal to the total subscription price for such shares (issue premium included) and the number of New Shares would be equal to the number of shares so issued and (b) in the event that the Issue would consist of the issue of securities giving access to the share capital, the total subscription amount to be received would be equal to the total subscription price for such securities plus, as the case may be, the minimum amounts that would be payable by the holders of said securities to obtain shares by way of subscription or conversion of said securities and the number of New Shares would be equal to the maximum number of ordinary shares that the holders of said securities could obtain as a result of the conversion or exercise of said securities (notwithstanding however the shares that such holders could (i) subscribe for their par value upon exercise of the "relutive" or "ratchet" share warrants (ii) obtain as a result of the conversion of A Shares or (iii) obtain as a result of the implementation of a scheme similar to the aforementioned "relative" scheme),

(d) where the price received or deemed to be received in respect of the New Shares is represented by assets rather than cash, this price shall be determined in good faith by the Board of Directors, regardless of the tax treatment thereof,

(e) the above figures (including the number of ordinary shares) shall be given to the sixth decimal place, it being provided that if the numbers have more than six decimals, the figure at the forth decimal place ("T") shall be automatically rounded off to:

- if the seventh decimal place is a figure above 7, "T" shall be equal to the figure that is immediately above, and

- if the seventh decimal place is equal or below 7, "T" shall be remain unchanged.

Each A Shareholder willing to convert its A Shares into ordinary shares and who does not hold a sufficient number of A Shares to obtain, after conversion, an integer number of shares shall take the necessary steps to group enough A Share necessary to obtain an integer number of ordinary shares.

The conversion of the A Shares into ordinary shares described in this paragraph shall not apply if the A Shareholders decide at the simple majority to not benefit from the provision of this paragraph.

The ordinary shares arising on conversion of A Shares shall rank pari passu with the ordinary shares then in issue and fully paid up and shall entitle the ordinary shareholders to all dividends and other distributions declared, made or paid to the ordinary shares after the conversion date.

The Board of Directors of the Company is authorized to take all steps necessary or useful and to carry out all the formalities necessary or useful to notice before notary (i) any conversion of A Shares into ordinary shares and (ii) consequently the amendment of the share capital of the Company and article 5 of the Company's By-laws in order to reflect this conversion.

4. Right to propose members of the Board of Directors of the Company. At each meeting for the election of directors, the A Shareholders shall be entitled to propose one (1) member of the Company's Board of Directors.

The Company shall hold a meeting for the election of directors within one (1) month of receiving a proposal from the A Shareholders.

5. Redemption right. A Shares shall, within the limits set forth in Luxembourg law, at any time, from time to time, after five (5) years from 9 January 2013 (the "Redemption Date") be redeemed by the Company, upon written request of at least a majority of the A Shareholders (a "Redemption Election").

From and after the Redemption Date, A Shares shall be redeemed by the Company following a Redemption Election at the greater of (a) the A Share Purchase Price plus accrued and unpaid dividends, or (b) the fair market value of such A Shares (the "Redemption Price"). The Company shall be required to redeem all, but not less than all, of the outstanding A Shares at the Redemption Price as promptly as possible following delivery of the Redemption Election,

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specified that the rights hereby granted to the A Shares are attached to the shares and not to their holders and shall benefit to the successive holders of said shares,

resolved that apart from the particular rights granted to the A Shares, all the shares of the Company shall have the same rights, irrespective of the category to which they belong,

resolved that the category of the shares held by a shareholder (ordinary or preference) shall be specifically mentioned on the individual shareholder's account held by the Company,

resolved that, in case of capital increase by way of incorporation of reserves or free allocation of shares, the shares allocated pursuant to the rights attached to the A Shares shall be A Shares,

specified, to the extent necessary, that, in the event of a consolidation or split of the nominal value of the Company's shares (or other like transactions), the shares allocated pursuant to the A Shares shall be A Shares, resolved that the particular rights attached to the A Shares may only be modified with the unanimous approval of all the A Shareholders.

Second resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after having noted that the capital is fully paid up,

resolved, as a consequence of the adoption of the first resolution above and subject to the approval of the third resolution below, to increase the share capital of the Company by an amount of ten thousand one hundred four Euros and nineteen cents (EUR 10,104.19), in order to raise it from the current amount of thirty one thousand Euros (EUR 31,000) to forty one thousand one hundred four Euros and nineteen cents (EUR 41,104.19) by creating and issuing one million ten thousand four hundred nineteen (1,010,419) A Shares having a nominal value of one cent (EUR 0.01) each, together with a global share premium of two Euros and forty-eight cents (EUR 2.48) each,

resolved that the A Shares are issued at a price of two Euros and forty-nine cents (EUR 2.49) per share, with a share premium of two Euros and forty eight cents (EUR 2.48) per share, corresponding to a total subscription price of two million five hundred fifteen thousand nine hundred forty three Euros and thirty one cents (EUR 2,515,943.31) and that they are fully paid-up, for their nominal value and the share premium, by way of contributions in cash and/or in kind, including by setoff against any due and payable receivable held over the Company,

decided to allocate to a special account for unavailable reserves entitled "reserves for the conversion of series A preferred shares into ordinary shares" the totality of the share premium paid for the subscription of the A Shares issued by this shareholders' meeting, intended for the payment of the par value of the ordinary shares to be issued upon conversion of the A Shares and the payment of any expenses related to transactions referred to in this shareholders' meeting,

decided that, in the event that (i) the special account for unavailable reserves for the conversion of A Shares into ordinary shares cannot be used for any reason whatsoever or (ii) the amounts allocated to the said special account for unavailable reserves for the conversion of A Shares into ordinary shares are insufficient to proceed with the conversion or no longer comply with the conditions required for their incorporation in the capital, holders of A Shares will nevertheless have the possibility of converting their A Shares into ordinary shares upon payment to the Company of an amount equal to the par value of the ordinary shares to be issued and more generally of any amount necessary for their payment in full,

resolved that the A Shares shall entitle to dividends as from the first day of the current fiscal year, resolved, to amend article 5, §1, of the Company's By-laws and to insert new §§ 2 and 3 as follows:

"The share capital is set at forty one thousand one hundred four Euros and nineteen cents (EUR 41,104.19) represented by three million one hundred thousand (3,100,000) ordinary shares (the "Ordinary Shares") with a par value of one cent (EUR 0.01) per share and by one million ten thousand four hundred nineteen (1,010,419) "category A preferred shares (the "A Shares") with a par value of one cent (EUR 0.01) per share.

The Ordinary Shares and the A Shares are hereafter referred to as the "Shares".

The A Shares shall entitle to specific rights, described in articles 8 and 9. Apart from the particular rights granted to the A Shares, all the shares of the Company shall have the same rights, irrespective of the category to which they belong."

granted all powers to the Board of Directors, to:

- proceed to the withdrawal of funds after the completion of the capital increase,

- carry out, directly or through an agent, all the acts and formalities required to render final the capital increase decided pursuant to this resolution,

- more generally, take all necessary steps and carry out all formalities required in the context of this transaction.

Third resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of the Board of Directors dated on 9 January 2013, on the suppression of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the law of 10 August 1915 on

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commercial companies, as amended from time to time (the "Law of 1915") which special report will remain annexed to the present deed,

resolved, as a consequence of the adoption of the second resolution above related to the issue of a total number of one million ten thousand four hundred nineteen (1,010,419) A Shares, to waive the benefit of the preferential subscription rights granted to the shareholders pursuant to article 32-3 of the Law of 1915, as far as the one million ten thousand four hundred nineteen (1,010,419) A Shares are subscribed as follows:

- six hundred thirteen thousand one hundred forty (613,140) A Shares to the benefit of LB 2 LLC;

- three hundred six thousand seven hundred seventy-nine (306,779) A Shares to the benefit of FCPR Auriga Ventures III; and

- ninety thousand five hundred (90,500) A Shares to the benefit of Exo Platform.

approved to the extent necessary, the particular privileges granted to LB 2 LLC, FCPR Auriga Ventures III and Exo Platform as a result of the issue of A Shares.

Fourth resolution
Subscription - Payment

Thereupon:

1. Exo Platform, a French société par actions simplifiée, with a share capital of EUR 184,588, which registered office is Parc d'Innovation de Bretagne Sud, Vannes (56038), France, registered with the registry of trade and companies of Vannes under number 540 511 506, duly represented by Benjamin Mestrallet,

here represented by Mr. Jean-Philippe Roch, with professional address in Luxembourg,

by virtue of a proxy given on January 4, 2013,

intervened to subscribe ninety thousand five hundred (90,500) new A Shares in the Company for an amount of two hundred twenty five thousand three hundred forty five Euros (EUR 225,345), including a share premium of two Euros and forty eight cents (EUR 2.48.) per A Share, by a contribution in kind of receivables he holds over the Company (i.e.: receivable of an amount of two hundred twenty five thousand three hundred forty five Euros (EUR 225,345) held by Exo Platform by virtue of the IDE IP Transfer Agreement dated November 30, 2012 and modified on December 19, 2012).

Evidence of the transfer of the contributed assets to the Company has been produced and shown to the undersigned notary. A copy of such evidence, after signature "ne varietur" by the appearing shareholders and the undersigned notary shall remain attached to the present deed for registration purposes, and all these ninety thousand five hundred (90,500) new A Shares in the Company have been fully paid up by Exo Platform, so that the total amount of two hundred twenty five thousand three hundred forty five Euros (EUR 225,345) is at the disposal of the Company.

This contribution in kind was subject to a special report drawn up by a «réviseur d'entreprises agréé» the company called Interaudit S.à.r.l., a company governed by the laws of Luxembourg, established and having its registered office at 119, avenue de la Faïencerie, L-1511 Luxembourg, R.C.S. Luxembourg B n° 29501, which report drawn up in accordance with article 26-1 of the Law of 1915, concludes that:

"Based on the verifications carried out as described above, we have no observation to make on the value of the contribution, which corresponds at least to the number and nominal value of the preferred A shares together with the share premium, to be issued as consideration".

Such report will remain attached to the present deed to be formalized together with the present deed.

2. FCPR Auriga Ventures III prenamed,

here represented by Mr. Nicolas Thieltgen, attorney at laws, with professional address in Luxembourg,

by virtue of a proxy given on January 7, 2013,

intervened to subscribe three hundred six thousand seven hundred seventy nine (306,779) new A Shares in the Company for an amount of seven hundred sixty three thousand eight hundred seventy nine Euros and seventy one cents (EUR 763,879.71), including a share premium of two Euros and forty eight cents (EUR 2.48) per A Share, by a contribution in cash of seven hundred sixty three thousand eight hundred seventy nine Euros and seventy one cents (EUR 763,879.71).

Evidence of the transfer of the cash contribution to the Company has been produced and shown to the undersigned notary, and all these three hundred six thousand seven hundred seventy nine (306,779) new A Shares in the Company have been fully paid up by FCPR Auriga Ventures III, so that the total amount of seven hundred sixty three thousand eight hundred seventy nine Euros and seventy one cents (EUR 763,879.71) is at the disposal of the Company.

3. LB2 LLC, a California limited liability company, represented by Maple Enterprises I, LLC, a California limited liability company, duly represented by Vincent C. Smith, in his capacity as Manager,

here represented by Mr. Pierre-Alexandre Lechantre, attorney at laws, with professional address in Luxembourg,

by virtue of a proxy given on January 03, 2013,

intervened to subscribe six hundred thirteen thousand one hundred forty (613,140) new A Shares in the Company for an amount of one million five hundred twenty six thousand seven hundred eighteen Euros and sixty cents (EUR 1,526,718.60), including a share premium of two Euros and forty eight cents (EUR 2.48) per A Share, by a contribution in cash of one million five hundred twenty six thousand seven hundred eighteen Euros and sixty cents (EUR 1,526,718.60).

Evidence of the transfer of the cash contribution to the Company has been produced and shown to the undersigned notary and all these six hundred thirteen thousand one hundred forty (613,140) new A Shares in the Company have been fully paid up by LB 2 LLC, so that the total amount of one million five hundred twenty six thousand seven hundred eighteen Euros and sixty cents (EUR 1,526,718.60) is at the disposal of the Company.

Exo Platform and LB2 LLC prenamed, both acting in their capacities of shareholders of Codenvy S.A., as holders of respectively (i) ninety thousand five hundred (90,500) and (ii) six hundred thirteen thousand one hundred forty (613,140) A Shares newly issued by Codenvy S.A. pursuant to the fourth resolution above,

recognize to be fully informed of the content of the agenda of the present extraordinary general meeting of shareholders of Codenvy S.A., and

will take part to the deliberation and vote regarding the fifth to the twenty second resolutions below together with the fourteen (14) appearing parties listed under n° 1 to 14 at the beginning of this document.

The said proxies, after having been signed "ne varietur" by the proxy holders of these two appearing parties and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Fifth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, under the condition precedent of the completion of the capital increase referred to in the second resolution above, to authorize the Board of Directors to decide and proceed on 9 January 2018 at the latest, to a capital increase of a maximum nominal value of one thousand five hundred thirty three Euros and eighty nine cents (EUR 1,533.89), by way of issue of a maximum number of one hundred fifty three thousand three hundred eighty nine (153,389) A Shares, each having a par value of 0.01 Euro, with a share premium of two Euros and forty eight cents (EUR 2.48) per A Share, corresponding to a total subscription price of three hundred eighty one thousand nine hundred thirty eight Euros and sixty one cents (EUR 381,938.61),

granted all powers to the Board of Directors, to:

- ensure that the capital is fully paid up before issuing any A Share,
- decide of the date, and amount of the issue of A Shares,
- determine the date and venue of the subscription,
- collect the subscription to the A Shares and the corresponding payments,
- close by anticipation or extend the subscription period as the case may be,
- obtain the affidavits certifying that the capital increase has been paid up and completed,
- proceed to the withdrawal of funds after the completion of the capital increase,
- carry out, directly or through an agent, all the acts and formalities required to render final the capital increase decided pursuant to this resolution,
- amend the Company's by-laws consequently,
- more generally, take all necessary steps and carry out all formalities required in the context of this transaction.

acknowledged that the Company's by-laws shall be amended as mentioned under the ninth resolution below in order to reflect the content of this resolution.

Sixth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of Board of Directors on the suppression and/or waiver of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the Law of 1915,

resolved, as a consequence of the adoption of the fifth resolution above, to authorize the Board of Directors to suppress and/or waive the preferential subscription rights granted to the shareholders pursuant to article 32-3, (5) of the Law of 1915 and to reserve the subscription of the one hundred fifty three thousand three hundred eighty nine (153,389) A Shares to the benefit of persons to be designated by the Board of Directors accordingly (the "Beneficiaries of A Shares");

granted to the Board of Directors all the powers to designate the Beneficiaries of A Shares.

acknowledged that the Company's by-laws shall be amended as mentioned under the ninth resolution below in order to reflect the content of this resolution.

Seventh resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, under the condition precedent of the completion of the capital increase referred to in the second resolution above, to authorize the Board of Directors to decide and proceed on 9 January 2018 at the latest, to a capital increase of a maximum nominal value of fifteen thousand three hundred forty three Euros and twelve cents (EUR 15,343.12), by way of issue of a maximum number of one million five hundred thirty four thousand three hundred twelve (1,534,312) A Shares, each having a par value of 0.01 Euro, with a share premium of two Euros and forty eight cents (EUR 2.48) per A Share, corresponding to a total subscription price of three million eight hundred twenty thousand four hundred thirty six Euros and eighty eight cents (EUR 3,820,436.88), granted all powers to the Board of Directors, to:

- ensure that the capital is fully paid up before issuing any A Share,
- decide of the date, and amount of the issue of A Shares,
- determine the date and venue of the subscription,
- collect the subscription to the A Shares and the corresponding payments,
- close by anticipation or extend the subscription period as the case may be,
- obtain the affidavits certifying that the capital increase has been paid up and completed,
- proceed to the withdrawal of funds after the completion of the capital increase,
- carry out, directly or through an agent, all the acts and formalities required to render final the capital increase decided pursuant to this resolution,
- amend the Company's by-laws consequently,
- more generally, take all necessary steps and carry out all formalities required in the context of this transaction.

acknowledged that the Company's by-laws shall be amended as mentioned under the ninth resolution below in order to reflect the content of this resolution.

Eighth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of Board of Directors on the suppression and/or waiver of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the Law of 1915,

resolved, as a consequence of the adoption of the seventh resolution above, to authorize the Board of Directors to suppress and/or waive the preferential subscription rights granted to the shareholders pursuant to article 32-3, (5) of the Law of 1915 and to reserve the subscription of the one million five hundred thirty four thousand three hundred twelve (1,534,312) A Shares to the benefit of LB 2 LLC, a California limited liability company;

acknowledged that the Company's by-laws shall be amended as mentioned under the ninth resolution below in order to reflect the content of this resolution.

Ninth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, to amend article 5, §3, of the Company's By-laws (renumbered as article 5, §5) as follows:

"In addition to its share capital referred to in article 5, §1 and the authorized capital referred to in article 5, §7, the Company has an authorized capital of sixteen thousand eight hundred seventy seven Euros and one cent (EUR 16,877.01), according to which the board of directors is authorized, during a period expiring on 9 January 2018, to issue in one or several times, if necessary without reserving the preferential right of subscription of the current shareholders of the Company, a maximum number of one million six hundred eighty seven thousand seven hundred one (1,687,701) A Shares, each having a par value of one cent (EUR 0.01), together with a share premium of two Euros and forty eight cents (EUR 2.48) per A Share, corresponding to a total subscription price of four million two hundred two thousand three hundred seventy five Euros and forty nine cents (EUR 4,202,375.49)."

resolved, to insert a new article 5, §6, in the Company's By-laws written as follows:

"In accordance with article 32-3, (5) of the law 10 August 1915 on commercial companies, the board of directors is authorized, during a period expiring on 9 January 2018, to suppress and/or waive the preferential subscription rights granted to the shareholders and

- to reserve the subscription of one hundred fifty three thousand three hundred eighty nine (153,389) A Shares to the benefit of persons to be designated by the board of directors; and
- to reserve the subscription of one million five hundred thirty four thousand three hundred twelve (1,534,312) A Shares to the benefit of LB 2 LLC, a California limited liability company".

Tenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after having noted that the capital is fully paid up,

resolved, subject to the approval of the eleventh resolution below, to issue and allocate three hundred forty seven thousand two hundred eighty nine (347,289) WARRANTS 1 giving the right to subscribe three hundred forty seven

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thousand two hundred eighty nine (347,289) ordinary shares of the Company (the "WARRANTS 1") to the benefit of the persons referred to in the eleventh resolution below (the "Beneficiaries"),

resolved that the WARRANTS 1 shall be issued for free,

resolved that the WARRANTS 1 shall have the following characteristics:

1) the WARRANTS 1 shall be exercisable in whole or in part by their holders at any time after eighteen (18) months as from the date hereof, and in any case before ten (10) years as from the date hereof. By way of exception to the foregoing, the WARRANTS 1 shall be exercisable within eighteen (18) months as from the date hereof in case of a liquidation, sale or winding up of the Company;

2) each WARRANT 1 shall entitle its holder to subscribe for one (1) ordinary share of the Company, at a subscription price of one cent (EUR 0.01) per ordinary share;

3) in order to validly exercise the WARRANTS 1, the demand for the attribution of the corresponding ordinary shares of the Company (to be made on a subscription form) shall be sent by registered letter with acknowledgment of receipt (or any equivalent procedure for international notifications) or delivered in person to the Company at the latest by 9 January 2023. If the subscription price of the ordinary shares is paid by check, the check shall be attached to the demand. If this is not a cashier's check, it shall be valid for payment on the date of its receipt, only provided that sufficient provision has been made therefor. If the subscription price of the ordinary shares is paid by wire transfer, the subscription price shall be transferred to the Company's account not later than ten (10) calendar days following the date of receipt by the Company of the said demand for subscription;

4) in the event that any holder of WARRANTS 1 does not exercise all or part of its WARRANTS 1 by 9 January 2023, the remaining WARRANTS 1 shall become null and void and its holders shall not be entitled to exercise such WARRANTS 1 in the future;

5) the WARRANTS 1 are not transferrable, they shall be nominative and registered in the individual shareholder's account held by the Company;

6) should the exercise of WARRANTS 1 give its holder the right to subscribe to a fractional number of ordinary shares, the number of ordinary shares obtained through the exercise of WARRANTS 1 shall always be reduced to the integer number below;

7) each WARRANT 1 shall be exercised only once.

resolved that the ordinary shares to be attributed in case of the exercise of the WARRANTS 1 shall be subject to all the Company's by-laws' provisions and that their enjoyment date shall be their date of issue,

resolved that:

- in case of capital decrease due to the Company's loss by way of reduction of the number of shares, the number of ordinary shares to be received by the holder of WARRANTS 1 shall be reduced as if said holder had been a shareholder since the issue date of the WARRANTS 1;

- in case of capital decrease due to the Company's loss by way of reduction of the shares' nominal value, the exercise price of the ordinary shares to which the WARRANTS 1 give right shall not be affected, the share premium being increased by the amount of the reduction of the nominal value;

- in case of capital decrease not due to the Company's loss and by way of reduction of the shares' nominal value, the exercise price of the ordinary shares to which the WARRANTS 1 give right shall be reduced on a prorated basis;

- in case of capital decrease not due to the Company's loss and by way of reduction of the number of shares, the holders of WARRANTS 1 exercising their rights shall have the right to request the repurchase by the Company of the ordinary shares attributed, at the conditions at which the Company repurchased its own shares,

resolved that as long as the WARRANTS 1 shall not be exercised, and should the Company decide to proceed with one of the following operations:

- issue, in any manner whatsoever, of new equity shares with a preferential subscription right granted to the shareholders;

- reduction of the share capital;

- creation of a new series of preferred shares;

- change in the allocation of profits by the creation of a new series of preferred shares;

- distribution of reserves, in cash or in kind, and of any share premium;

the rights of the holders of WARRANTS 1 shall be protected as follows:

1°) the Company shall give the holders of such rights the opportunity to exercise them, if the period set forth in the issue agreement has not yet commenced, so that they can immediately participate in the aforementioned operations or benefit therefrom; or

2°) the Company shall, to the extent possible, take the necessary steps to allow the WARRANTS 1 holders, after exercising their WARRANTS 1, to make irrevocable subscriptions of new securities issued, or to receive a free allocation thereof, or receive cash or assets similar to those that have been distributed, in the same quantities and proportions and under the same conditions, save with respect to enjoyment, as if they had been shareholders during such transactions.

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resolved that in case the Company is taken over by another company or merges with one or more companies to form a newly-created company, or carries out a division, the WARRANTS 1 holders shall be informed thereof under the same conditions as if they had been shareholders, to enable them to exercise their rights in respect of the company or companies benefiting from the contributions.

granted all powers to the Board of Directors, to:

- collect the subscription to the WARRANTS 1,
- close by anticipation or extend the subscription period as the case may be,
- obtain the affidavits certifying that the capital increase has been paid up and completed,
- proceed to the withdrawal of funds after the completion of the capital increase,
- carry out, directly or through an agent, all the acts and formalities required to render final the capital increase,
- amend the by-laws consequently and more generally take all necessary steps,
- acknowledge the number of shares to be issued as a result of the exercise of the WARRANTS 1, proceed to the formalities of documenting before a Luxembourg notary the corresponding capital increase and amending the by-laws accordingly,
- take all the necessary steps to ensure the protection of the holders of WARRANTS 1 in case of financial operations involving the Company, in accordance with applicable laws and regulations, and
- more generally, take all necessary steps and carry out all formalities required in the context of the issue of the WARRANTS 1.

Eleventh resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of the Board of Directors of the Company on the suppression of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the Law of 1915,

resolved, as a consequence of the adoption of the tenth resolution above related to the issue of three hundred forty seven thousand two hundred eighty nine (347,289) WARRANTS 1, to waive the preferential subscription rights granted to the shareholders pursuant to articles 32-3 and 32-4 of the Law of 1915, as far as the three hundred forty seven thousand two hundred eighty nine (347,289) WARRANTS 1 are subscribed as follows:

- one hundred ninety seven thousand eight hundred seventy two (197,872) WARRANTS 1 to the benefit of LB 2 LLC prenamed;
- one hundred fifteen thousand three hundred eighty (115,380) WARRANTS 1 to the benefit of FCPR Auriga Ventures III prenamed;
- thirty four thousand thirty seven (34,037) WARRANTS 1 to the benefit of Exo Platform prenamed.

Twelfth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, subject to the approval of the thirteenth resolution below, to authorize the Board of Directors to proceed to a capital increase of a maximum nominal value of five hundred seventy six Euros and ninety cents (EUR 576.90), by way of issue, in one or several times, during a period expiring on 31 December 2014, of a maximum number of fifty seven thousand six hundred ninety (57,690) ordinary shares of the Company resulting from the conversion of fifty seven thousand six hundred ninety (57,690) WARRANTS 1;

resolved, as far as needed and subject to the approval of the thirteenth resolution below, to authorize the Board of Directors, during a period expiring on 9 January 2015, to issue and allocate fifty seven thousand six hundred ninety (57,690) WARRANTS 1 giving the right to subscribe fifty seven thousand six hundred ninety (57,690) ordinary shares of the Company to the benefit of the persons designated by the Board of Directors accordingly (the "Beneficiaries of WARRANTS 1"),

resolved, as far as needed, that the WARRANTS 1 issued pursuant to this resolution shall have the same characteristics as the WARRANTS 1 issued pursuant to the tenth resolution.

granted all powers to the Board of Directors, to:

- designate the Beneficiaries of WARRANTS 1,
- collect the subscription to the WARRANTS 1,
- close by anticipation or extend the subscription period as the case may be,
- obtain the affidavits certifying that the capital increase has been paid up and completed,
- proceed to the withdrawal of funds after the completion of the capital increase,
- carry out, directly or through an agent, all the acts and formalities required to render final the capital increase,
- amend the by-laws consequently and more generally take all necessary steps,

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- acknowledge the number of shares to be issued as a result of the exercise of the WARRANTS 1, proceed to the formalities of documenting before a Luxembourg notary the corresponding capital increase and amending the by-laws accordingly,

- take all the necessary steps to ensure the protection of the holders of WARRANTS 1 in case of financial operations involving the Company, in accordance with applicable laws and regulations, and

- more generally, take all necessary steps and carry out all formalities required in the context of the issue of the WARRANTS 1.

Acknowledged that the Company's by-laws shall be amended as mentioned under the nineteenth resolution below in order to reflect the content of this resolution.

Thirteenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of the Board of Directors of the Company on the suppression of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the Law of 1915,

resolved, as a consequence of the adoption of the twelfth resolution above, to authorize the Board of Directors to suppress and/or waive the preferential subscription rights granted to the shareholders pursuant to article 32-3, (5) of the Law of 1915, as far as the fifty seven thousand six hundred ninety (57,690) ordinary shares are subscribed by persons to be designated by the Board of Directors accordingly (the "Beneficiaries of WARRANTS 1");

Acknowledged that the Company's By-laws shall be amended as mentioned under the nineteenth resolution below in order to reflect the content of this resolution.

Fourteenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after having noted that the capital is fully paid up,

resolved, subject to the approval of the fifteenth resolution below, to authorize the Board of Directors to proceed to a capital increase of a maximum nominal value of three thousand nine hundred twenty six Euros and forty seven cents (EUR 3,926.47), by way of issue, in one or several times, during a period expiring on 31 December, 2014, of a maximum number of three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares of the Company resulting from the conversion of three hundred ninety two thousand six hundred forty seven (392,647) warrants ("WARRANTS 2");

resolved, as far as needed and subject to the approval of the fifteenth resolution below, to authorize the Board of Directors, during a period expiring on 31 December, 2014, to issue and allocate three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 giving the right to subscribe three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares of the Company to the benefit of the category of following beneficiaries: employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company (for this purpose, "control" including, with its correlative meaning, "controlled by", means the possession, directly or indirectly, of the power to direct or cause the direction of management or policies of a person, whether through the ownership of securities or partnership or other ownership interests, by contract or otherwise); it being specified that the amount (i) of WARRANTS 2 which could be granted by the Board of Directors pursuant to this resolution, and (ii) Options (as defined below) which could be granted by the Board of Directors pursuant to the sixteenth resolution below, shall not exceed the aggregate number of three hundred ninety two thousand six hundred forty seven (392,647), so that the right of the Board of Directors to grant WARRANTS 2 pursuant to this resolution shall only be used in this global limit fixed for all of the WARRANTS 2, and Options;

fixed at twenty four (24) months as from the date hereof, the period of validity of this delegation,

resolved, moreover that the main characteristics of these WARRANTS 2 shall be the following:

WARRANTS 2 issue

1) the WARRANTS 2 shall be issued for free or at the Fair Market Value (as this term is defined in the sixteenth resolution below) fixed by the Board of Directors on the date of their granting and shall within the period fixed by the Board of Directors be fully paid up in cash, including if applicable by way of set-off of due and payable claims against the Company.

2) each WARRANT 2 shall entitle to subscribe one (1) ordinary share of the Company, at a subscription price of one cent (EUR 0.01) per ordinary share;

3) the WARRANTS 2 are not transferrable, they shall be nominative and registered in the individual shareholder's account held by the Company;

4) should the exercise of WARRANTS 2 give its holder the right to subscribe to a fractional number of ordinary shares, the number of ordinary shares obtained through the exercise of WARRANTS 2 shall always be reduced to the integer number below;

5) each WARRANT 2 shall be exercised only once.

Accordingly, the Company's shareholders decide to authorize a maximum capital increase of three thousand nine hundred twenty six Euros and forty seven cents (EUR 3,926.47), corresponding to the issue of three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares with a nominal value of one cent (EUR 0.01) each, which will result in the exercise of the totality of the WARRANTS 2.

The Company's shareholders:

resolved to delegate to the Board of Directors the power to determine, for each beneficiary, the conditions for the exercise of WARRANTS 2, notably if there is a timetable for the exercise of the WARRANTS 2, it being specified that these shall be exercised no later than ten (10) years from their issue and that the WARRANTS 2 which have not been exercised at the expiration of this period of ten (10) years will be automatically null and void,

specified that, for a WARRANTS 2 to be validly exercised, the request for granting of shares for which it gives right (constituted by a subscription form) shall be sent by registered letter with return receipt requested or hand delivered letter arriving a the Company no later than the date of expiration of the said WARRANTS 2 at midnight.

When the share subscription price is paid by check, the check will be attached to the request. If it is not a bank check, payment will only be deemed to be made on date of receipt if it has been duly provided for.

When the share subscription price is paid by bank transfer, the subscription price will reach the Company's account no later than ten calendar days following the date of receipt of the said subscription request.

Subscription and payment in full of the shares issued as a result of the exercise of the WARRANTS 2

The new ordinary shares issued as a result of the exercise of the WARRANTS 2 shall be fully paid up upon their subscription in cash, including if applicable by way of set-off of due and payable claims against the Company.

Rights and obligations attached to the shares issued as a result of the exercise of the WARRANTS 2

The new ordinary shares issued as a result of the exercise of the WARRANTS 2 shall be, from their creation, identical to existing ordinary shares and subject to all statutory provisions applicable to existing shares of the same class. They will be entitled to dividends as from the first day of the fiscal year in which they are subscribed.

Due date of the WARRANTS 2

The WARRANTS 2 shall be exercise by their holder according to the conditions of exercise which shall be defined by the Company's Board of Directors.

Protection of the holders of WARRANTS 2

As long as the WARRANTS 2 shall not be exercised, and should the Company decide to proceed with one of the following operations:

- issue, in any manner whatsoever, of new equity shares with a preferential subscription right granted to the shareholders;
- reduction of the share capital;
- creation of a new series of preferred shares;
- change in the allocation of profits by the creation of a new series of preferred shares;
- distribution of reserves, in cash or in kind, and of any share premium; the rights of the holders of WARRANTS 2 shall be protected as follows:

1°) the Company shall give the holders of such rights the opportunity to exercise them, if the period set forth in the issue agreement has not yet commenced, so that they can immediately participate in the aforementioned operations or benefit therefrom; or

2°) the Company shall, to the extent possible, take the necessary steps to allow the WARRANTS 2 holders, after exercising their WARRANTS 2, to make irrevocable subscriptions of new securities issued, or to receive a free allocation thereof, or receive cash or assets similar to those that have been distributed, in the same quantities and proportions and under the same conditions, save with respect to enjoyment, as if they had been shareholders during such transactions.

resolved to give full powers to the Board of Directors in order to:

- fix the conditions for the exercise of the WARRANTS 2 not provided for by this resolution, these conditions may be different depending on the beneficiaries of the WARRANTS 2,
- issue and grant the WARRANTS 2,
- note the payment of the subscription price of the WARRANTS 2, if any,
- fix the expiry date of payment of the subscription price of the WARRANTS 2, if any,
- determine on the date of their granting the subscription price of the new shares and according to the conditions to determine this price fixed by this Meeting,
- determine freely the beneficiaries of the said WARRANTS 2,
- determine the distribution of the WARRANTS 2 between each of them,
- notify the granting of the WARRANTS 2 to each beneficiary,
- collect the subscriptions to the shares for which the issue will result from the exercise of the WARRANTS 2 as well as the payments allowing the payment in full of the said subscriptions,

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- take any actions to ensure the protection of the holders of the WARRANTS 2, in case of financial operations concerning the Company and this in accordance with current law and regulations,

- note the completion of the resulting capital increases,

- amend the Company's bylaws accordingly,

- carry out any resulting formalities, and

- at its sole discretion and if it considers it appropriate, charge the costs of the share capital increases resulting from the WARRANTS 2 to the amount of the premiums relating to these increases.

Acknowledged that the Company's By-laws shall be amended as mentioned under the nineteenth resolution below in order to reflect the content of this resolution.

Fifteenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of the Board of Directors of the Company on the suppression of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the Law of 1915,

resolved, as a consequence of the adoption of the fourteenth resolution above related to the issue of three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2, to waive the preferential subscription rights granted to the shareholders pursuant to articles 32-3 and 32-4 of the Law of 1915, as far as three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 are subscribed by the category of following beneficiaries: employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company subject to the employees' tax regime, depending on the date of granting of the WARRANTS 2.

Acknowledged that the Company's By-laws shall be amended as mentioned under the nineteenth resolution below in order to reflect the content of this resolution.

Sixteenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, subject to the approval of the seventeenth resolution below, to authorize the Board of Directors to proceed to a capital increase of a maximum nominal value of three thousand nine hundred twenty six Euros and forty seven cents (EUR 3,926.47), by way of issue, in one or several times, of a maximum number of three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares of the Company resulting from the conversion of three hundred ninety two thousand six hundred forty seven (392,647) options ("Options");

resolved, as far as needed and subject to the approval of the seventeenth resolutions below, to authorize the Board of Directors, to issue and allocate three hundred ninety two thousand six hundred forty seven (392,647) Options giving the right to subscribe three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares of the Company in favor of employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company (for this purpose, "control" including, with its correlative meaning, "controlled by", means the possession, directly or indirectly, of the power to direct or cause the direction of management or policies of a person, whether through the ownership of securities or partnership or other ownership interests, by contract or otherwise); it being specified that the amount (i) of Options which could be granted by the Board of Directors pursuant to this resolution, and (ii) WARRANTS 2 which could be granted by the Board of Directors pursuant to the fourteenth resolution above, shall not exceed the aggregate number of three hundred ninety two thousand six hundred forty seven (392,647), so that the right of the Board of Directors to grant Options pursuant to this resolution shall only be used in this global limit fixed for all of the Options and WARRANTS 2;

fixed at twenty four (24) months as from the date hereof, the period of validity of this delegation,

resolved that this authorization entails, in favor of the beneficiaries of the Options, express waiver by the shareholders of their preferential right to subscription to shares for which the issue will result from the exercise of the Options.

The main characteristics of the Options shall be the following:

Form of the Options

The Options shall be personal, non-transferable and not able to be attached or seized, except in case of death of the holder of the Options.

Purchase or subscription price of the shares resulting from the exercise of the Options

The purchase or subscription price per share upon the exercise of an Option, issue premium included, shall be the Fair Market Value (as defined below) determined by the Board of Directors on the date of granting of the Options.

The "Fair Market Value" means the value for one ordinary share as determined in good faith by the Board of Directors, according to the following provisions:

(i) as long as the ordinary shares will not be listed on a regulated market of the European Union or on the National Association of Securities Dealers Inc.

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Automated Quotation ("NASDAQ") System or on the New York Stock Exchange in the United States of America, the subscription or purchase price will be determined in accordance with the objective methods applicable to the valuation of shares which takes account of the company's net assets position, profitability and business prospects, applying a weighting specific to each case. The said criteria are assessed, if appropriate, on a consolidated basis or, failing that, by taking the financial elements of their significant subsidiaries into account. Failing this, the subscription price is determined by dividing the amount of the revalued net assets by the number of securities in existence calculated on the basis of the most recent balance sheet. The subscription or purchase price will be at least equal to the highest of (i) the nominal value of the shares or (ii) the price per ordinary share retained at the time of the last increase of the share capital of the Company by way of issuance of ordinary shares;

(ii) from the date on which the Company shall be listed on a regulated market of the European Union or on the on the National Association of Securities Dealers Inc. Automated Quotation ("NASDAQ") System or on the New York Stock Exchange in the United States of America, the Board of Directors may determine the subscription or purchase price of an ordinary share by reference to the closing sales price of one ordinary share on such regulated market for the day prior to the day of the decision of the Board of Directors to grant the Options. However, the purchase or subscription price shall in no case be less than the highest of (i) the nominal value of the shares or (ii) ninety five per cent (95%) of the average of the closing sales price for an ordinary share as quoted on said stock exchange market during the twenty market trading days prior to the day of the Board of Directors' decision to grant the Options, it being specified that, when an Option entitles the holder to purchase ordinary shares previously repurchased by the Company, the exercise price, notwithstanding the above provisions and in accordance with applicable law, may not be less than 80% of the average purchase price paid by the Company for all ordinary shares so previously repurchased.

The price fixed for the subscription or purchase of shares to which the Options gives right cannot be modified during the term of the Options. However, if the Company comes to carry out one of the operations referred to in article L. 225-181 paragraph 2 of the French Commercial Code (as detailed in Exhibit B), it shall take the following measures necessary for the protection of the interests of the beneficiaries.

1°) either give the holders of such rights the opportunity to exercise them, if the period set forth in the issuance agreement has not yet commenced, so that they can immediately participate in the aforementioned operations or benefit therefrom;

2°) or, to the extent possible, take the necessary steps to allow the Options holders, after exercising their Options, to make irrevocable subscriptions of new securities issued, or to receive a free allocation thereof, or receive cash or assets similar to those that have been distributed, in the same quantities and proportions and under the same conditions, save with respect to enjoyment, as if they had been shareholders during such transactions.

The Company may simultaneously take the steps provided in 1°) and 2°).

In the event of issue of new shares or securities giving access to the capital as well as in the case of merger or scission of the Company, the Board shall suspend, if applicable, the exercise of the Options.

Nature of shares subscribed as a result of the exercise of the Options

The shares subscribed by the holder of Options upon exercise of the said Options will be ordinary shares.

Number of shares subscribed as a result of the exercise of the Options

Each Option will give its holder the right to subscribe to one (1) ordinary share, subject to legal adjustments in case of completion by the Company of certain operations relating to its capital.

Accordingly, the Company's shareholders decide to authorize a maximum capital increase of three thousand nine hundred twenty six Euros and forty seven cents (EUR 3,926.47), corresponding to the issue of three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares with a nominal value of one cent (EUR 0.01) each, which will result in the exercise of the totality of the Options.

Terms and conditions of exercise of the Options

The exercise of the Options will take place by (i) sending to the Company a subscription form and/or a share purchase form duly signed by the beneficiary, and (ii) the full payment by the beneficiary of the subscription price and/or purchase price of the shares for which the issue will result from the exercise of the Options, which will be paid fully in cash.

Conditions of exercise and expiration of the Options

The Options shall be exercisable in the conditions which shall be defined by the Board of Directors of the Company and before the expiration of a period of a maximum of ten (10) years as from the date of their granting, as decided by the Board of Directors.

Rights and obligations attached to the shares issued as a result of the exercise of the Options

The shares issued as a result of the exercise of the Options shall be, identical to existing ordinary shares and subject to all statutory provisions applicable to existing shares of the same class. They will be entitled to dividends as from the first day of the fiscal year in which they are subscribed.

Protection of the holders of Options

The Company shall take precautions relating to the protection of the interests of the beneficiaries of the Options in the conditions provided for in article L. 228-99 of the French Commercial Code (to the exception of point 3 of article L. 228-99 of the French Commercial Code (as detailed in Exhibit B).

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In the event of completion by the Company of one of the operations above giving rise to the implementation of the rules of protection of the holders of Options above, the Company shall notify the holders of the Options and inform them of the measures of protection that it will have decided to set up with a view to protecting them.

The Company's shareholders:

resolved that this decision entails waiver by the shareholders of their preferential right of subscription to ordinary shares for which the issue will result from the exercise of the Options in the case where the Options will take the form of share subscription options,

gave full powers to the Board of Directors in order to:

- to ensure that the number of Options granted by the Board of Directors is fixed so that the number of Options open and not yet exercised does not relate to more than one third of the share capital, or together with the WARRANTS 2, three hundred ninety two thousand six hundred forty seven (392,647) ordinary shares;

- settle the terms and conditions of the share subscription and/or purchase plan, to grant the Options once or several times, to fix the names of the beneficiaries and the distribution of Options between them, as well as the other conditions of granting of the Options and their exercise not fixed by this resolution, including, notably, the timetable for the exercise of Options granted, these conditions may be different according to the beneficiaries of the Options, their place of residence and applicable social and tax systems; it being specified that these conditions could include clauses prohibiting the immediate resale of all or part of the shares issued upon exercise of the Options, within the limits prescribed by law;

- determine at the date of granting of the Options, the subscription price of the new shares and the terms and conditions for determining this price fixed by this Meeting,

- provide for the terms and conditions for adjustment in case of completion of one of the operations referred to in article L. 225-181 paragraph 2 of the French Commercial Code, (as detailed in Exhibit B),

- provide for, if considered appropriate, the ability to suspend temporarily the exercise of the Options in case of financial operations involving the exercise of a right attached to shares and this for a maximum period of three months,

- carry out or have carried out all acts and formalities arising from the implementation of this authorization, collect the funds corresponding to the price of subscription and/or purchase of shares under Options, noting the increases of capital resulting from the exercise of the Options, amend the bylaws accordingly and generally do whatever is necessary,

- at its sole discretion and if it considers it appropriate, charge the costs of the share capital increases resulting from the exercise of the Options to the amount of the premiums relating to these increases.

Acknowledged that the Company's By-laws shall be amended as mentioned under the nineteenth resolution below in order to reflect the content of this resolution.

Seventeenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

after hearing the special report of the Board of Directors of the Company on the suppression of the preferential subscription right of the shareholders in compliance with article 32-3, (5) of the Law of 1915,

resolved, as a consequence of the adoption of the sixteenth resolution above related to the issue of three hundred ninety two thousand six hundred forty seven (392,647) Options, to waive the preferential subscription rights granted to the shareholders pursuant to articles 32-3 and 32-4 of the Law of 1915, as far as three hundred ninety two thousand six hundred forty seven (392,647) Options are subscribed by employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company subject to the employees' tax regime, depending on the date of granting of the Options.

Acknowledged that the Company's By-laws shall be amended as mentioned under the fifteenth resolution below in order to reflect the content of this resolution.

Eighteenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, to insert new article 5, §7 in the Company's By-laws written as follows:

"In addition to its share capital referred to in article 5, §1 and the authorized capital referred to in article 5, §5, the Company has also an authorized capital of four thousand five hundred three Euros and thirty seven cents (EUR 4,503.37), according to which the board of directors is authorized to issue in one or several times, if necessary without reserving the preferential right of subscription of the current shareholders of the Company, a maximum number of four hundred fifty thousand three hundred thirty seven (450,337) Ordinary Shares, each having a par value of one cent (EUR 0.01)."

resolved, to insert new article 5, §8 in the Company's By-laws written as follows:

"The above-mentioned authorized capital four thousand five hundred three Euros and thirty seven cents (EUR 4,503.37) shall be entirely composed of the Ordinary Shares issued by the Company as a result of the conversion of fifty seven thousand six hundred ninety (57,690) WARRANTS 1, three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 and three hundred ninety two thousand six hundred forty seven (392,647) Options that the

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board of directors may issue, during a period expiring on 31 December 2014 as it concerns WARRANTS 1 and WARRANTS 2 and on 9 January 2015 as it concerns Options; it being specified that the total amount (i) of WARRANTS 2 and Options issued by the board of directors shall not exceed the aggregate number of three hundred ninety two thousand six hundred forty seven (392,647). The terms "WARRANTS 1", "WARRANTS 2" and "Options" are defined, and their respective rights and obligations are provided for in the minutes of the extraordinary general meeting of shareholders of the Company held on 9 January 2013."

resolved, to insert a new article 5, §9 in the Company's By-laws written as follows:

"In accordance with article 32-3, (5) of the law 10 August 1915 on commercial companies, the board of directors is authorized, during a period expiring on 31 December 2014 as it concerns WARRANTS 1 and WARRANTS 2 and on 9 January 2015 as it concerns Options, to suppress and/or waive the preferential subscription rights granted to the shareholders and

- to reserve the subscription of fifty seven six hundred ninety (57,690) WARRANTS 1 to the benefit of persons to be designated by the board of directors; and

- to reserve the subscription of the aggregate number of three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 and/or Options to the benefit of employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company."

Nineteenth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary general meetings,

resolved, to amend articles 3, 5, 7, 8, 18 and 19 of the by-laws in order that they reflect resolutions 1 to 18 above,

resolved to insert new articles 8 and 9 in the by-laws in order that they reflect resolutions 1 to 18 above,

resolved to renumbered articles 8 to 21 of the by-laws in order that they reflect resolutions 1 to 18 above,

resolved to restate the by-laws in order that they reflect resolutions 1 to 18 above, as well as other minor changes, and to adopt consolidated by-laws as follows:

STATUTES

I. Name, Duration, Object, Registered Office

Art. 1. There is hereby established by the subscribers and all those who may become owners of the shares hereafter issued, a company in the form of a société anonyme, under the name of "Codenvy S.A." (hereafter referred to as the "Company").

Art. 2. The Company is established for an unlimited duration.

Art. 3. The purpose of the Company is the acquisition of ownership interests in any companies or enterprises, in Luxembourg and abroad, in any form whatsoever, by means of purchase, exchange or any other manner, as well as the management, the control and the exploitation of such ownership interests. The Company may also dispose of such ownership interests by means of sale, exchange or any other way.

The Company may borrow in any form, in particular by the issue of bonds, convertible or not, the subscription of bank loans or shareholders loans. The Company may grant loans, financial assistance, advances and guarantees to the companies in which it holds directly or indirectly an interest.

It may also acquire securities of any kind, cash deposits, treasury notes, and may perform any other form of investment among which shares, bonds, options or warrants. The Company may acquire them by purchase, subscription or any other manner, sell them and/or exchange them.

The Company may purchase and sell real estate properties or property rights, in the Grand-Duchy of Luxembourg and/or abroad. The Company may also carry out any transaction related to real estate properties, or to property rights, including the direct or indirect acquisition of ownership interests in companies, in Luxembourg or/and abroad, whose main business purpose is the purchase, the development, the promotion, the sale, the management and/or the lease of real estate properties, or property rights.

The purpose of the Company is also the holding, the purchase, the exploitation, the management and the sale of intellectual properties of any kind, registered in Luxembourg or abroad, addition certificates and improvement patents, methods, processes, inventions, trademarks, licenses, know-how as well as the full or partial franchise of any license of such intellectual properties.

The Company may carry out any activity such as industrial, commercial, financial, regarding movable or real estate properties, related directly or indirectly, fully or partially to its corporate purpose. The Company may fulfill its corporate purpose directly or indirectly in its own name or on behalf of third parties, on its own or by partnership, carrying out all the transactions compatible with the enhancement of such a purpose, or of the purpose of the companies in which it holds an interest.

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In general, the Company may take all measures of control and/or supervision and can carry out all the transactions that it considers useful for the fulfillment of its corporate purpose; it may also hold the office, remunerated or not, of member of the administration board of other companies, in Luxembourg and abroad.

The Company may also provide, on an ancillary basis, advisory, analysis, support and technical support services, and other administrative and financial services to the benefit of other "companies" of the same "group of companies", as these two terms are defined by the law of 2 September 2011 governing the access to the professions of skilled craftsman, trader, manufacturer, as well as to certain liberal professions.

Art. 4. The registered office of the Company is established in Luxembourg-City. It may be transferred within the boundaries of the municipality of Luxembourg by a resolution of the board of directors.

Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors.

In the event that the board of directors determines that extraordinary political, economic or social developments have occurred or are imminent, that would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

II. Social Capital, Shares

Art. 5. The share capital is set at forty one thousand one hundred four Euros and nineteen cents (EUR 41,104.19) represented by three million one hundred thousand (3,100,000) ordinary shares (the "Ordinary Shares") with a par value of one cent (EUR 0.01) per share and by one million ten thousand four hundred nineteen (1,010,419) "category A preferred shares (the "A Shares") with a par value of one cent (EUR 0.01) per share

The Ordinary Shares and the A Shares are hereafter referred to as the "Shares".

The A Shares shall entitle to specific rights, described in articles 8 and 9. Apart from the particular rights granted to the A Shares, all the shares of the Company shall have the same rights, irrespective of the category to which they belong.

The subscribed share capital of the Company may be increased or reduced by a resolution adopted by a general meeting of shareholders in the manner required for amendment of the Articles, as prescribed in article 23 below.

In addition to its share capital referred to in article 5, §1 and the authorized capital referred to in article 5, §7, the Company has an authorized capital of sixteen thousand eight hundred seventy seven Euros and one cent (EUR 16,877.01), according to which the board of directors is authorized, during a period expiring on 9 January 2018, to issue in one or several times, if necessary without reserving the preferential right of subscription of the current shareholders of the Company, a maximum number of one million six hundred eighty seven thousand seven hundred one (1,687,701) A Shares, each having a par value of one cent (EUR 0.01), together with a share premium of two Euros and forty eight cents (EUR 2.48) per A Share, corresponding to a total subscription price of four million two hundred two thousand three hundred seventy five Euros and forty nine cents (EUR 4,202,375.49).

In accordance with article 32-3, (5) of the law 10 August 1915 on commercial companies, the board of directors is authorized, during a period expiring on 9 January 2018, to suppress and/or waive the preferential subscription rights granted to the shareholders and

- to reserve the subscription of one hundred fifty three thousand three hundred eighty nine (153,389) A Shares to the benefit of persons to be designated by the board of directors; and

- to reserve the subscription of one million five hundred thirty four thousand three hundred twelve (1,534,312) A Shares to the benefit of LB 2 LLC, a California limited liability company.

In addition to its share capital referred to in article 5, §1 and the authorized capital referred to in article 5, §5, the Company has also an authorized capital of four thousand five hundred three Euros and thirty seven cents (EUR 4,503.37), according to which the board of directors is authorized to issue in one or several times, if necessary without reserving the preferential right of subscription of the current shareholders of the Company, a maximum number of four hundred fifty thousand three hundred thirty seven (450,337) Ordinary Shares, each having a par value of one cent (EUR 0.01).

The above-mentioned authorized capital four thousand five hundred three Euros and thirty seven cents (EUR 4,503.37) shall be entirely composed of the Ordinary Shares issued by the Company as a result of the conversion of fifty seven thousand six hundred ninety (57,690) WARRANTS 1, three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 and three hundred ninety two thousand six hundred forty seven (392,647) Options that the board of directors may issue, during a period expiring on 31 December 2014 as it concerns WARRANTS 1 and WARRANTS 2 and on 9 January 2015 as it concerns Options; it being specified that the total amount (i) of WARRANTS 2 and Options issued by the board of directors shall not exceed the aggregate number of three hundred ninety two thousand six hundred forty seven (392,647). The terms "WARRANTS 1", "WARRANTS 2" and "Options" are defined, and their respective rights and obligations are provided for in the minutes of the extraordinary general meeting of shareholders of the Company held on 9 January 2013.

In accordance with article 32-3, (5) of the law 10 August 1915 on commercial companies, the board of directors is authorized, during a period expiring on 31 December 2014 as it concerns WARRANTS 1 and WARRANTS 2 and on 9

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January 2015 as it concerns Options, to suppress and/or waive the preferential subscription rights granted to the shareholders and

- to reserve the subscription of fifty seven six hundred ninety (57,690) WARRANTS 1 to the benefit of persons to be designated by the board of directors; and

- to reserve the subscription of the aggregate number of three hundred ninety two thousand six hundred forty seven (392,647) WARRANTS 2 and/or Options to the benefit of employees and/or managers and/or directors and/or consultants of the Company or companies controlled by the Company.

After each issue of A Shares and/or Ordinary Shares within the authorized capital as defined here above, the board of directors will have to notice the capital increase of the Company and the amendment of article 5 of the Articles before notary.

Art. 6. The Company may, to the extent and under terms permitted by the law of 10 August 1915 on commercial companies, as amended (hereafter referred to as the "Law"), redeem its own Shares.

Art. 7. The Shares are and will remain in registered form (actions nominatives).

A register of registered shares will be kept at the registered office, where it will be available for inspection by any shareholder. This register will contain all the information required by article 39 of the Law. Ownership of registered shares will be established by inscription in the said register. Certificates of these inscriptions shall be issued and signed by two (2) directors or, if the Company has only one (1) director, by this director.

The signature may either be manual, in facsimile or affixed by mean of a stamp. However, one of the signatures may be affixed by a person delegated for that purpose by the board of directors. In such a case, the signature must be manual. A certified copy of the deed delegating power for this purpose to a person who is not a member of the board of directors, must be filed in accordance with article 9 §§1 and 2 of the Law.

The Company will recognize only one (1) holder per Share; in case a Share is held by more than one person, the persons claiming ownership of the Share will have to name a unique proxy to present the Share in relation to the Company. The Company has the right to suspend the exercise of all rights attached to that Share until one person has been appointed as the sole owner in relation to the Company.

Art. 8. A Shares shall entitle to the following specific rights:

8.1. Dividends

The holders of A Shares (the "A Shareholders") shall be entitled to receive cumulative dividends out of any distributable profit or distribution, prior and in preference to any payment of any dividend (payable other than in Ordinary Shares of the Company or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional Ordinary Shares) on the Ordinary Shares or any other categories of shares of the Company, at a per annum rate of 8% of the A Shares Purchase Price (i.e. two Euros and forty nine cents (EUR 2.49)) (the "A Share Purchase Price") (subject to appropriate adjustment for any stock splits, stock dividends, combinations and other similar recapitalizations) on each outstanding A Share (the "A Dividends"), payable annually, when, as and if and as declared by the general shareholders' meeting.

The A Dividends shall accrue and be cumulative as to any A Share from the date on which such A Share is first issued and shall be payable in arrears, if and as declared by the shareholders meeting.

The Company shall not pay or set aside any dividends on any other series of preferred stock or on the Ordinary Shares (payable other than in Ordinary Shares or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional Ordinary Shares) unless all accrued but unpaid A Dividends have been paid.

Subject to the foregoing, in the event the general shareholders' meeting of the Company shall decide to distribute dividends (other than a dividend payable in Ordinary Shares) upon the Ordinary Shares, the general shareholders' meeting shall decide to distribute at the same time a dividend upon the A Shares, payable at the same time as the dividend paid on the Ordinary Shares, in an amount equal to the amount of dividends per A Shares as would have been payable on the largest number of whole Ordinary Shares into which all A Shares held by each A Shareholder thereof would have converted if such A Shares had been converted into Ordinary Shares at the time of payment of the dividend on the Ordinary Shares. All dividends paid in respect of the A Shares shall be declared and paid pro rata per A Share.

8.2. Preferential liquidation right

In the event of liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution among the Company's shareholders, after repayment of all the Company's creditors and reimbursement of the nominal value of the shares of all Company's shareholders, in accordance with the law (the "Boni"), shall be paid to the Company's shareholders, in the following order of priority:

(a) among the A Shareholders up to the Preference, pro rata the number of A Shares held by each of them; provided, that, in case there should not be enough proceeds for the payment in full of the Preference, the Boni shall be allocated pro rata the maximum amount respectively due to each A Shareholder pursuant to this paragraph (a); provided, further that in the event that the A Shareholders would be entitled to receive distributions in excess of the Preference or the applicable Threshold, then such A Shareholder shall automatically0 receive, without any requirement to notify the Company or to elect such alternative, an amount equal to the proceeds that would be allocable to such A Shareholder if the

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proceeds were distributed to all of the shareholders of the Company pro rata to the number of Shares respectively held by each of them, where the number of A Shares will be determined on an as-if converted basis;

(b) the remaining proceeds, if any, shall be allocated among the holders of Ordinary Shares and the A Shareholders pro rata the number of shares of the Company respectively held by each of them, where the number of A Shares shall be determined on an as-if converted basis.

Should the payment of the Preference result in aggregate distributions per A Share in excess of the applicable Threshold, then the A Shareholders will be entitled to share in the Boni ratably with the holders of the Ordinary Shares on an as-if converted basis in lieu of receiving the Preference.

For the purposes of the above, the "Preference" means a price per A Share equal to the A Share Purchase Price, plus any accrued and unpaid dividends per A Share; provided that under no circumstances shall the aggregate distributions per A Share exceed the following thresholds, as applicable (the "Thresholds"):

v. within one year as from 9 January 2013, one hundred and fifty per cent (150%) of the A Share Purchase Price;

vi. as from 9 January 2014 and until 8 January 2015, two hundred per cent (200%) of the A Share Purchase Price;

vii. as from 9 January 2015 and until 8 January 2016, two hundred and fifty per cent (250%) of the A Share Purchase Price;

viii. as from 9 January 2016 onwards, three hundred per cent (300%) of the A Share Purchase Price.

For the purpose of calculating the Preference, the A Dividends shall accrue at a per annum rate of 8% of the A Share Purchase Price (subject to appropriate adjustment for any stock splits, stock dividends, combinations and other similar recapitalizations), whether or not earned or declared, and be cumulative as to any A Share from the date on which such A Share is first issued and shall be payable in arrears.

8.3. Conversion rights

The A Shares shall be automatically converted into Ordinary Shares upon the closing of a firmly underwritten public offering of Ordinary Shares at a public offering price per share (prior to underwriter commissions and expenses) that is not less than three (3) times the original subscription price of the A Shares (price subject to equitable adjustment in the event of any stock split, stock dividend, combination, reorganization, reclassification, or other similar event) per share and for a total offering of not less than eleven million three hundred nine thousand four hundred forty five Euros (EUR 11,309,445) (before deduction of underwriters commissions and expenses (a "Qualified IPO").

The conversion of the A Shares shall be effective upon the closing of the sale of the Ordinary Shares by the Company pursuant to such Qualified IPO. At such time, all declared but unpaid dividends shall be settled in cash.

Each A Share shall be converted freely and at any time into ordinary share(s) upon simple request by its holder.

Each A Share shall be automatically converted into ordinary share(s) upon decision of A Shareholders representing at least fifty percent (50%) of the outstanding A Shares.

The conversion ratio in effect at any time for conversion of the A Shares into Ordinary Shares shall be the quotient obtained by dividing the A Share Purchase Price (subject to appropriate adjustment for any stock splits, stock dividends, combinations and other similar recapitalizations) by the Conversion Price of the A Shares (as this term is defined below) at the time of the conversion demand or of the Qualified IPO.

The payment of the par value of the Ordinary Shares to be issued upon conversion of the A Shares shall be made by incorporating in the capital of the Company the amounts which are allocated to a special account for unavailable reserves entitled "reserves for the conversion of series A preferred shares into ordinary shares", corresponding to the share premium paid in relation to the subscription of the A Shares.

In the event that (i) the special account for unavailable reserves for the conversion of A Shares into Ordinary Shares cannot be used for any reason whatsoever or (ii) the amounts allocated to the said special account for unavailable reserves for the conversion of A Shares into Ordinary Shares are insufficient to proceed with the conversion or no longer comply with the conditions required for their incorporation in the capital, holders of A Shares will nevertheless have the possibility of converting their A Shares into Ordinary Shares upon payment to the Company of an amount equal to the par value of the Ordinary Shares to be issued and more generally of any amount necessary for their payment in full.

The conversion demand shall be notified by registered letter with acknowledgement of receipt or by a letter delivered in person to the Company, the notification date being the date of the first presentation of the registered letter, as evidenced by the transporter receipt, or the date on the letter delivered to the Company.

The "Conversion Price of the A Shares" initially fixed at two Euros and forty nine cents (EUR 2.49) shall be adjusted:

(a) if the Company issues (or is deemed to issue) Ordinary Shares or any debt or equity securities directly or indirectly, convertible into or exchangeable for Ordinary Shares (other than (i) shares reserved as employee shares described under the Company's option pool which is constituted by WARRANTS 2 and Options (as defined below) issued in accordance with resolutions 14 and 16 below, (ii) shares issued for consideration other than cash pursuant to a merger, consolidation, acquisition, or similar business combination unanimously approved by the Board of Directors of the Company; (iii) shares issued pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution unanimously approved by the Board of Directors of the Company; (iv) shares issued in a stock split, stock dividend or any subdivision of the Ordinary Shares and (v) shares with respect to which the holders of a majority of the outstanding A Shares waive their anti-dilution rights) (the "New Shares"), and

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(b) if the value given to a New Share in the context of said issue(s), as a value or an exchange, conversion, reimbursement or subscription price, shall be equal to a Price per Share (as defined hereafter) below two Euros and forty nine cents (EUR 2.49).

In case of one or more issue(s) of shares or other securities meeting the conditions described in subparagraphs (a) and (b) above, (each issue being hereafter individually referred to as an "Issue") a new conversion price of the A Shares ("NCP") shall be determined as provided below, to allow the conversion of the A Shares:

NCP = CP x (A + B)/(A + C)

where:

"NCP" is equal to the new conversion price of the A Shares in effect immediately after such Issue,

"CP" is equal to the conversion price of the A Shares in effect immediately prior to such Issue, "A" is equal to the number of shares comprising the Company's share capital immediately prior to the Issue,

"B" is equal to a number of shares determined by dividing the total subscription amount to be received by the Company in respect of the Issue of the New Shares by "CP" as defined above,

"C" is equal to the number of New Shares issued in respect of the Issue, being specified that:

(a) the initial conversion price of the A Shares is two Euros and forty nine cents (EUR 2.49) per A Share, adjusted pursuant to the provisions hereof,

(b) the total number of shares comprising the Company's share capital shall include the number of ordinary or preferred shares which would be issued in case of exercise of the WARRANTS 1 and of conversion of all of the A Shares under the terms and conditions in force as at the Issue date and all shares that the holders of securities giving access to the share capital could obtain as a result of the conversion or exercise of the said securities, all of the said securities being deemed to have been exercised,

(c) in the event that the Issue would consist of the issue of shares, the total subscription amount to be received would be equal to the total subscription price for such shares (issue premium included) and the number of New Shares would be equal to the number of shares so issued and (b) in the event that the Issue would consist of the issue of securities giving access to the share capital, the total subscription amount to be received would be equal to the total subscription price for such securities plus, as the case may be, the minimum amounts that would be payable by the holders of said securities to obtain shares by way of subscription or conversion of said securities and the number of New Shares would be equal to the maximum number of Ordinary Shares that the holders of said securities could obtain as a result of the conversion or exercise of said securities (notwithstanding however the shares that such holders could (i) subscribe for their par value upon exercise of the "relutive" or "ratchet" share warrants (ii) obtain as a result of the conversion of A Shares or (iii) obtain as a result of the implementation of a scheme similar to the aforementioned "relative" scheme),

(d) where the price received or deemed to be received in respect of the New Shares is represented by assets rather than cash, this price shall be determined in good faith by the Board of Directors, regardless of the tax treatment thereof,

(e) the above figures (including the number of Ordinary Shares) shall be given to the sixth decimal place, it being provided that if the numbers have more than six decimals, the figure at the forth decimal place ("T") shall be automatically rounded off to:

- if the seventh decimal place is a figure above 7, "T" shall be equal to the figure that is immediately above, and
- if the seventh decimal place is equal or below 7, "T" shall be remain unchanged.

Each A Shareholder willing to convert its A Shares into Ordinary Shares and who does not hold a sufficient number of A Shares to obtain, after conversion, an integer number of shares shall take the necessary steps to group enough A Share necessary to obtain an integer number of Ordinary Shares.

The conversion of the A Shares into Ordinary Shares described in this paragraph shall not apply if the A Shareholders decide at the simple majority to not benefit from the provision of this paragraph.

The Ordinary shares arising on conversion of A Shares shall rank pari passu with the Ordinary Shares then in issue and fully paid up and shall entitle the ordinary shareholders to all dividends and other distributions declared, made or paid to the Ordinary Shares after the conversion date.

The Board of Directors of the Company is authorized to take all steps necessary or useful and to carry out all the formalities necessary or useful to notice before notary (i) any conversion of A Shares into Ordinary Shares and (ii) consequently the amendment of the share capital of the Company and article 5 of the Articles in order to reflect this conversion.

8.4. Right to propose members of the Board of Directors of the Company

At each meeting for the election of directors, the A Shareholders shall be entitled to propose one (1) member of the Company's Board of Directors.

The Company shall hold a meeting for the election of directors within one (1) month of receiving a proposal from the A Shareholders.

8.5. Redemption right

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A Shares shall, within the limits set forth in Luxembourg law, at any time, from time to time, after five (5) years from 9 January 2013 (the "Redemption Date") be redeemed by the Company, upon written request of at least a majority of the A Shareholders (a "Redemption Election").

From and after the Redemption Date, A Shares shall be redeemed by the Company following a Redemption Election at the greater of (a) the A Share Purchase Price plus accrued and unpaid dividends, or (b) the fair market value of such A Shares (the "Redemption Price"). The Company shall be required to redeem all, but not less than all, of the outstanding A Shares at the Redemption Price as promptly as possible following delivery of the Redemption Election.

Art. 9. The rights granted to the A Shares are attached to the A Shares and not to the A Shareholders and shall benefit to their successive holders.

In case of capital increase by way of incorporation of reserves or free allocation of shares, the shares allocated pursuant to the rights attached to the A Shares shall be A Shares.

In the event of a consolidation or split of the nominal value of the shares of the Company (or other like transactions), the shares allocated pursuant to the A Shares shall be A Shares.

The particular rights attached to the A Shares may only be modified with the unanimous approval of all the A Shareholders.

III. Transfer of the Shares

Art. 10. Every transfer of Shares will be effected by a written declaration of transfer entered in the register of registered shares of the Company, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney or in accordance with the provisions applying to the transfer of claims provided for in article 1690 of the Luxembourg civil code.

The Company may also accept as evidence of transfer other instruments of transfer evidencing the consent of the transferor and the transferee satisfactory to the Company.

IV. Securities

Art. 11. The Company may issue warrants, subscription rights, options, convertible instruments and any other kind of financial instruments.

V. General meetings of Shareholders / Decision of the sole shareholder

Art. 12. Any regularly constituted meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company. In case the Company has only one shareholder, such shareholder exercises all the powers granted to the general meeting of shareholders.

The general meeting is convened by the board of directors. It may also be convoked by request of shareholders representing at least one tenth of the Company's share capital.

Art. 13. The annual general meeting of shareholders shall be held in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Thursday of May on 15.30 p.m. If such day is a legal holiday, the annual general meeting shall be held on the next following business day.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

The quorum and time required by Law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each Share is entitled to one (1) vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing, by fax or by any similar mean of communication. Except as otherwise required by Law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of those present or represented.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

If all of the shareholders are present or represented at a meeting of shareholders, and if they state that they have been informed of the agenda of the meeting the meeting may be held without prior notice or publication.

Decision taken in a general meeting of shareholders must be recorded in minutes signed by the members of the board (bureau) and by the shareholders requesting to sign. In case of a sole shareholder, these decisions are recorded in minutes.

All shareholders may participate to a general meeting of shareholders by way of videoconference or by any other similar means of communication allowing their identification. These means of communication must comply with technical characteristics guaranteeing the effective participation to the meeting, which deliberation must be broadcasted uninterruptedly. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

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VI. Board of Directors

Art. 14. The Company shall be managed by a board of directors composed of three (3) members at least who need not to be shareholders of the Company. However, in case the Company is incorporated by a sole shareholder or that it is acknowledged in a general meeting of shareholders that the Company has only one shareholder left, the composition of the board of director may be limited to one (1) member only until the next ordinary general meeting acknowledging that there is more than one shareholders in the Company.

The directors shall be elected by the general meeting of shareholders which shall determine their number, remuneration and term of office. The term of the office of a director may not exceed six (6) years and the directors shall hold office until their successors are elected.

The directors are elected by a simple majority vote of the Shares present or represented.

Any director may be removed with or without cause by the general meeting of shareholders.

In the event of a vacancy in the office of a director because of death, retirement or otherwise, this vacancy may be filled out on a temporary basis until the next meeting of shareholders, by observing the provisions of the Law.

Each shareholder holding at least five per cent (5%) of the Ordinary Shares on a fully diluted basis may appoint one observer who is not member of the board of directors but who may be convened by the board of directors and/or any director to attend, without any voting right, to the meetings of the board of directors.

Art. 15. The board of directors shall choose from among its members one (1) Chairman. It may also choose a secretary, who needs not to be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders.

The board of directors shall meet upon call by the Chairman, or two (2) directors, at the place indicated in the notice of meeting.

The Chairman shall preside at all meeting of shareholders and of the board of directors, but in his absence, the shareholders or the board of directors may appoint another director as Chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the board of directors must be given to directors twenty-four (24) hours at least in advance of the date foreseen for the meeting, except in case of emergency, in which case the nature and the motives of the emergency shall be mentioned in the notice. This notice may be omitted in case of assent of each director in writing, by fax, or by any other similar mean of communication. A special convocation will not be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of directors.

Any director may act at any meeting of the board of directors by appointing in writing or by fax or any other mean of communication another director as his proxy.

A director may represent more than one of his colleagues.

Any director may participate in any meeting of the board of directors by way of videoconference or by any other similar means of communication allowing their identification. These means of communication must comply with technical characteristics guaranteeing the effective participation to the meeting, which deliberation must be broadcasted uninterruptedly. The participation in a meeting by these means is equivalent to a participation in person at such meeting. The meeting held by such means of communication is reputed held at the registered office of the Company.

The board of directors can deliberate or act validly only if at least half of the directors are present or represented at a meeting of the board of directors.

Decisions shall be taken by a majority of votes of the directors present or represented at such meeting. In case of tie, the Chairman of the board of directors shall not have any casting vote.

The board of directors may, unanimously, pass resolutions by circular means when expressing its approval in writing, by mail, e-mail, fax or any other similar mean of communication, to be confirmed in writing. The entirety will form the minutes giving evidence of the resolution.

Art. 16. The minutes of any meeting of the board of directors shall be signed by the Chairman or, in his absence, by two (2) directors. Copies or extracts of such minutes (which may be produced in judicial proceedings or otherwise) shall be signed by the Chairman or by two (2) directors. In case the board of directors is composed of one (1) director only, the sole director shall sign these documents.

Art. 17. The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the Company's interests. All powers not expressly reserved by Law or by these Articles to the general meeting of shareholders fall within the competence of the board of directors.

In case the Company has only one director, such director exercises all the powers granted to the board of directors.

The daily management of the Company as well as the representation of the Company in relation with this management may be delegated to one or more directors, officers, managers or other agents, associate or not, acting alone or jointly, in accordance with article 60 of the Law. Their nomination, revocation and powers shall be settled by a resolution of the board of directors. The delegation to a member of the board of directors shall entail the obligation for the board of

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directors to report each year to the ordinary general meeting on the salary, fees and any advantages granted to the delegate. The Company may also grant special powers or powers of attorney by private instrument.

Art. 18. The Company will be bound in all circumstances by the joint signature of any two (2) directors or the sole signature of any person to whom such signatory power shall be delegated by the board of directors. In case the board of directors is composed of one (1) member only, the Company will be bound by the signature of the sole director.

VII. Supervision of the Company

Art. 19. The operations of the Company shall be supervised by one (1) or several statutory auditors, which may be shareholders or not. The general meeting of shareholders shall appoint the statutory auditors, and shall determine their number, remuneration and term of office which may not exceed six (6) years.

VIII. Accounting year, Balance

Art. 20. The accounting year of the Company shall begin on the first January of each year and terminate on the thirty-first December of the same year.

Art. 21. From the annual net profits of the Company, five per cent (5 %) shall be allocated to the reserve required by Law. This allocation shall cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company as stated in article 5 hereof or as increased or reduced from time to time as provided in article 5 hereof.

The general meeting of shareholders, upon recommendation of the board of directors, will determine, in accordance with article 8.1. hereof, how the remainder of the annual net profits will be disposed of.

Interim dividends may be distributed by observing the terms and conditions foreseen by Law.

IX. Liquidation

Art. 22. In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the meeting of shareholders carrying out such dissolution and which shall determine their powers and their compensation.

The proceeds of the liquidation will be distributed among shareholders in accordance with article 8.2. hereof.

X. Amendment of the Articles

Art. 23. These Articles may be amended by a resolution of the general meeting of shareholders adopted in the conditions of quorum and majority foreseen in article 67-1 of the Law.

XI. Final clause - Applicable law

Art. 24. All matters not governed by these articles of incorporation shall be determined in accordance with the Law.

Twentieth resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for ordinary general meetings,

resolved, subject to the adoption of the foregoing first and second resolutions, to renew the mandate and/or to appoint as members of the Board of Directors, for a term of four (4) years expiring at the end of the ordinary annual meeting called to resolve upon the accounts of fiscal year ended December 31, 2016 and in accordance with the provisions of article 14 of the bylaws of the Company:

- Mr. Vincent Smith, born in New Jersey (USA) on 8 February 1964, residing at c/o LB 2, LLC, 2560 East Chapman Avenue, Ste. 173, Orange, California 92869, United States of America,

- Mr. Benjamin Mestrallet, born on June 1, 1978 in Suresnes (France), residing at 224 Twin Peaks Boulevard, 94114 San Francisco, California, USA, and

- Mr. William Tyler Jewell, born on 25 April 1976 in Riverside (United States of America), residing in 562 Vermont St., 94107 San Francisco (United States of America).

Such appointed members have informed in advance the Company that they accepted the duties entrusted to them and declared that they do not hold any other offices within other companies likely to prevent them from accepting the said duties and that they are not the subject of any proceedings likely to prevent the performance of their duties.

acknowledged, that Mr. Philippe Granger has been appointed as Observer by Auriga (holding more than five per cent (5%) of the Ordinary Shares on a fully diluted basis), for a term of four (4) years expiring at the end of the ordinary annual meeting called to resolve upon the accounts of fiscal year ended December 31, 2016, in accordance with the provisions of article 13, §6 of the Consolidated by-laws of the Company;

Twenty first resolution

The Company's shareholders, deliberating pursuant to the quorum and majority requirements for ordinary general meetings,

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After having reviewed the terms and conditions of the latest drafts of three Directorship Indemnification Agreements to be concluded by the Company and by Mr Vincent Smith, Mr Tyler Jewell and Mr Benjamin Mestrallet,

resolved, to approve the execution by the Company of the Directorship Indemnification Agreements to be entered into between the Company and the members of its Board of Directors.

There being no further business, the meeting is closed.

The expenses, costs, fees and charges concerning the present deed will be borne by the Company.

The undersigned notary, who understands and speaks English, states herewith that on the request of the above appearing person the present deed is worded in English followed by a French translation; on request of the same person and in case of any divergences between the English and the French text, the English text will prevail.

Whereof, the present notarial deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The document having been read to the persons appearing, known to the notary by their surnames, first names, civil status and residences, the said persons signed together with us, the notary, this original deed.

(*N.B. Pour des raisons techniques, ladite version française est publiée au Mémorial C-N° 137 du 19 janvier 2013.*)

Signé: J.-P. ROCH, N. THIELTGEN, P.-A. LECHANTRE, G. LECUIT,

Enregistré à Redange/Attert, le 09 janvier 2013. Relation: RED/2013/57. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 10 janvier 2013. M e Cosita DELVAUX.

Référence de publication: 2013006015/1406.

(130006349) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Secrets de Beauté S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-3850 Schifflange, 37, avenue de la Liberté.

R.C.S. Luxembourg B 173.335.

STATUTS

L'an deux mille douze, le trois décembre.

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à SANEM, Grand-Duché de Luxembourg,

a comparu:

Madame Joëlle NICOLINO, esthéticienne diplômée, née à Villerupt (France), le 21 mars 1967, demeurant 10, Cité Frontière, F-54190 Villerupt (France).

Laquelle comparante, ici personnellement présente, a requis le notaire instrumentant de documenter comme suit les statuts d'une société à responsabilité limitée unipersonnelle qu'elle constitue par la présente.

Titre I er . - Objet - Raison sociale - Durée

Art. 1 er . Il est formé par la présente entre la comparante et tous ceux qui par la suite pourraient devenir propriétaire de parts sociales une société à responsabilité limitée qui sera régie par les lois y relatives, ainsi que par les présents statuts.

Art. 2. La société a pour objet principal l'exploitation d'un institut de beauté et de soins corporels, pédicure médicale, manucure et confection d'ongles artificiels, avec la vente d'articles de la branche.

La société pourra effectuer toutes opérations commerciales, industrielles, immobilières, mobilières et financières, pouvant se rapporter directement ou indirectement aux activités ci-dessus décrites ou susceptibles d'en faciliter l'accomplissement.

La société pourra s'intéresser, sous quelque forme et de quelque manière que ce soit, dans toutes sociétés ou entreprises se rattachant à son objet ou de nature à le favoriser et à le développer.

Art. 3. La société est constituée pour une durée indéterminée.

Art. 4. La société prend la dénomination de «SECRETS DE BEAUTE S.à r.l.», société à responsabilité limitée.

Art. 5. Le siège social est établi à Schifflange, Grand-Duché de Luxembourg.

Il pourra être transféré en toute autre localité du Grand-Duché de Luxembourg par simple décision des associés.

La société peut ouvrir des agences ou succursales dans toute autre localité du Grand-Duché de Luxembourg.

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Titre II. - Capital social - Parts sociales

Art. 6. Le capital social est fixé à la somme de DOUZE MILLE CINQ CENTS EUROS (12'500.- EUR) représenté par cent (100) parts sociales d'une valeur nominale de CENT VINGT-CINQ EUROS (125.-EUR) chacune.

Toutes les parts sociales ont été entièrement souscrites par l'associé unique, Madame Joëlle NICOLINO, prénommée, et ont été libérées intégralement en numéraire de sorte que la somme de DOUZE MILLE CINQ CENTS EUROS (12'500.- EUR) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentaire qui le constate expressément.

Art. 7. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs à des non-associés que moyennant l'accord unanime de tous les associés. Les parts sociales ne peuvent être transmises pour cause de mort à des non-associés que moyennant le même agrément.

Dans ce dernier cas cependant, le consentement n'est pas requis lorsque les parts sociales sont transmises, soit à des ascendants ou descendants, soit au conjoint survivant.

En toute hypothèse, les associés restants ont un droit de préemption. Ils doivent l'exercer endéans les 30 (trente) jours à partir de la date de refus de cession à un non-associé. En cas d'exercice de ce droit de préemption, la valeur de rachat des parts sociales est calculée conformément aux dispositions des alinéas 6 et 7 de l'article 189 de la loi sur les sociétés commerciales.

Art. 8. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés, voire de l'associé unique, ne mettent pas fin à la société.

Art. 9. Les créanciers, ayants-droit ou héritiers d'un associé ne pourront pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront se tenir aux valeurs constatées dans les derniers bilan et inventaire de la société.

Titre III. - Administration et Gérance

Art. 10. La société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables à tout moment par l'assemblée générale qui fixe leurs pouvoirs et leurs rémunérations.

Vis-à-vis des tiers la société n'est engagée en toutes circonstances que par la signature individuelle du gérant unique ou lorsqu'ils sont plusieurs, par la signature conjointe de deux gérants, sauf dispositions contraires fixées par l'assemblée générale extraordinaire des associés.

Art. 11. Chaque associé peut participer aux décisions collectives quel que soit le nombre des parts qui lui appartiennent; chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 12. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification aux statuts doivent réunir les voix de la majorité des associés représentant les trois quarts (3/4) du capital social.

Art. 13. Lorsque la société ne comporte qu'un seul associé, les pouvoirs attribués par la loi ou les statuts à l'assemblée générale sont exercés par celui-ci.

Art. 14. Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 15. Une partie du bénéfice disponible pourra être attribuée à titre de gratification aux gérants par décision des associés.

Art. 16. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Titre IV. - Dissolution - Liquidation

Art. 17. Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés, qui en fixeront les pouvoirs et émoluments.

Titre V. - Dispositions générales

Art. 18. Pour tout ce qui n'est pas prévu dans les présents statuts, les associés s'en réfèrent aux dispositions légales.

Disposition transitoire

Par dérogation, le premier exercice commence aujourd'hui-même pour se terminer le 31 décembre 2012.

Frais

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge, à raison de sa constitution sont évalués à environ huit cents euros.

Résolutions de l'associé unique

Et aussitôt l'associé unique représentant l'intégralité du capital social a pris les résolutions suivantes:

1.- Le siège social est établi au 37, avenue de la Libération, L-3850 Schifflange, Grand-Duché de Luxembourg.

2.- Est nommée gérante unique de la société pour une durée indéterminée:

Madame Joëlle NICOLINO, esthéticienne diplômée, née à Villerupt (France), le 21 mars 1967, demeurant 10, Cité Frontière, F-54190 Villerupt (France).

Conformément à l'article DIX (10) des présents statuts et vis-à-vis des tiers la société se trouve valablement engagée en toutes circonstances par la seule signature de la gérante unique.

3.- La gérante unique préqualifiée pourra nommer un ou plusieurs agents, fixer leurs pouvoirs et attributions et les révoquer.

Remarque

Avant la clôture des présentes, le notaire instrumentant a attiré l'attention de la partie constituante sur la nécessité d'obtenir des autorités compétentes les autorisations requises pour exercer les activités plus amplement décrites comme objet social à l'article deux des présents statuts.

Dont acte, fait et passé à Belvaux, Grand-Duché de Luxembourg, en l'étude du notaire soussigné, les jour, mois et an qu'en tête des présentes.

Et après lecture faite et interprétation donnée par le notaire instrumentant, la comparante prémentionnée a signé avec Nous notaire le présent acte.

Signé: J. NICOLINO, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 5 décembre 2012. Relation: EAC/2012/16184. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2012161989/104.

(120213316) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

UT Luxembourg Holding I S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 103.593.

Le Bilan consolidé au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg. (conforme Art. 314 du loi du 10 août 1915 concernant les sociétés commerciales)

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2012.

Johanes de Zwart
Gérant A

Référence de publication: 2012165488/13.

(120218502) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Nice Trademark S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 153.054.

Lors du conseil d'administration tenu en date du 12 novembre 2012, les administrateurs ont décidé de coopter au mandat d'administrateur, avec effet immédiat, en remplacement de l'administrateur José Correia, Stéphanie Stacchini, tous deux ayant leur adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg.

Le mandat de Stéphanie Stacchini viendra à échéance lors de l'assemblée générale annuelle qui se tiendra en 2015.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 10 décembre 2012.

Référence de publication: 2012166155/13.

(120219081) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

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