MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums 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° 1944 **10 août 2013**

SOMMAIRE

Trio Capital (TC) S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 166.982.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2013082868/9.

(130101991) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Waldkirch, Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 257, route d'Esch.

R.C.S. Luxembourg B 111.474.

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Les comptes annuels au 31 janvier 2013 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: 2013082888/9.

(130102187) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Vimentum II S.A., Société Anonyme Soparfi.

Siège social: L-1330 Luxembourg, 34A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 132.868.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2013082878/9.

(130102053) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Weltbuttek Diddeleng s.à r.l., Société à responsabilité limitée.

Siège social: L-3510 Dudelange, 13, rue de la Libération.

R.C.S. Luxembourg B 59.200.

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Les comptes annuels au 31/12/2012 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.

Référence de publication: 2013082892/9.

(130101769) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Ambassadeur (Luxembourg) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 40.188.

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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.

Référence de publication: 2013083005/9.

(130103054) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Antalux S.A., Société Anonyme Soparfi.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 137.593.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083010/9.

(130102977) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Aramis Participations S.A., Société Anonyme.

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

R.C.S. Luxembourg B 79.120.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083013/9.

(130102946) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

ARS Vivens S.à r.l., Société à responsabilité limitée.

Siège social: L-7249 Bereldange, 12, rue des Roses.

R.C.S. Luxembourg B 149.345.

Les comptes annuels au 31/12/12 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: 2013083017/9.

(130102483) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Deanery Participation S.à r.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 257, route d'Esch.

R.C.S. Luxembourg B 136.110.

Les comptes annuels au 30 septembre 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.

Référence de publication: 2013083127/9.

(130103132) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Dananeer - Islamic Consulting and Training, Société à responsabilité limitée.

Siège social: L-2519 Luxembourg, 3-7, rue Schiller.

R.C.S. Luxembourg B 149.184.

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.

Référence de publication: 2013083131/9.

(130102718) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

DAO, Société à responsabilité limitée.

Siège social: L-1258 Luxembourg, 4, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 171.251.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083132/9.

(130102907) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Docxus LU, Succursale d'une société de droit étranger.

Adresse de la succursale: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 136.095.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083138/9.

(130102181) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Drak S.A., Société Anonyme.

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

R.C.S. Luxembourg B 135.366.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083140/9.

(130102917) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Eastern Natural Resources S.A.- SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 46.811.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083153/9.

(130102524) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

ECA Presse S.à r.l., Société à responsabilité limitée.

Siège social: L-1660 Luxembourg, 3, place d'Armes.

R.C.S. Luxembourg B 152.569.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083155/9.

(130102873) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Elvira S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 76.548.

Les comptes annuels au 3 mars 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.

Référence de publication: 2013083165/9.

(130103164) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Elvira S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 76.548.

Les comptes annuels au 31 mars 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.

Référence de publication: 2013083166/9.

(130103167) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Elvira S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 76.548.

Les comptes annuels au 3 mars 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: 2013083167/9.

(130103171) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Controlgroup S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 18, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 143.847.

Extrait de l'assemblée générale ordinaire des actionnaires de la société Controlgroup SA qui s'est tenue à Luxembourg le 20 juin 2013

Septième résolution

Le mandat du réviseur d'entreprise arrivant à échéance, l'assemblée générale décide de le renouveler jusqu'à l'assemblée générale annuelle qui se tiendra en 2014.

Luxembourg, le 20 juin 2013.

Pour copie conforme

Pour le conseil d'administration

Marco Sterzi / Francesca Docchio

Administrateur / Administrateur

Référence de publication: 2013083108/17.

(130102532) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Comptoir Electrotechnique Luxembourgeois, Société à responsabilité limitée.

Siège social: L-1740 Luxembourg, 56-62, rue de Hollerich.

R.C.S. Luxembourg B 3.727.

Les comptes annuels au 31 décembre 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.

Luxembourg, le 24/06/2013.

Pour la société

COMPTOIR ELECTROTECHNIQUE LUXEMBOURGEOIS

56-62, rue de Hollerich

L-1740 Luxembourg

Frédéric FAVART

Chief financial Officier Partner

Référence de publication: 2013083105/16.

(130102648) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

CLdN I S.A., Société Anonyme.

Siège social: L-2519 Luxembourg, 3-7, rue Schiller.

R.C.S. Luxembourg B 68.422.

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.

Esch-sur-Alzette, le 24 juin 2013.

Référence de publication: 2013083103/10.

(130102745) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

CERE III L Co-Invest S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 161.589.

Les comptes annuels, pour la période du 16 juin 2011 (date de constitution) au 30 juin 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.

Luxembourg, le 24 juin 2013.

Référence de publication: 2013083092/11.

(130102807) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Chauffage-Ferblanterie-Sanitaire René Peckels & Fils, Société à responsabilité limitée.

Siège social: L-7557 Mersch, 8, rue Mies.

R.C.S. Luxembourg B 15.619.

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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: 2013083096/10.

(130102752) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Chauffage-Ferblanterie-Sanitaire René Peckels & Fils, Société à responsabilité limitée.

Siège social: L-7557 Mersch, 8, rue Mies.

R.C.S. Luxembourg B 15.619.

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Les comptes annuels au 31 décembre 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.

Signature.

Référence de publication: 2013083097/10.

(130102753) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Carillon S.A., Société Anonyme Soparfi.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 78.221.

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Les comptes annuels au 31 décembre 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.

Ch. FRANCOIS / J-R. BARTOLINI

Administrateur et Président du Conseil d'Administration / Administrateur

Référence de publication: 2013083083/11.

(130102757) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Elite World, Société Anonyme.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 73.844.

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Les comptes annuels consolidés au 31 décembre 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.

Pour ELITE WORLD

Intertrust (Luxembourg) S.A.

Référence de publication: 2013083162/12.

(130102493) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Dyal (Luxembourg), Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 166.142.

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Les comptes annuels au 31 décembre 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.

Pour Dyal (Luxembourg)

Intertrust (Luxembourg) S.A.

Référence de publication: 2013083130/11.

(130103193) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

CLdN Cobelfret S.A., Société Anonyme.

Siège social: L-2519 Luxembourg, 3-7, rue Schiller.

R.C.S. Luxembourg B 55.803.

Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire du 25 juin 2013

Messieurs Michel Jadot, Vivek Pathak, Alexis Vermast, Marc Bruyns, Finn Hansen, Jan Nevejans, Andries Pollie, Paul Traen et Madame Nicole Baeyens sont renommés administrateurs.

BDO Audit S.A., réviseur d'entreprises agréé, est renommée réviseur aux comptes.

Tous les mandats viendront à échéance à l'issue de l'Assemblée Générale statutaire de 2014.

Certifié conforme
Michel Jadot / Paul Traen
Administrateur / Administrateur

Référence de publication: 2013083102/15.

(130103187) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Cornépolis, Société à responsabilité limitée.

Siège social: L-6160 Bourglinster, 10, rue Neuve.

R.C.S. Luxembourg B 62.865.

Il est fait mention que l'associé unique Monsieur CORNELIS Jean-Pierre, décédé, ne détient plus de parts sociales.

Les parts sociales sont réparties de la façon suivante:

- Monsieur Lionel CORNELIS, né le 26 mai 1982
à Sint-Agatha-Berchem (B), demeurant à
B-1750 Lennik, Poelstraat, 16: . . . . 1.000 parts sociales
- Madame Vanessa CORNELIS, née le 2 décembre 1978
à Sint-Agatha-Berchem (B), demeurant à
B-1700 Dilbeek, Kaudenaardestraat, 37 . . . . 1.000 parts sociales

Les associés nomment gérants Monsieur Lionel CORNELIS et Madame Vanessa CORNELIS pour une durée illimitée en remplacement de Monsieur Jean-Pierre CORNELIS, décédé.

La société est engagée par la co-signature des deux gérants.

Bourglinster, le 24 juin 2013.

Référence de publication: 2013083109/19.

(130102601) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Finnigan Sàrl, Société à responsabilité limitée unipersonnelle.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 134.127.

Les comptes annuels au 31 décembre 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.

Signature.

Référence de publication: 2013083198/10.

(130102986) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

First Innovation Holding S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 155.631.

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.

Signature.

Référence de publication: 2013083200/10.

(130103137) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Culinaris Dussmann Service Sàrl & Co Kg, Société à responsabilité limitée.

Siège social: L-6947 Niederanven, 1A, Zone Industrielle Bombicht.

R.C.S. Luxembourg B 44.475.

Le bilan et les comptes des pertes et profits au 31 décembre 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.

Luxembourg, le 17 mai 2013.

Pour le gérant-commandité

Par mandat

Me Nicolas SCHAEFFER

Référence de publication: 2013083118/14.

(130102781) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

First Innovation Technology Management S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 155.662.

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.

Signature.

Référence de publication: 2013083201/10.

(130103174) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Franchise International (Luxembourg), Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 154.666.

Il est porté à la connaissance de tous que les comptes annuels arrêtés au 31 décembre 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.

Le 24 juin 2013.

Pour la société

Référence de publication: 2013083206/12.

(130102555) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

HTI, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 129.654.

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.

Référence de publication: 2013083270/9.

(130102413) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Hoche Immo 4 H S.A., Société Anonyme.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 129.957.

Les comptes annuels au 31 décembre 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.

Référence de publication: 2013083264/9.

(130103024) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Facebook Lux, Société à responsabilité limitée.

Capital social: USD 282.700,00.

Siège social: L-1835 Luxembourg, 17, rue des Jardiniers.

R.C.S. Luxembourg B 149.776.

Les comptes annuels arrêtés au 31 décembre 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.

Luxembourg, le 24 juin 2013.

Signature

Le mandataire

Référence de publication: 2013083208/13.

(130102534) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Fung Properties Sàrl, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 159.481.

Les comptes annuels, pour la période du 25 février 2011 (date de constitution) 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 24 juin 2013.

Référence de publication: 2013083207/11.

(130102902) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Forza-One S.A.-SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 38.214.

Le bilan et l'annexe au 31 décembre 2012, ainsi que les autres documents et informations qui s'y rapportent, 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 FORZA-ONE S.A.-SPF

Société anonyme de gestion de patrimoine familial

Signatures

Administrateur / Administrateur

Référence de publication: 2013083225/14.

(130102677) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Lupercus Partners S.A., Société Anonyme.

Siège social: L-1736 Senningerberg, 1B, Heienhaff.

R.C.S. Luxembourg B 161.803.

Le bilan et l'annexe au 31 décembre 2012 de la Société, ainsi que les autres documents et informations qui s'y rapportent, 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.

Senningerberg, le 19 juin 2013..

ATOZ SA

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Sennigerberg

Signature

Référence de publication: 2013083361/16.

(130102826) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

SW III Limited, Société à responsabilité limitée.

Capital social: EUR 50.000,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 121.718.

EXTRAIT

En date du 31 mai 2013, les associés de la Société ont approuvé les résolutions suivantes:

- La démission d'Ivo Hemelraad, en tant que gérant, est acceptée avec effet immédiat.

- Wim Rits, avec adresse professionnelle au 15 rue Edward Steichen, L-2540 Luxembourg, est élu nouveau gérant de la société avec effet immédiat et pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 7 juin 2013.

Référence de publication: 2013082831/15.

(130102161) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Taggia IX S.à r.l., Société à responsabilité limitée.

Capital social: EUR 20.000,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 166.738.

EXTRAIT

Il résulte des résolutions de l'associé unique prises en date du 20 juin 2013:

1. que la démission de Marta VENTURA en tant que gérant est acceptée avec effet immédiat;

2. que M. Mario Cohn, avec adresse professionnelle au 15 rue Edward Steichen, L-2540 Luxembourg, est nommé nouveau gérant avec effet immédiat et ce pour une période indéterminée.

Pour extrait conforme.

Luxembourg, le 24 juin 2013.

Référence de publication: 2013082833/15.

(130102234) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Teddy SA, Société Anonyme.

Siège social: L-3265 Bettembourg, 21, Op Fankenacker.

R.C.S. Luxembourg B 153.097.

Les statuts coordonnés au 18/06/2013 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 21/06/2013.

Me Cosita Delvaux

Notaire

Référence de publication: 2013082836/12.

(130101673) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Teksid Aluminum Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 237.400,00.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.

R.C.S. Luxembourg B 93.266.

Le bilan de la société au 31/12/2012 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.

Pour la société

Un mandataire

Référence de publication: 2013082837/12.

(130101854) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

OCM Luxembourg Bond Holdings S.à r.l., Société à responsabilité limitée,
(anc. River DebtCo S.à r.l.).

Siège social: L-2449 Luxembourg, 26A, boulevard Royal.

R.C.S. Luxembourg B 176.551.

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.

Junglinster, le 20 juin 2013.

Pour copie conforme

Référence de publication: 2013082126/12.

(130100681) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2013.

Vesalius Biocapital II Partners S.à r.l., Société à responsabilité limitée.

Siège social: L-1445 Strassen, 1B, rue Thomas Edison.

R.C.S. Luxembourg B 158.498.

Les comptes annuels au 31 décembre 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.

MAZARS ATO

Référence de publication: 2013082875/10.

(130101765) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Vauban Participations S.A., Société Anonyme.

Siège social: L-1468 Luxembourg, 14, rue Erasme.

R.C.S. Luxembourg B 120.683.

La Société a été constituée suivant acte reçu par Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette (Grand-Duché de Luxembourg), en date du 28 septembre 2006, publié au Mémorial C, Recueil des Sociétés et Associations n° 2229 du 29 novembre 2006.

Les comptes annuels au 31 décembre 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.

Vauban Participations S.A.
Signature

Référence de publication: 2013082874/14.

(130101987) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

Trust Real Estate (France), Société Anonyme.

Siège social: L-7622 Larochette, 14, rue Osterbour.

R.C.S. Luxembourg B 156.691.

Il résulte du procès verbal de l'assemblée générale extraordinaire, tenue à la date du 26 février 2013 à 10.00 heures, que les actionnaires ont:

- révoqué Monsieur Ruslan Umshvaif, né le 04 avril 1976 à Almaty, Kazakhstan, demeurant professionnellement à L-7626 Larochette, 55, chemin J-A Zinnen, de ses fonctions d'administrateur unique et ceci avec effet immédiat.

- nommé Monsieur Farid Sabirov, né le 15 décembre 1985 à Kazakhstan, demeurant à Maulenova 129, N° 9, 050022 Almaty, Kazakhstan, comme nouvel administrateur unique et ceci jusqu'à l'assemblée générale annuelle qui se tiendra en 2018.

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

Luxembourg, le 26.02.2013.

Pour extrait conforme
L'administrateur unique

Référence de publication: 2013082869/18.

(130101505) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2013.

ECommerce Holding I S.à r.l., Société à responsabilité limitée.

Siège social: L-2324 Luxembourg, 7, avenue Pescatore.

R.C.S. Luxembourg B 177.434.

In the year two thousand and thirteen, on the twenty-sixth day of July.

before us, Maître Paul Bettingen notary, residing in Niederanven, Grand Duchy of Luxembourg,

THERE APPEARED:

1. Rocket Internet GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung) existing under the laws of Germany, registered with the commercial register at the local court of Charlottenburg, Germany, under no. HRB 109262 B, having its registered address at Johannisstraße 20, 10117 Berlin, Germany (hereinafter "Rocket Internet"),

here represented by Ms Alix van der Wielen, maître en droit, professionally residing in Luxembourg, by virtue of a proxy, given in Berlin on 24 July 2013 and

2. Bambino 53. V V UG (haftungbeschränkt), a limited liability company (Unternehmensgesellschaft (haftungbeschränkt)) existing under the laws of Germany registered with the commercial register at the local court of Charlottenburg, Germany, under no. HRB 126893 B, having its registered address at Johannisstraße 20, 10117 Berlin, Germany (hereinafter "Bambino 53. V V"),

here represented by Ms Alix van der Wielen, maître en droit, professionally residing in Luxembourg, by virtue of a proxy, given in Berlin on 24 July 2013 and

3. HV Holtzbrinck Ventures Fund V GmbH & Co. KG, a limited partnership under the laws of Germany with its statutory seat in Munich, Germany, registered with the commercial register at the local court of Munich, Germany, under no. HRA 98863, having its business address at Kaiserstraße 14b, 80801 Munich, Germany (hereinafter "New Investor"), participating and voting only for purposes of Agenda point 4 et seqq.,

here represented by Ms Alix van der Wielen, maître en droit, professionally residing in Luxembourg, by virtue of a proxy, given in Munich on 23 July 2013.

The said proxies, initialled ne varietur by the proxyholder of the appearing parties and the notary will remain annexed to the present deed to be filed at the same time with the registration authorities.

The parties 1. and 2. (the "Existing Shareholders") are all the shareholders of ECommerce Holding I S.à r.l. (the "Company"), a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 7, avenue Pescatore, L-2324 Luxembourg, registered with the Luxembourg Trade and Companies' Register (Registre de Commerce et des Sociétés) under number B 177434 and incorporated pursuant to a deed of the notary Henri Hellinckx residing in Luxembourg on 7 May 2013, published in the Mémorial C, Recueil des Sociétés et Associations number 1651 dated 10 July 2013.

The Existing Shareholders representing the whole corporate capital and having waived any notice requirement, the general meeting of shareholders is regularly constituted and may validly deliberate on the following agenda whereby the New Investor participates and votes for purpose of Agenda point 4 et seqq. only:

Agenda

1. Decision to create two (2) classes of shares, divided into common shares (hereinafter "Common Shares") and series A shares (hereinafter "Series A Shares") and to convert the existing twelve thousand five hundred (12,500) shares, with a nominal value of one euro (EUR 1.00) each, into twelve thousand five hundred (12,500) Common Shares, with a nominal value of one euro (EUR 1.00) each, without cancellation of shares.

2. Acceptance of HV Holtzbrinck Ventures Fund V GmbH & Co. KG, a limited partnership under the laws of Germany with its statutory seat in Munich, Germany, registered with the commercial register at the local court of Munich, Germany, under no. HRA 98863, having its business address at KaiserstraBe 14b, 80801 Munich, Germany (hereinafter the "New Investor") as new shareholder of the Company.

3. Increase of the Company's share capital by an amount of one thousand two hundred fifty euro (EUR 1,250) so as to raise it from its current amount of twelve thousand five hundred euro (EUR 12,500) up to thirteen thousand seven hundred fifty euro (EUR 13,750) by issuing one thousand two hundred fifty (1,250) Series A Shares with a nominal value of one euro (EUR 1.00) each.

4. Subsequent amendment of article five (5) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 5. Share Capital.**

5.1 The Company's share capital is set at thirteen thousand seven hundred fifty euro (EUR 13,750), represented by (i) twelve thousand five hundred (12,500) common shares (hereinafter "Common Shares") and (ii) one thousand two hundred fifty (1,250) series A shares (hereinafter "Series A Shares"), with a nominal value of one euro (EUR 1.00) each.

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these articles of association or by the Law.

5.2 The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association."

5. Subsequent addition of article six point five (6.5) to the articles of association of the Company which shall read as follows:

" **6.5.** The Company may accept contributions without issuing shares or other securities in consideration and may allocate such contributions to one or more distributable reserves. Decisions as to the use of any such distributable reserves are to be taken by the shareholder(s) or the manager(s) as the case may be, subject to the Law and these articles of association."

6. Subsequent amendment of article seven (7) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 7 Register of Shares - Transfer of Shares.**

7.1 A register of shares shall be kept at the registered office of the Company, where it shall be available for inspection by any shareholder. This register shall contain all the information required by the Law. Certificates of such registration may be issued upon request and at the expense of the relevant shareholder.

7.2 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share until such representative has been appointed.

7.3 The shares are freely transferable among shareholders.

7.4 Inter vivos, the shares may only be transferred to new shareholders subject to the approval of such transfer given by shareholders holding at least three-fourths of the share capital and subject to the provisions of any shareholders agreement between the shareholders if any, in particular, any rights of first refusal, rights of pre-emption or tag-along rights contained in any shareholders agreement between shareholders. To the extent that such approval has been granted, any sale, transfer, assignment or any other disposal or charge, in particular the disposal or pledging of shares or parts thereof in the Company shall be invalid without the approval by Rocket Internet GmbH and HV Holtzbrinck Ventures Fund V GmbH & Co. KG (the "Investors"; each individually an "Investor"). An approval by the Investors to the transfer of shares within the meaning of the foregoing sentence is not required:

a) in any case of a sale, transfer, assignment or any other disposal of an Investor to a company affiliated to the respective Investor within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG);

b) in case of the transfer of shares of one Investor to a company

- which is directly or indirectly Controlling, Controlled by or under common Control with (i) this Investor or (ii) by one or more direct or indirect shareholders of the respective Investor (each an "Affiliate", whereas "Control" or "Controlled" or "Controlling" shall mean the direct or indirect domination of the company by way of (a) managing the company as managing shareholder, (b) holding the majority of shares or (c) holding the majority of voting rights by means of a contractual voting pool, or

- in which the respective Investor or one or more shareholders of such Investor has a direct or indirect majority shareholding;

c) in case of a share transfer to a third party acquiring shares under the simplified employee participation or by a shareholder to the Company and/or any of the Investors pursuant to a call-option under a vesting scheme; and

d) in case of a transfer of Shares from HV Holtzbrinck Ventures Fund V GmbH & Co. KG to a company which business is conducted by HV Holtzbrinck Ventures Adviser GmbH. Business conduction within the meaning of sentence 1 of this paragraph comprises any form of administration of business, including any direct or indirect manner of business conduction and/or consulting, based on the position as shareholder, organ or arising from contractual relationships related thereto.

7.5 To the extent a transfer of shares requires no approval of the Investors pursuant to article 7.4 above, no duties to offer for sale apply, nor do any rights of first refusal, rights of pre-emption or tag-along rights or drag-along rights in favour of other shareholders apply.

7.6 Any transfer of shares shall become effective towards the Company and third parties through the notification of the transfer to, or upon the acceptance of the transfer by the Company in accordance with article 1690 of the Civil Code.

7.7 In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the surviving shareholders at a majority of three quarters of the share capital. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse or any other legal heir of the deceased shareholder."

7. Subsequent amendment of article eight (8) of the articles of association of the Company so that it shall henceforth read as follows:

" **Art. 8 Redemption of Shares.**

8.1 The Company may redeem its own shares.

8.2 Shares of a shareholder may be redeemed without such shareholder's consent, if:

a) insolvency proceedings are opened over the assets of the shareholder or the opening of insolvency proceedings is rejected for lack of assets;

b) the share of a shareholder is seized or enforcement proceedings are otherwise initiated against such share and such enforcement proceedings are not finally closed within two (2) months.

8.3 If the share is held by several persons, it is sufficient that the ground for redemption exists with respect to one person.

8.4 The board of managers may declare a redemption. The redemption declaration takes effect upon receipt of the declaration by the shareholder concerned and if a respective shareholders' resolution is adopted (except in case of article 8.2 of these articles of association, in which no declaration by the shareholder concerned and no respective shareholders' resolution is required)."

8. Subsequent amendment of article nine (9) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 9. Compensation for Redemption.**

9.1 Redemption is made against compensation.

9.2 The compensation consists of a total amount equal to the market value of the redeemed shares. The effective date is the date before the redemption resolution.

9.3 The compensation for redemption shall be due and payable immediately upon redemption of the shares.

9.4 The withdrawing shareholder shall not be entitled to request the Company to provide security for outstanding amounts including interest.

9.5 In the event of dispute regarding the amount of the payable redemption compensation this is to determine by an auditor as expert arbitrator who shall jointly be appointed by the shareholders. If no agreement is reached the expert arbitrator shall be selected by the President of the Tribunal d'Arrondissement upon request of a shareholder or of the Company. The decision of the expert arbitrator shall be binding. The costs of the expert opinion shall be borne by the Company and the shareholder concerned in equal parts."

9. Subsequent amendment of article ten (10) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 10. Request of Assignment in Lieu of Redemption.**

10.1 The Company may decide that, in lieu of redemption, the shareholder concerned shall transfer the shares to a person named by the Company (including another shareholder of the Company), including also partial redemption or partial assignment of the share to the Company or to a person named by the Company.

10.2 This article 10 applies with the proviso that the compensation, as provided for in article 9 of these articles of association, for the shares to be assigned is owed by the person acquiring the shares and that the Company shall be liable like a guarantor."

10. Subsequent amendment of article eleven (11) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 11. Collective decisions of the shareholders.**

11.1 The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association.

11.2 Each shareholder may participate in collective decisions irrespective of the number of shares which he owns.

11.3 In case and as long as the Company has not more than twenty-five (25) shareholders, collective decisions otherwise conferred on the general meeting of shareholders may be validly taken by means of written resolutions. In such case, each shareholder shall receive the text of the resolutions or decisions to be taken expressly worded and shall cast his vote in writing.

11.4 The shareholders' resolutions are passed in meetings. Unless mandatory law prescribes another form, they can also be passed outside meetings in writing (including email or fax) or telephone voting if such procedure is requested by a shareholder and no other shareholder declares its dissent with the procedure within two (2) weeks towards the board of managers of the Company in written form. If no dissent is declared within the two (2) weeks pursuant to the foregoing sentence the votes of the shareholders which are not participating in the voting shall be deemed to be abstention from voting. Written resolutions must be signed by each shareholder and the written record must be sent to each shareholder without undue delay. Resolutions not passed in writing must be confirmed in writing. Such confirmation only has declaratory significance.

11.5 Unless a notarial record is made of shareholders' resolutions, a written record must be made of every resolution passed at shareholders' meetings (for purposes of proof, not as a precondition of validity) without undue delay, which must state the date and form of the resolution passed, the content of the resolution and the votes cast. The written record must be sent to each shareholder in writing without undue delay.

11.6 In the case of a sole shareholder, such shareholder shall exercise the powers granted to the general meeting of shareholders under the provisions of section XII of the Law and by these articles of association. In such case, any reference made herein to the "general meeting of shareholders" shall be construed as a reference to the sole shareholder, depending on the context and as applicable, and powers conferred upon the general meeting of shareholders shall be exercised by the sole shareholder."

11. Subsequent amendment of article twelve (12) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 12. General meetings of shareholders.**

12.1 Meetings of shareholders may be held at the registered office of the Company or at such place and time as may be specified in the respective convening notices of meeting.

12.2 The shareholders' meeting is called by registered letter (registered personal delivery, registered delivery or registered letter with confirmation of receipt) to each shareholder, stating the place, date, time and agenda, with a period of notice of at least four (4) weeks for ordinary shareholders' meetings and at least two (2) weeks for extraordinary shareholders' meetings. The period of notice begins to run on the day following postage. The day of the shareholders' meeting is not counted in the calculation of the period of notice.

12.3 If all shareholders are present or represented at a general meeting of shareholders and have waived convening requirements, the meeting may be held without prior notice.

12.4 Each shareholder is entitled to be accompanied or represented at the shareholders' meeting by another shareholder authorised by a written power of attorney or by a lawyer, tax advisor or auditor under a professional duty of confidentiality.

12.5 Unless a notarial record is made of the negotiations of the shareholders' meeting, a written record must be made concerning the course of the meeting (for purposes of proof, not as a precondition of validity), which must state the place and date of the meeting, the participants, the items on the agenda, the main content of the negotiations and the shareholders' resolutions. The written record must be signed by all shareholders present or represented in the shareholders' meeting (for purposes of proof, not as a precondition of validity). Each shareholder must be sent a copy of the written record."

12. Subsequent amendment of article thirteen (13) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 13. Quorum and Vote.**

13.1 Each shareholder is entitled to as many votes as it holds shares.

13.2 A shareholders' meeting only constitutes a quorum if at least 50% of the share capital is represented. Save for a higher majority provided in these articles of association or by Law, collective decisions of the Company's shareholders are only validly taken in so far as they are adopted by shareholders holding more than half of the share capital. If there is no quorum, a new shareholders' meeting with the same agenda must be called without undue delay in compliance with article 12.2. This shareholders' meeting then shall constitute a quorum regardless of the share capital represented, if this was pointed out in the notice calling the meeting and the decisions shall be taken at the majority of the votes cast."

13. Subsequent amendment of article fourteen (14) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 14. Change of nationality.** The shareholders may change the nationality of the Company only by unanimous consent."

14. Subsequent amendment of article fifteen (15) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 15. Amendments of the articles of association.** Any amendment of the articles of association requires the approval of (i) a majority of shareholders (ii) representing three quarters of the share capital at least."

15. Subsequent amendment of article sixteen (16) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 16. Decisions requiring specific majority.**

16.1 Resolutions regarding the following subjects must be taken by a majority representing three quarters of the share capital at least:

a) disposition of all Company's assets or of a significant part of the Company's assets or all or significant part of assets of any direct or indirect subsidiary of the Company including the resolution with respect to the liquidation of the Company;

b) resolutions with respect to the merger, separation and transformation of the Company;

c) appropriation of the annual results; payments of profits to capital reserves or the carrying forward of such profits to new accounts; increase or reduction of reserves as well as capital increase from company funds;

d) conclusion of silent partnerships;

e) approval of the annual plan, in particular the budget plan for each following year and the annual accounts.

16.2 Resolutions regarding the following subjects must be taken by a majority representing three quarters of the share capital at least and also require the prior consent of all of the Investors:

a) exclusion of subscription rights in case of capital increases

b) acquisition of the Company's own shares, with the exception of acquisitions in accordance with article 8.2 and transfers in accordance with article 10.1 of these articles of association."

16. Subsequent amendment of article seventeen (17) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 17. Powers of the sole manager - Composition and Powers of the board of managers.**

17.1 The Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.

17.2 If the Company is managed by one manager, to the extent applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association is to be construed as a reference to the "sole manager".

17.3 The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law or by these articles of association to the general meeting of shareholders."

17. Subsequent amendment of article eighteen (18) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 18. Appointment, Removal and Term of office of managers.**

18.1 The manager(s) shall be appointed by the general meeting of shareholders which shall determine their remuneration and term of office.

18.2 The managers shall be appointed and may be removed from office at any time, with or without cause, by a decision of the shareholders representing more than half of the Company's share capital.

18.3 The general meeting of shareholders may decide to appoint managers of two (2) different classes, being class A managers and class B managers. Any such classification of managers shall be duly recorded in the minutes of the relevant shareholders resolutions and the managers be identified with respect to the class they belong."

18. Subsequent amendment of article nineteen (19) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 19. Vacancy in the office of a manager.**

19.1 In the event of a vacancy in the office of a manager because of death, legal incapacity, bankruptcy, resignation or otherwise, this vacancy may be filled on a temporary basis and for a period of time not exceeding the initial mandate of the replaced manager by the remaining managers until the next meeting of shareholders which shall resolve on the permanent appointment, in compliance with the applicable legal provisions.

19.2 In case the vacancy occurs in the office of the Company's sole manager, such vacancy must be filled without undue delay by the general meeting of shareholders."

19. Subsequent amendment of article twenty (20) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 20. Convening meetings of the board of managers.**

20.1 The board of managers shall meet upon call by any manager. The meetings of the board of managers shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

20.2 Written notice of any meeting of the board of managers must be given to managers twenty-four (24) hours at least in advance of the time scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. Such notice may be omitted in case of assent of each manager in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers which has been communicated to all managers.

20.3 No prior notice shall be required in case all managers are present or represented at a board meeting and waive any convening requirement or in the case of resolutions in writing approved and signed by all members of the board of managers."

20. Subsequent amendment of article twenty-one (21) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 21. Management.**

21.1 The board of managers may elect among its members a chairman. It may also choose a secretary, who does not need to be a manager and who shall be responsible for keeping the minutes of the meetings of the board of managers.

21.2 The chairman, if any, shall chair all meetings of the board of managers. In his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority of managers present or represented at any such meeting.

21.3 Any manager may act at any meeting of the board of managers by appointing another manager as his proxy either in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A manager may represent one or more but not all of the other managers.

21.4 Meetings of the board of managers may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

21.5 The board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers.

21.6 Decisions shall be taken by a majority vote of the managers present or represented at such meeting. The chairman, if any, shall not have a casting vote. In the event where the general meeting of shareholders has appointed different classes of managers (namely class A managers and class B managers) any resolutions of the board of managers may only be validly taken if approved by the majority of managers including at least one class A and one class B manager (which may be represented).

21.7. The board of managers may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

21.8 The managers shall require the prior consent of shareholders holding more than half of the share capital of the Company for the legal transactions and measures of the Company which are beyond the ordinary course of business of the Company, and - in any case - for the legal transactions and measures of the Company specified below. No consent is required if such legal transactions and measures have been precisely defined and have in advance been approved by an adopted budget with the consent of the shareholders' meeting:

a) incorporation, acquisition or disposal of enterprises or partial-businesses;

b) acquisition, sale and encumbrance of real estate and similar rights or rights in real estate;

c) establishment, relocation and closure of branch establishments;

d) material change to the nature of the business of the Company and the termination of any material business operation;

e) assumption of sureties, guarantees or similar liabilities in excess of an amount of two hundred thousand euro (EUR 200,000) in aggregate;

f) granting of loans in excess of two hundred thousand euro (EUR 200,000) in aggregate, excluding, however, such loans between the Company and direct and indirect subsidiaries of the Company;

g) entering into liabilities in excess of five hundred thousand euro (EUR 500,000) in the individual case or in excess of one million euro (EUR 1,000,000) in aggregate;

h) conclusion and termination of credit and loan agreements and other financial agreements in excess of two hundred thousand euro (EUR 200,000) in aggregate and amendments to the credit framework, excluding, however, such agreements between the Company and direct and indirect subsidiaries of the Company;

i) futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments, except hedging transactions to limit risks arising in the ordinary course of business;

j) granting, introduction and amendment of pension commitments of any kind;

k) conclusion, amendment and dissolution of employment contracts providing for a remuneration in excess of three hundred thousand euro (EUR 300,000) per year;

l) conclusion amendment or termination of company collective agreements, works agreements (of substantial importance) and of general guidelines regarding the company pension scheme;

m) institution and termination of legal disputes, in particular, arbitration proceedings involving a judicial amount in controversy of more than five hundred thousand euro (EUR 500,000) in the individual case;

n) business dealings of the Company and its investment companies with affiliated legal entities and individuals. As such shall be deemed to be shareholders, affiliated companies, as well as relatives of direct or indirect shareholders as far as the latter - individually or jointly -hold, directly or indirectly, a majority interest. The consent requirement pursuant to this lit. (n) does not apply if the business dealing belongs to the ordinary course of business of the Company and is at arm's length;

o) amendment and termination of intra-group agreements (Unternehmensverträge within the meaning of articles 291 et seqq. of the German Stock Corporation Act (AktG)); and

p) exercise of voting rights and other rights in a company in which the Company is a shareholder to the extent that this exercise would require the consent of the shareholders' meeting under these articles of association if the Company was concerned, i.e. according to this article 21.8 lit. a) to o), article 16.1 or 16.2.

The preceding consent requirements do not apply if the management decides freely after a due assessment of the circumstances that a transaction and/or measure is required to avoid imminent substantial damage to the Company. The transactions and/or measures performed by the management may not exceed what is required to avoid such danger to the Company. The shareholders of the Company must be notified of the nature and scope of such measure and the reasons for it in writing without undue delay.

21.9 If the consent is required as aforesaid for the acquisition, sale or encumbrance of objects, the consent is also required for the contractual obligation relating thereto. The shareholders' meeting may by resolution determine further transactions and measures requiring the consent of the shareholders' meeting. The shareholders' meeting may give its consent also in advance for certain groups and kinds of transactions and measures.

21.10 The shareholders' meeting by way of a shareholders' resolution may adopt rules of procedure for the managers to be implemented by way of a board resolution.

21.11 The management shall ensure that, as far as legally possible, the regulations in this article apply in the same manner to all related companies in which the Company holds a majority interest, directly or indirectly, at present or in the future."

21. Subsequent amendment of article twenty-two (22) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 22. Minutes of the meeting of the board of managers; Minutes of the decisions of the sole manager.**

22.1 The minutes of any meeting of the board of managers shall be signed by the chairman, if any or in his absence by the chairman pro tempore, and the secretary (if any), or by any two (2) managers. In the event the general meeting of shareholders has appointed different classes of managers (namely class A managers and class B managers) under the joint signature of one (1) class A manager and one (1) class B manager (including by way of representation). Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by any two (2) managers. In the event the general meeting of shareholders has appointed different classes of managers (namely class A manager and class B manager) under the joint signatures of one (1) class A manager and one (1) class B manager (including by way of representation).

22.2 Decisions of the sole manager shall be recorded in minutes which shall be signed by the sole manager. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the sole manager."

22. Subsequent amendment of article twenty-three (23) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 23. Dealing with third parties.** The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or, if the Company has several managers, by the joint signature of any two (2) managers; in the event the general meeting of shareholders has appointed different classes of managers (namely class A manager and class B manager), the Company will only be validly bound by the joint signatures of at least one (1) class A manager and one (1) class B manager (including by way of representation) or (ii) by the joint signatures or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of managers within the limits of such delegation."

23. Subsequent amendment of article twenty-four (24) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 24. Advisory board.**

24.1 The Company shall have an advisory board (the "Advisory Board"). It shall consist of three (3) voting members. The shareholders' meeting may by way of a unanimous shareholders' resolution increase or decrease the number of members of the Advisory Board. Each of the shareholders may nominate a non-voting member of the Advisory Board.

24.2 The shareholders' meeting shall only adopt or amend the rules of procedure for the Advisory Board by way of a unanimous shareholders' resolution.

24.3 The voting members of the Advisory Board shall be nominated by the shareholders by written notification towards the Company as follows:

a) two (2) voting members of the Advisory Board shall be nominated by the shareholder Rocket Internet GmbH in its sole discretion (such members the "Rocket-Members"); and

b) one (1) voting member of the Advisory Board shall be nominated by the shareholder HV Holtzbrinck Ventures Fund V GmbH & Co. KG in its sole discretion.

24.4 The Advisory Board shall have a chairman and a deputy chairman. One of the Rocket-Members shall be the chairman of the Advisory Board. The rules of procedure of the Advisory Board shall provide for further provisions in particular on the self-organisation of the Advisory Board.

24.5 The Advisory Board only has a consultative function with regard to measures and transactions of the Company and will not interfere in the management of the Company.

24.6 The remuneration of the members of the Advisory Board, if any, shall be determined by shareholders of the Company by way of a unanimous shareholders' resolution."

24. Subsequent amendment of article twenty-five (25) of the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 25. Auditor(s).**

25.1 In case and as long as the Company has more than twenty-five (25) shareholders, the operations of the Company shall be supervised by one or several internal auditors (commissaire(s)). The general meeting of shareholders shall appoint the internal auditor(s) and shall determine their term of office.

25.2 An internal auditor may be removed at any time, without notice and with or without cause by the general meeting of shareholders.

25.3 The internal auditor has an unlimited right of permanent supervision and control of all operations of the Company.

25.4 If the shareholders of the Company appoint one or more independent auditors (réviseur(s) d'entreprises agréé (s)) in accordance with article 69 of the law of 19 December 2002 regarding the trade and companies' register and the accounting and annual accounts of undertakings, as amended, the institution of internal auditor(s) is suppressed.

25.5. An independent auditor may only be removed by the general meeting of shareholders with cause or with its approval."

25. Subsequent addition of article twenty-six (26) to the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 26. Financial year.** The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year."

26. Subsequent addition of article twenty-seven (27) to the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 27. Annual accounts and Allocation of profits.**

27.1 At the end of each financial year, the accounts are closed and the board of managers draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

27.2. From the annual net profits of the Company, five per cent (5%) at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of such reserve amounts to ten per cent (10%) of the share capital of the Company.

27.3 Sums contributed to a reserve of the Company by a shareholder may also be allocated to the legal reserve if the contributing shareholder agrees with such allocation.

27.4 In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.

27.5 Upon recommendation of the board of managers, the general meeting of shareholders shall determine how the remainder of the Company's profits shall be used in accordance with the Law and these articles of association.

27.6 Distributions shall be made to the shareholders in proportion to the number of shares they hold in the Company."

27. Subsequent addition of article twenty-eight (28) to the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 28. Interim dividends - Share premium and Assimilated premiums.**

28.1 The board of managers may decide to pay interim dividends on the basis of interim financial statements prepared by the board of managers showing that sufficient funds are available for distribution. The amount to be distributed shall be allocated where applicable and may not exceed realized profits since the end of the last financial year, increased by profits carried forward and distributable reserves, but decreased by losses carried forward and sums to be allocated to a reserve which the Law or these articles of association do not allow to be distributed.

28.2 Any share premium, assimilated premium or other distributable reserve may be freely distributed to the shareholders subject to the provisions of the Law and these articles of association."

28. Subsequent addition of article twenty-nine (29) to the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 29. Liquidation.**

29.1 In the event of dissolution of the Company in accordance with article 3.2 of these articles of association, the liquidation shall be carried out by one or several liquidators who are appointed by the general meeting of shareholders deciding such dissolution and which shall determine their powers and their compensation. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

29.2 The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the number of shares of the Company held by them."

29. Subsequent addition of article thirty (30) to the articles of association of the Company so that it shall henceforth read as follows:

« **Art. 30. Governing law.** All matters not governed by these articles of association shall be determined in accordance with the Law and any shareholders' agreement which may be entered into from time to time between the shareholders and the Company, and which may supplement certain provisions of these articles. Where any matter contained in these articles conflicts with the provisions of any shareholders' agreement, such shareholders' agreement shall prevail inter partes and to the extent permitted by Luxembourg law."

30. Decision to amend and fully restate the articles of association of the Company.

31. Miscellaneous.

Having duly considered each item on the agenda, the general meeting unanimously takes, and requires the undersigned notary to enact, the following resolutions:

First resolution

The general meeting of shareholders decides to create two (2) classes of shares, divided into common shares (hereinafter "Common Shares") and series A shares (hereinafter "Series A Shares") and to convert the existing twelve thousand five hundred (12,500) shares, with a nominal value of one euro (EUR 1.00) each, into twelve thousand five hundred (12,500) Common Shares, with a nominal value of one euro (EUR 1.00) each, without cancellation of shares.

Second resolution

The general meeting of shareholders accepts HV Holtzbrinck Ventures Fund V GmbH & Co. KG, a limited partnership under the laws of Germany with its statutory seat in Munich, Germany, registered with the commercial register at the local court of Munich, Germany, under no. HRA 98863, having its business address at KaiserstraBe 14b, 80801 Munich, Germany (hereinafter "New Investor") as new shareholder of the Company.

Third resolution

The general meeting of shareholders resolves to increase the share capital of the Company by an amount of one thousand two hundred fifty euro (EUR 1,250) so as to raise it from its current amount of twelve thousand five hundred euro (EUR 12,500) up to thirteen thousand seven hundred fifty euro (EUR 13,750) by issuing one thousand two hundred fifty (1,250) Series A Shares with a nominal value of one euro (EUR 1.00) each.

Subscription

One thousand two hundred fifty (1,250) Series A Shares have been duly subscribed by HV Holtzbrinck Ventures Fund V GmbH & Co. KG, aforementioned, for the price of one thousand two hundred fifty euro (EUR 1,250).

Payment

The one thousand two hundred fifty (1,250) Series A Shares subscribed by the New Investor, aforementioned, have been entirely paid up through a contribution in cash in an amount of one thousand two hundred fifty euro (EUR 1,250).

The proof of the existence and of the value of the above contribution has been produced to the undersigned notary.

The contribution in the amount of one thousand two hundred fifty euro (EUR 1,250) is entirely allocated to the share capital.

Fourth resolution

The general meeting of shareholders acknowledges that HV Holtzbrinck Ventures Fund V GmbH & Co. KG has now become holder of the issued one thousand two hundred fifty (1,250) Series A Shares.

As a consequence HV Holtzbrinck Ventures Fund V GmbH & Co. KG, entitled to vote and here represented by Ms Alix van der Wielen, maître en droit, professionally residing in Luxembourg, by virtue of a proxy, given in Munich on 23 July 2013, joins the general meeting of shareholders for purpose of the following resolutions.

The general meeting of shareholders resolves the amendment of article five (5) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 5. Share Capital.**

5.1 The Company's share capital is set at thirteen thousand seven hundred fifty euro (EUR 13,750), represented by (i) twelve thousand five hundred (12,500) common shares (hereinafter "Common Shares") and (ii) one thousand two hundred fifty (1,250) series A shares (hereinafter "Series A Shares"), with a nominal value of one euro (EUR 1.00) each.

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these articles of association or by the Law.

5.2 The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association."

Fifth Resolution

The general meeting of shareholders resolves the amendment of article six point five (6.5) of the articles of association of the Company so that it shall now henceforth read as follows:

" **6.5.** The Company may accept contributions without issuing shares or other securities in consideration and may allocate such contributions to one or more distributable reserves. Decisions as to the use of any such distributable reserves are to be taken by the shareholder(s) or the manager(s) as the case may be, subject to the Law and these articles of association."

Sixth Resolution

The general meeting of shareholders resolves the amendment of article seven (7) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 7 Register of Shares - Transfer of Shares.**

7.1 A register of shares shall be kept at the registered office of the Company, where it shall be available for inspection by any shareholder. This register shall contain all the information required by the Law. Certificates of such registration may be issued upon request and at the expense of the relevant shareholder.

7.2 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share until such representative has been appointed.

7.3 The shares are freely transferable among shareholders.

7.4 Inter vivos, the shares may only be transferred to new shareholders subject to the approval of such transfer given by shareholders holding at least three-fourths of the share capital and subject to the provisions of any shareholders agreement between the shareholders if any, in particular, any rights of first refusal, rights of pre-emption or tag-along rights contained in any shareholders agreement between shareholders. To the extent that such approval has been granted, any sale, transfer, assignment or any other disposal or charge, in particular the disposal or pledging of shares or parts thereof in the Company shall be invalid without the approval by Rocket Internet GmbH and HV Holtzbrinck Ventures Fund V GmbH & Co. KG (the "Investors"; each individually an "Investor"). An approval by the Investors to the transfer of shares within the meaning of the foregoing sentence is not required:

a) in any case of a sale, transfer, assignment or any other disposal of an Investor to a company affiliated to the respective Investor within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG);

b) in case of the transfer of shares of one Investor to a company

- which is directly or indirectly Controlling, Controlled by or under common Control with (i) this Investor or (ii) by one or more direct or indirect shareholders of the respective Investor (each an "Affiliate", whereas "Control" or "Controlled" or "Controlling" shall mean the direct or indirect domination of the company by way of (a) managing the company as managing shareholder, (b) holding the majority of shares or (c) holding the majority of voting rights by means of a contractual voting pool, or

- in which the respective Investor or one or more shareholders of such Investor has a direct or indirect majority shareholding;

c) in case of a share transfer to a third party acquiring shares under the simplified employee participation or by a shareholder to the Company and/or any of the Investors pursuant to a call-option under a vesting scheme; and

d) in case of a transfer of Shares from HV Holtzbrinck Ventures Fund V GmbH & Co. KG to a company which business is conducted by HV Holtzbrinck Ventures Adviser GmbH. Business conduction within the meaning of sentence 1 of this paragraph comprises any form of administration of business, including any direct or indirect manner of business conduction and/or consulting, based on the position as shareholder, organ or arising from contractual relationships related thereto.

7.5 To the extent a transfer of shares requires no approval of the Investors pursuant to article 7.4 above, no duties to offer for sale apply, nor do any rights of first refusal, rights of pre-emption or tag-along rights or drag-along rights in favour of other shareholders apply.

7.6 Any transfer of shares shall become effective towards the Company and third parties through the notification of the transfer to, or upon the acceptance of the transfer by the Company in accordance with article 1690 of the Civil Code.

7.7 In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the surviving shareholders at a majority of three quarters of the share capital. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse or any other legal heir of the deceased shareholder."

Seventh Resolution

The general meeting of shareholders resolves the amendment of article eight (8) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 8. Redemption of Shares.**

8.1 The Company may redeem its own shares.

8.2 Shares of a shareholder may be redeemed without such shareholder’s consent, if:

a) insolvency proceedings are opened over the assets of the shareholder or the opening of insolvency proceedings is rejected for lack of assets;

b) the share of a shareholder is seized or enforcement proceedings are otherwise initiated against such share and such enforcement proceedings are not finally closed within two (2) months.

8.3 If the share is held by several persons, it is sufficient that the ground for redemption exists with respect to one person.

8.4 The board of managers may declare a redemption. The redemption declaration takes effect upon receipt of the declaration by the shareholder concerned and if a respective shareholders' resolution is adopted (except in case of article 8.2 of these articles of association, in which no declaration by the shareholder concerned and no respective shareholders' resolution is required)."

Eighth Resolution

The general meeting of shareholders resolves the amendment of article nine (9) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 9. Compensation for Redemption.**

9.1 Redemption is made against compensation.

9.2 The compensation consists of a total amount equal to the market value of the redeemed shares. The effective date is the date before the redemption resolution.

9.3 The compensation for redemption shall be due and payable immediately upon redemption of the shares.

9.4 The withdrawing shareholder shall not be entitled to request the Company to provide security for outstanding amounts including interest.

9.5 In the event of dispute regarding the amount of the payable redemption compensation this is to determine by an auditor as expert arbitrator who shall jointly be appointed by the shareholders. If no agreement is reached the expert arbitrator shall be selected by the President of the Tribunal d'Arrondissement upon request of a shareholder or of the Company. The decision of the expert arbitrator shall be binding. The costs of the expert opinion shall be borne by the Company and the shareholder concerned in equal parts."

Ninth Resolution

The general meeting of shareholders resolves the amendment of article ten (10) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 10. Request of Assignment in Lieu of Redemption.**

10.1 The Company may decide that, in lieu of redemption, the shareholder concerned shall transfer the shares to a person named by the Company (including another shareholder of the Company), including also partial redemption or partial assignment of the share to the Company or to a person named by the Company.

10.2 This article 10 applies with the proviso that the compensation, as provided for in article 9 of these articles of association, for the shares to be assigned is owed by the person acquiring the shares and that the Company shall be liable like a guarantor."

Tenth Resolution

The general meeting of shareholders resolves the amendment of article eleven (11) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 11. Collective decisions of the shareholders.**

11.1 The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association.

11.2 Each shareholder may participate in collective decisions irrespective of the number of shares which he owns.

11.3 In case and as long as the Company has not more than twenty-five (25) shareholders, collective decisions otherwise conferred on the general meeting of shareholders may be validly taken by means of written resolutions. In such case, each shareholder shall receive the text of the resolutions or decisions to be taken expressly worded and shall cast his vote in writing.

11.4 The shareholders' resolutions are passed in meetings. Unless mandatory law prescribes another form, they can also be passed outside meetings in writing (including email or fax) or telephone voting if such procedure is requested by a shareholder and no other shareholder declares its dissent with the procedure within two (2) weeks towards the board of managers of the Company in written form. If no dissent is declared within the two (2) weeks pursuant to the foregoing sentence the votes of the shareholders which are not participating in the voting shall be deemed to be abstention from voting. Written resolutions must be signed by each shareholder and the written record must be sent to each shareholder without undue delay. Resolutions not passed in writing must be confirmed in writing. Such confirmation only has declaratory significance.

11.5 Unless a notarial record is made of shareholders' resolutions, a written record must be made of every resolution passed at shareholders' meetings (for purposes of proof, not as a precondition of validity) without undue delay, which must state the date and form of the resolution passed, the content of the resolution and the votes cast. The written record must be sent to each shareholder in writing without undue delay.

11.6 In the case of a sole shareholder, such shareholder shall exercise the powers granted to the general meeting of shareholders under the provisions of section XII of the Law and by these articles of association. In such case, any reference made herein to the "general meeting of shareholders" shall be construed as a reference to the sole shareholder, depending on the context and as applicable, and powers conferred upon the general meeting of shareholders shall be exercised by the sole shareholder."

Eleventh Resolution

The general meeting of shareholders resolves the amendment of article twelve (12) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 12. General meetings of shareholders.**

12.1 Meetings of shareholders may be held at the registered office of the Company or at such place and time as may be specified in the respective convening notices of meeting.

12.2 The shareholders' meeting is called by registered letter (registered personal delivery, registered delivery or registered letter with confirmation of receipt) to each shareholder, stating the place, date, time and agenda, with a period of notice of at least four (4) weeks for ordinary shareholders' meetings and at least two (2) weeks for extraordinary shareholders' meetings. The period of notice begins to run on the day following postage. The day of the shareholders' meeting is not counted in the calculation of the period of notice.

12.3 If all shareholders are present or represented at a general meeting of shareholders and have waived convening requirements, the meeting may be held without prior notice.

12.4 Each shareholder is entitled to be accompanied or represented at the shareholders' meeting by another shareholder authorised by a written power of attorney or by a lawyer, tax advisor or auditor under a professional duty of confidentiality.

12.5 Unless a notarial record is made of the negotiations of the shareholders' meeting, a written record must be made concerning the course of the meeting (for purposes of proof, not as a precondition of validity), which must state the place and date of the meeting, the participants, the items on the agenda, the main content of the negotiations and the shareholders' resolutions. The written record must be signed by all shareholders present or represented in the shareholders' meeting (for purposes of proof, not as a precondition of validity). Each shareholder must be sent a copy of the written record."

Twelfth Resolution

The general meeting of shareholders resolves the amendment of article thirteen (13) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 13. Quorum and Vote.**

13.1 Each shareholder is entitled to as many votes as it holds shares.

13.2 A shareholders' meeting only constitutes a quorum if at least 50% of the share capital is represented. Save for a higher majority provided in these articles of association or by Law, collective decisions of the Company's shareholders are only validly taken in so far as they are adopted by shareholders holding more than half of the share capital. If there is no quorum, a new shareholders' meeting with the same agenda must be called without undue delay in compliance with article 12.2. This shareholders' meeting then shall constitute a quorum regardless of the share capital represented, if this was pointed out in the notice calling the meeting and the decisions shall be taken at the majority of the votes cast."

Thirteenth Resolution

The general meeting of shareholders resolves the amendment of article fourteen (14) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 14. Change of nationality.** The shareholders may change the nationality of the Company only by unanimous consent."

Fourteenth Resolution

The general meeting of shareholders resolves the amendment of article fifteen (15) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 15. Amendments of the articles of association.** Any amendment of the articles of association requires the approval of (i) a majority of shareholders (ii) representing three quarters of the share capital at least."

Fifteenth Resolution

The general meeting of shareholders resolves the amendment of article sixteen (16) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 16. Decisions requiring specific majority.**

16.1 Resolutions regarding the following subjects must be taken by a majority representing three quarters of the share capital at least:

a) disposition of all Company's assets or of a significant part of the Company's assets or all or significant part of assets of any direct or indirect subsidiary of the Company including the resolution with respect to the liquidation of the Company;

b) resolutions with respect to the merger, separation and transformation of the Company;

c) appropriation of the annual results; payments of profits to capital reserves or the carrying forward of such profits to new accounts; increase or reduction of reserves as well as capital increase from company funds;

d) conclusion of silent partnerships;

e) approval of the annual plan, in particular the budget plan for each following year and the annual accounts.

16.2 Resolutions regarding the following subjects must be taken by a majority representing three quarters of the share capital at least and also require the prior consent of all of the Investors:

a) exclusion of subscription rights in case of capital increases

b) acquisition of the Company's own shares, with the exception of acquisitions in accordance with article 8.2 and transfers in accordance with article 10.1 of these articles of association."

Sixteenth Resolution

The general meeting of shareholders resolves the amendment of article seventeen (17) of the articles of association of the Company o that it shall now henceforth read as follows:

« **Art. 17. Powers of the sole manager - Composition and Powers of the board of managers.**

17.1 The Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.

17.2 If the Company is managed by one manager, to the extent applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association is to be construed as a reference to the "sole manager".

17.3 The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law or by these articles of association to the general meeting of shareholders."

Seventeenth Resolution

The general meeting of shareholders resolves the amendment of article eighteen (18) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 18. Appointment, Removal and Term of office of managers.**

18.1 The manager(s) shall be appointed by the general meeting of shareholders which shall determine their remuneration and term of office.

18.2 The managers shall be appointed and may be removed from office at any time, with or without cause, by a decision of the shareholders representing more than half of the Company's share capital.

18.3 The general meeting of shareholders may decide to appoint managers of two (2) different classes, being class A managers and class B managers. Any such classification of managers shall be duly recorded in the minutes of the relevant shareholders resolutions and the managers be identified with respect to the class they belong."

Eighteenth Resolution

The general meeting of shareholders resolves the amendment of article nineteen (19) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 19. Vacancy in the office of a manager.**

19.1 To the extent permitted by Luxembourg law, in the event of a vacancy in the office of a manager because of death, legal incapacity, bankruptcy, resignation or otherwise, this vacancy may be filled on a temporary basis and for a period of time not exceeding the initial mandate of the replaced manager by the remaining managers until the next meeting of shareholders which shall resolve on the permanent appointment, in compliance with the applicable legal provisions.

19.2 In case the vacancy occurs in the office of the Company's sole manager, such vacancy must be filled without undue delay by the general meeting of shareholders.

Nineteenth Resolution

The general meeting of shareholders resolves the amendment of article twenty (20) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 20. Convening meetings of the board of managers.**

20.1 The board of managers shall meet upon call by any manager. The meetings of the board of managers shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

20.2 Written notice of any meeting of the board of managers must be given to managers twenty-four (24) hours at least in advance of the time scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. Such notice may be omitted in case of assent of each manager in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers which has been communicated to all managers.

20.3 No prior notice shall be required in case all managers are present or represented at a board meeting and waive any convening requirement or in the case of resolutions in writing approved and signed by all members of the board of managers."

Twentieth Resolution

The general meeting of shareholders resolves the amendment of article twenty-one (21) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 21. Management.**

21.1 The board of managers may elect among its members a chairman. It may also choose a secretary, who does not need to be a manager and who shall be responsible for keeping the minutes of the meetings of the board of managers.

21.2 The chairman, if any, shall chair all meetings of the board of managers. In his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority of managers present or represented at any such meeting.

21.3 Any manager may act at any meeting of the board of managers by appointing another manager as his proxy either in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A manager may represent one or more but not all of the other managers.

21.4 Meetings of the board of managers may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

21.5 The board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers.

21.6 Decisions shall be taken by a majority vote of the managers present or represented at such meeting. The chairman, if any, shall not have a casting vote. In the event where the general meeting of shareholders has appointed different classes of managers (namely class A managers and class B managers) any resolutions of the board of managers may only be validly taken if approved by the majority of managers including at least one class A and one class B manager (which may be represented).

21.7. The board of managers may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

21.8 The managers shall require the prior consent of shareholders holding more than half of the share capital of the Company for the legal transactions and measures of the Company which are beyond the ordinary course of business of the Company, and - in any case - for the legal transactions and measures of the Company specified below. No consent is required if such legal transactions and measures have been precisely defined and have in advance been approved by an adopted budget with the consent of the shareholders' meeting:

a) incorporation, acquisition or disposal of enterprises or partial-businesses;

b) acquisition, sale and encumbrance of real estate and similar rights or rights in real estate;

c) establishment, relocation and closure of branch establishments;

d) material change to the nature of the business of the Company and the termination of any material business operation;

e) assumption of sureties, guarantees or similar liabilities in excess of an amount of two hundred thousand euro (EUR 200,000) in aggregate;

f) granting of loans in excess of two hundred thousand euro (EUR 200,000) in aggregate, excluding, however, such loans between the Company and direct and indirect subsidiaries of the Company;

g) entering into liabilities in excess of five hundred thousand euro (EUR 500,000) in the individual case or in excess of one million euro (EUR 1,000,000) in aggregate;

h) conclusion and termination of credit and loan agreements and other financial agreements in excess of two hundred thousand euro (EUR 200,000) in aggregate and amendments to the credit framework, excluding, however, such agreements between the Company and direct and indirect subsidiaries of the Company;

i) futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments, except hedging transactions to limit risks arising in the ordinary course of business;

j) granting, introduction and amendment of pension commitments of any kind;

k) conclusion, amendment and dissolution of employment contracts providing for a remuneration in excess of three hundred thousand euro (EUR 300,000) per year;

l) conclusion amendment or termination of company collective agreements, works agreements (of substantial importance) and of general guidelines regarding the company pension scheme;

m) institution and termination of legal disputes, in particular, arbitration proceedings involving a judicial amount in controversy of more than five hundred thousand euro (EUR 500,000) in the individual case;

n) business dealings of the Company and its investment companies with affiliated legal entities and individuals. As such shall be deemed to be shareholders, affiliated companies, as well as relatives of direct or indirect shareholders as far as the latter - individually or jointly -hold, directly or indirectly, a majority interest. The consent requirement pursuant to this lit. (n) does not apply if the business dealing belongs to the ordinary course of business of the Company and is at arm's length;

o) amendment and termination of intra-group agreements (Unternehmensvertráge within the meaning of articles 291 et seqq. of the German Stock Corporation Act (AktG)); and

p) exercise of voting rights and other rights in a company in which the Company is a shareholder to the extent that this exercise would require the consent of the shareholders' meeting under these articles of association if the Company was concerned, i.e. according to this article 21.8 lit. a) to o), article 16.1 or 16.2.

The preceding consent requirements do not apply if the management decides freely after a due assessment of the circumstances that a transaction and/or measure is required to avoid imminent substantial damage to the Company. The transactions and/or measures performed by the management may not exceed what is required to avoid such danger to the Company. The shareholders of the Company must be notified of the nature and scope of such measure and the reasons for it in writing without undue delay.

21.9 If the consent is required as aforesaid for the acquisition, sale or encumbrance of objects, the consent is also required for the contractual obligation relating thereto. The shareholders' meeting may by resolution determine further transactions and measures requiring the consent of the shareholders' meeting. The shareholders' meeting may give its consent also in advance for certain groups and kinds of transactions and measures.

21.10 The shareholders' meeting by way of a shareholders' resolution may adopt rules of procedure for the managers to be implemented by way of a board resolution.

21.11 The management shall ensure that, as far as legally possible, the regulations in this article apply in the same manner to all related companies in which the Company holds a majority interest, directly or indirectly, at present or in the future."

Twenty-First Resolution

The general meeting of shareholders resolves the amendment of article twenty-two (22) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 22. Minutes of the meeting of the board of managers; Minutes of the decisions of the sole manager.**

22.1 The minutes of any meeting of the board of managers shall be signed by the chairman, if any or in his absence by the chairman pro tempore, and the secretary (if any), or by any two (2) managers. In the event the general meeting of shareholders has appointed different classes of managers (namely class A managers and class B managers) under the joint signature of one (1) class A manager and one (1) class B manager (including by way of representation). Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by any two (2) managers. In the event the general meeting of shareholders has appointed different classes of managers (namely class A manager and class B manager) under the joint signatures of one (1) class A manager and one (1) class B manager (including by way of representation).

22.2 Decisions of the sole manager shall be recorded in minutes which shall be signed by the sole manager. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the sole manager."

Twenty-Second Resolution

The general meeting of shareholders resolves the amendment of article twenty-three (23) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 23. Dealing with third parties.** The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or, if the Company has several managers, by the joint signature of any two (2) managers; in the event the general meeting of shareholders has appointed different classes of managers (namely class A manager and class B manager), the Company will only be validly bound by the joint signatures of at least one (1) class A manager and one (1) class B manager (including by way of representation) or (ii) by the joint signatures or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of managers within the limits of such delegation."

Twenty-Third Resolution

The general meeting of shareholders resolves the amendment of article twenty-four (24) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 24. Advisory board.**

24.1 The Company shall have an advisory board (the "Advisory Board"). It shall consist of three (3) voting members. The shareholders' meeting may by way of a unanimous shareholders' resolution increase or decrease the number of members of the Advisory Board. Each of the shareholders may nominate a non-voting member of the Advisory Board.

24.2 The shareholders' meeting shall only adopt or amend the rules of procedure for the Advisory Board by way of a unanimous shareholders' resolution.

24.3 The voting members of the Advisory Board shall be nominated by the shareholders by written notification towards the Company as follows:

a) two (2) voting members of the Advisory Board shall be nominated by the shareholder Rocket Internet GmbH in its sole discretion (such members the "Rocket-Members"); and

b) one (1) voting member of the Advisory Board shall be nominated by the shareholder HV Holtzbrinck Ventures Fund V GmbH & Co. KG in its sole discretion.

24.4 The Advisory Board shall have a chairman and a deputy chairman. One of the Rocket-Members shall be the chairman of the Advisory Board. The rules of procedure of the Advisory Board shall provide for further provisions in particular on the self-organisation of the Advisory Board.

24.5 The Advisory Board only has a consultative function with regard to measures and transactions of the Company and will not interfere in the management of the Company.

24.6 The remuneration of the members of the Advisory Board, if any, shall be determined by shareholders of the Company by way of a unanimous shareholders' resolution."

Twenty-Fourth Resolution

The general meeting of shareholders resolves the amendment of article twenty-five (25) of the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 25. Auditor(s).**

25.1 In case and as long as the Company has more than twenty-five (25) shareholders, the operations of the Company shall be supervised by one or several internal auditors (commissaire(s)). The general meeting of shareholders shall appoint the internal auditor(s) and shall determine their term of office.

25.2 An internal auditor may be removed at any time, without notice and with or without cause by the general meeting of shareholders.

25.3 The internal auditor has an unlimited right of permanent supervision and control of all operations of the Company.

25.4 If the shareholders of the Company appoint one or more independent auditors (réviseur(s) d'entreprises agréé(s)) in accordance with article 69 of the law of 19 December 2002 regarding the trade and companies' register and the accounting and annual accounts of undertakings, as amended, the institution of internal auditor(s) is suppressed.

25.5. An independent auditor may only be removed by the general meeting of shareholders with cause or with its approval."

Twenty-Fifth Resolution

The general meeting of shareholders resolves the addition of article twenty-six (26) to the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 26. Financial year.** The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year."

Twenty-Sixth Resolution

The general meeting of shareholders resolves the addition of article twenty-seven (27) to the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 27. Annual accounts and Allocation of profits.**

27.1 At the end of each financial year, the accounts are closed and the board of managers draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

27.2. From the annual net profits of the Company, five per cent (5%) at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of such reserve amounts to ten per cent (10%) of the share capital of the Company.

27.3 Sums contributed to a reserve of the Company by a shareholder may also be allocated to the legal reserve if the contributing shareholder agrees with such allocation.

27.4 In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.

27.5 Upon recommendation of the board of managers, the general meeting of shareholders shall determine how the remainder of the Company's profits shall be used in accordance with the Law and these articles of association.

27.6 Distributions shall be made to the shareholders in proportion to the number of shares they hold in the Company."

Twenty-Seventh Resolution

The general meeting of shareholders resolves the addition of article twenty-eight (28) to the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 28 Interim dividends - Share premium and Assimilated premiums.**

28.1 The board of managers may decide to pay interim dividends on the basis of interim financial statements prepared by the board of managers showing that sufficient funds are available for distribution. The amount to be distributed shall be allocated where applicable and may not exceed realized profits since the end of the last financial year, increased by profits carried forward and distributable reserves, but decreased by losses carried forward and sums to be allocated to a reserve which the Law or these articles of association do not allow to be distributed.

28.2 Any share premium, assimilated premium or other distributable reserve may be freely distributed to the shareholders subject to the provisions of the Law and these articles of association."

Twenty-Eighth Resolution

The general meeting of shareholders resolves the addition of article twenty-nine (29) to the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 29. Liquidation.**

29.1 In the event of dissolution of the Company in accordance with article 3.2 of these articles of association, the liquidation shall be carried out by one or several liquidators who are appointed by the general meeting of shareholders deciding such dissolution and which shall determine their powers and their compensation. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

29.2 The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the number of shares of the Company held by them."

Twenty-Ninth Resolution

The general meeting of shareholders resolves the addition of article thirty (30) to the articles of association of the Company so that it shall now henceforth read as follows:

« **Art. 30. Governing law.** All matters not governed by these articles of association shall be determined in accordance with the Law and any shareholders' agreement which may be entered into from time to time between the shareholders and the Company, and which may supplement certain provisions of these articles. Where any matter contained in these articles conflicts with the provisions of any shareholders' agreement, such shareholders' agreement shall prevail inter partes and to the extent permitted by Luxembourg law."

Thirtieth Resolution

Inter alia as a result of the foregoing, the general meeting of shareholders resolves to fully restate the articles of association of the Company which shall henceforth read as follows:

A. Name - Purpose - Duration - Registered office

Art. 1. Name - Legal Form. There exists a private limited company (société à responsabilité limitée) under the name ECommerce Holding I S.à r.l. (hereinafter the "Company") which shall be governed by the law of 10 August 1915 concerning commercial companies, as amended (the "Law"), as well as by the present articles of association.

Art. 2. Purpose.

2.1 The purpose of the Company is the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio in view of its realisation by sale, exchange or otherwise.

2.2 The Company may further guarantee, grant security, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company.

2.3 The Company may, except by way of public offering, raise funds especially through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.

2.4 The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it considers useful for the accomplishment of these purposes.

Art. 3. Duration.

3.1 The Company is incorporated for an unlimited period of time.

3.2 It may be dissolved at any time and with or without cause by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

Art. 4. Registered Office.

4.1 The registered office of the Company is established in the city of Luxembourg, Grand Duchy of Luxembourg.

4.2 Within the same municipality, the registered office may be transferred by means of a decision of the board of managers. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers.

4.4 In the event that the board of managers determines that extraordinary political, economic or social circumstances or natural disasters have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall not affect the nationality of the Company which, notwithstanding the temporary transfer of its registered office, shall remain a Luxembourg company.

B. Share capital - Shares

Art. 5. Share Capital.

5.1 The Company's share capital is set at thirteen thousand seven hundred fifty euro (EUR 13,750), represented by (i) twelve thousand five hundred (12,500) common shares (hereinafter "Common Shares") and (ii) one thousand two hundred fifty (1,250) series A shares (hereinafter "Series A Shares"), with a nominal value of one euro (EUR 1.00) each.

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these articles of association or by the Law.

5.2 The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

Art. 6. Shares.

6.1 The Company's share capital is divided into shares, each of them having the same nominal value.

6.2 The shares of the Company are in registered form.

6.3 The Company may have one or several shareholders, with a maximum of forty (40) shareholders.

6.4 Death, suspension of civil rights, dissolution, bankruptcy or insolvency or any other similar event regarding any of the shareholders shall not cause the dissolution of the Company.

6.5 The Company may accept contributions without issuing shares or other securities in consideration and may allocate such contributions to one or more distributable reserves. Decisions as to the use of any such distributable reserves are to be taken by the shareholder(s) or the manager(s), as the case may be, subject to the Law and these articles of association.

Art. 7. Register of Shares - Transfer of Shares.

7.1 A register of shares shall be kept at the registered office of the Company, where it shall be available for inspection by any shareholder. This register shall contain all the information required by the Law. Certificates of such registration may be issued upon request and at the expense of the relevant shareholder.

7.2 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share until such representative has been appointed.

7.3 The shares are freely transferable among shareholders.

7.4 Inter vivos, the shares may only be transferred to new shareholders subject to the approval of such transfer given by shareholders holding at least three-fourths of the share capital and subject to the provisions of any shareholders agreement between the shareholders if any, in particular, any rights of first refusal, rights of pre-emption or tag-along rights contained in any shareholders agreement between shareholders. To the extent that such approval has been granted, any sale, transfer, assignment or any other disposal or charge, in particular the disposal or pledging of shares or parts thereof in the Company shall be invalid without the approval by Rocket Internet GmbH and HV Holtzbrinck Ventures Fund V GmbH & Co. KG (the "Investors"; each individually an "Investor"). An approval by the Investors to the transfer of shares within the meaning of the foregoing sentence is not required:

a) in any case of a sale, transfer, assignment or any other disposal of an Investor to a company affiliated to the respective Investor within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG);

b) in case of the transfer of shares of one Investor to a company

- which is directly or indirectly Controlling, Controlled by or under common Control with (i) this Investor or (ii) by one or more direct or indirect shareholders of the respective Investor (each an "Affiliate", whereas "Control" or "Controlled" or "Controlling" shall mean the direct or indirect domination of the company by way of (a) managing the company as managing shareholder, (b) holding the majority of shares or (c) holding the majority of voting rights by means of a contractual voting pool, or

- in which the respective Investor or one or more shareholders of such Investor has a direct or indirect majority shareholding;

c) in case of a share transfer to a third party acquiring shares under the simplified employee participation or by a shareholder to the Company and/or any of the Investors pursuant to a call-option under a vesting scheme; and

d) in case of a transfer of Shares from HV Holtzbrinck Ventures Fund V GmbH & Co. KG to a company which business is conducted by HV Holtzbrinck Ventures Adviser GmbH. Business conduction within the meaning of sentence 1 of this paragraph comprises any form of administration of business, including any direct or indirect manner of business conduction and/or consulting, based on the position as shareholder, organ or arising from contractual relationships related thereto.

7.5 To the extent a transfer of shares requires no approval of the Investors pursuant to article 7.4 above, no duties to offer for sale apply, nor do any rights of first refusal, rights of pre-emption or tag-along rights or drag-along rights in favour of other shareholders apply.

7.6 Any transfer of shares shall become effective towards the Company and third parties through the notification of the transfer to, or upon the acceptance of the transfer by the Company in accordance with article 1690 of the Civil Code.

7.7 In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the surviving shareholders at a majority of three quarters of the share capital. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse or any other legal heir of the deceased shareholder.

Art. 8. Redemption of Shares.

8.1 The Company may redeem its own shares.

8.2 Shares of a shareholder may be redeemed without such shareholder's consent, if:

a) insolvency proceedings are opened over the assets of the shareholder or the opening of insolvency proceedings is rejected for lack of assets;

b) the share of a shareholder is seized or enforcement proceedings are otherwise initiated against such share and such enforcement proceedings are not finally closed within two (2) months.

8.3 If the share is held by several persons, it is sufficient that the ground for redemption exists with respect to one person.

8.4 The board of managers may declare a redemption. The redemption declaration takes effect upon receipt of the declaration by the shareholder concerned and if a respective shareholders' resolution is adopted (except in case of article 8.2 of these articles of association, in which no declaration by the shareholder concerned and no respective shareholders' resolution is required).

Art. 9. Compensation for Redemption.

9.1 Redemption is made against compensation.

9.2 The compensation consists of a total amount equal to the market value of the redeemed shares. The effective date is the date before the redemption resolution.

9.3 The compensation for redemption shall be due and payable immediately upon redemption of the shares.

9.4 The withdrawing shareholder shall not be entitled to request the Company to provide security for outstanding amounts including interest.

9.5 In the event of dispute regarding the amount of the payable redemption compensation this is to determine by an auditor as expert arbitrator who shall jointly be appointed by the shareholders. If no agreement is reached the expert arbitrator shall be selected by the President of the Tribunal d'Arrondissement upon request of a shareholder or of the Company. The decision of the expert arbitrator shall be binding. The costs of the expert opinion shall be borne by the Company and the shareholder concerned in equal parts.

Art. 10. Request of Assignment in Lieu of Redemption.

10.1 The Company may decide that, in lieu of redemption, the shareholder concerned shall transfer the shares to a person named by the Company (including another shareholder of the Company), including also partial redemption or partial assignment of the share to the Company or to a person named by the Company.

10.2 This article 10 applies with the proviso that the compensation, as provided for in article 9 of these articles of association, for the shares to be assigned is owed by the person acquiring the shares and that the Company shall be liable like a guarantor.

C. Decisions of the shareholders

Art. 11. Collective decisions of the shareholders.

11.1 The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association.

11.2 Each shareholder may participate in collective decisions irrespective of the number of shares which he owns.

11.3 In case and as long as the Company has not more than twenty-five (25) shareholders, collective decisions otherwise conferred on the general meeting of shareholders may be validly taken by means of written resolutions. In such case, each shareholder shall receive the text of the resolutions or decisions to be taken expressly worded and shall cast his vote in writing.

11.4 The shareholders' resolutions are passed in meetings. Unless mandatory law prescribes another form, they can also be passed outside meetings in writing (including email or fax) or telephone voting if such procedure is requested by a shareholder and no other shareholder declares its dissent with the procedure within two (2) weeks towards the board of managers of the Company in written form. If no dissent is declared within the two (2) weeks pursuant to the foregoing sentence the votes of the shareholders which are not participating in the voting shall be deemed to be abstention from voting. Written resolutions must be signed by each shareholder and the written record must be sent to each shareholder without undue delay. Resolutions not passed in writing must be confirmed in writing. Such confirmation only has declaratory significance.

11.5 Unless a notarial record is made of shareholders' resolutions, a written record must be made of every resolution passed at shareholders' meetings (for purposes of proof, not as a precondition of validity) without undue delay, which must state the date and form of the resolution passed, the content of the resolution and the votes cast. The written record must be sent to each shareholder in writing without undue delay.

11.6 In the case of a sole shareholder, such shareholder shall exercise the powers granted to the general meeting of shareholders under the provisions of section XII of the Law and by these articles of association. In such case, any reference made herein to the "general meeting of shareholders" shall be construed as a reference to the sole shareholder, depending on the context and as applicable, and powers conferred upon the general meeting of shareholders shall be exercised by the sole shareholder.

Art. 12. General meetings of shareholders.

12.1 Meetings of shareholders may be held at the registered office of the Company or at such place and time as may be specified in the respective convening notices of meeting.

12.2 The shareholders' meeting is called by registered letter (registered personal delivery, registered delivery or registered letter with confirmation of receipt) to each shareholder, stating the place, date, time and agenda, with a period of notice of at least four (4) weeks for ordinary shareholders' meetings and at least two (2) weeks for extraordinary shareholders' meetings. The period of notice begins to run on the day following postage. The day of the shareholders' meeting is not counted in the calculation of the period of notice.

12.3 If all shareholders are present or represented at a general meeting of shareholders and have waived convening requirements, the meeting may be held without prior notice.

12.4 Each shareholder is entitled to be accompanied or represented at the shareholders' meeting by another shareholder authorised by a written power of attorney or by a lawyer, tax advisor or auditor under a professional duty of confidentiality.

12.5 Unless a notarial record is made of the negotiations of the shareholders' meeting, a written record must be made concerning the course of the meeting (for purposes of proof, not as a precondition of validity), which must state the place and date of the meeting, the participants, the items on the agenda, the main content of the negotiations and the shareholders' resolutions. The written record must be signed by all shareholders present or represented in the shareholders' meeting (for purposes of proof, not as a precondition of validity). Each shareholder must be sent a copy of the written record.

Art. 13. Quorum and Vote.

13.1 Each shareholder is entitled to as many votes as it holds shares.

13.2 A shareholders' meeting only constitutes a quorum if at least 50% of the share capital is represented. Save for a higher majority provided in these articles of association or by Law, collective decisions of the Company's shareholders are only validly taken in so far as they are adopted by shareholders holding more than half of the share capital. If there is no quorum, a new shareholders' meeting with the same agenda must be called without undue delay in compliance with article 12.2. This shareholders' meeting then shall constitute a quorum regardless of the share capital represented, if this was pointed out in the notice calling the meeting and the decisions shall be taken at the majority of the votes cast.

Art. 14. Change of nationality. The shareholders may change the nationality of the Company only by unanimous consent.

Art. 15. Amendments of the articles of association. Any amendment of the articles of association requires the approval of (i) a majority of shareholders (ii) representing three quarters of the share capital at least.

Art. 16. Decisions requiring specific majority.

16.1 Resolutions regarding the following subjects must be taken by a majority representing three quarters of the share capital at least:

a) disposition of all Company's assets or of a significant part of the Company's assets or all or significant part of assets of any direct or indirect subsidiary of the Company including the resolution with respect to the liquidation of the Company;

b) resolutions with respect to the merger, separation and transformation of the Company;

c) appropriation of the annual results; payments of profits to capital reserves or the carrying forward of such profits to new accounts; increase or reduction of reserves as well as capital increase from company funds;

d) conclusion of silent partnerships;

e) approval of the annual plan, in particular the budget plan for each following year and the annual accounts.

16.2 Resolutions regarding the following subjects must be taken by a majority representing three quarters of the share capital at least and also require the prior consent of all of the Investors:

a) exclusion of subscription rights in case of capital increases

b) acquisition of the Company's own shares, with the exception of acquisitions in accordance with article 8.2 and transfers in accordance with article 10.1 of these articles of association.

D. Board of managers and Advisory board

Art. 17. Powers of the sole manager - Composition and Powers of the board of managers.

17.1 The Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.

17.2 If the Company is managed by one manager, to the extent applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association is to be construed as a reference to the "sole manager".

17.3 The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law or by these articles of association to the general meeting of shareholders.

Art. 18. Appointment, Removal and Term of office of managers.

18.1 The manager(s) shall be appointed by the general meeting of shareholders which shall determine their remuneration and term of office.

18.2 The managers shall be appointed and may be removed from office at any time, with or without cause, by a decision of the shareholders representing more than half of the Company's share capital.

18.3 The general meeting of shareholders may decide to appoint managers of two (2) different classes, being class A managers and class B managers. Any such classification of managers shall be duly recorded in the minutes of the relevant shareholders resolutions and the managers be identified with respect to the class they belong.

Art. 19. Vacancy in the office of a manager.

19.1 To the extent permitted by Luxembourg law, in the event of a vacancy in the office of a manager because of death, legal incapacity, bankruptcy, resignation or otherwise, this vacancy may be filled on a temporary basis and for a period of time not exceeding the initial mandate of the replaced manager by the remaining managers until the next meeting of shareholders which shall resolve on the permanent appointment, in compliance with the applicable legal provisions.

19.2 In case the vacancy occurs in the office of the Company's sole manager, such vacancy must be filled without undue delay by the general meeting of shareholders.

Art. 20. Convening meetings of the board of managers.

20.1 The board of managers shall meet upon call by any manager. The meetings of the board of managers shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

20.2 Written notice of any meeting of the board of managers must be given to managers twenty-four (24) hours at least in advance of the time scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. Such notice may be omitted in case of assent of each manager in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers which has been communicated to all managers.

20.3 No prior notice shall be required in case all managers are present or represented at a board meeting and waive any convening requirement or in the case of resolutions in writing approved and signed by all members of the board of managers.

Art. 21. Management.

21.1 The board of managers may elect among its members a chairman. It may also choose a secretary, who does not need to be a manager and who shall be responsible for keeping the minutes of the meetings of the board of managers.

21.2 The chairman, if any, shall chair all meetings of the board of managers. In his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority of managers present or represented at any such meeting.

21.3 Any manager may act at any meeting of the board of managers by appointing another manager as his proxy either in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A manager may represent one or more but not all of the other managers.

21.4 Meetings of the board of managers may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

21.5 The board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers.

21.6 Decisions shall be taken by a majority vote of the managers present or represented at such meeting. The chairman, if any, shall not have a casting vote. In the event where the general meeting of shareholders has appointed different classes of managers (namely class A managers and class B managers) any resolutions of the board of managers may only be validly taken if approved by the majority of managers including at least one class A and one class B manager (which may be represented).

21.7. The board of managers may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

21.8 The managers shall require the prior consent of shareholders holding more than half of the share capital of the Company for the legal transactions and measures of the Company which are beyond the ordinary course of business of the Company, and - in any case - for the legal transactions and measures of the Company specified below. No consent is required if such legal transactions and measures have been precisely defined and have in advance been approved by an adopted budget with the consent of the shareholders' meeting:

a) incorporation, acquisition or disposal of enterprises or partial-businesses;

b) acquisition, sale and encumbrance of real estate and similar rights or rights in real estate;

c) establishment, relocation and closure of branch establishments;

d) material change to the nature of the business of the Company and the termination of any material business operation;

e) assumption of sureties, guarantees or similar liabilities in excess of an amount of two hundred thousand euro (EUR 200,000) in aggregate;

f) granting of loans in excess of two hundred thousand euro (EUR 200,000) in aggregate, excluding, however, such loans between the Company and direct and indirect subsidiaries of the Company;

g) entering into liabilities in excess of five hundred thousand euro (EUR 500,000) in the individual case or in excess of one million euro (EUR 1,000,000) in aggregate;

h) conclusion and termination of credit and loan agreements and other financial agreements in excess of two hundred thousand euro (EUR 200,000) in aggregate and amendments to the credit framework, excluding, however, such agreements between the Company and direct and indirect subsidiaries of the Company;

i) futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments, except hedging transactions to limit risks arising in the ordinary course of business;

j) granting, introduction and amendment of pension commitments of any kind;

k) conclusion, amendment and dissolution of employment contracts providing for a remuneration in excess of three hundred thousand euro (EUR 300,000) per year;

l) conclusion amendment or termination of company collective agreements, works agreements (of substantial importance) and of general guidelines regarding the company pension scheme;

m) institution and termination of legal disputes, in particular, arbitration proceedings involving a judicial amount in controversy of more than five hundred thousand euro (EUR 500,000) in the individual case;

n) business dealings of the Company and its investment companies with affiliated legal entities and individuals. As such shall be deemed to be shareholders, affiliated companies, as well as relatives of direct or indirect shareholders as far as the latter - individually or jointly -hold, directly or indirectly, a majority interest. The consent requirement pursuant to this lit. (n) does not apply if the business dealing belongs to the ordinary course of business of the Company and is at arm's length;

o) amendment and termination of intra-group agreements (Unternehmensverträge within the meaning of articles 291 et seqq. of the German Stock Corporation Act (AktG)); and

p) exercise of voting rights and other rights in a company in which the Company is a shareholder to the extent that this exercise would require the consent of the shareholders' meeting under these articles of association if the Company was concerned, i.e. according to this article 21.8 lit. a) to o), article 16.1 or 16.2.

The preceding consent requirements do not apply if the management decides freely after a due assessment of the circumstances that a transaction and/or measure is required to avoid imminent substantial damage to the Company. The transactions and/or measures performed by the management may not exceed what is required to avoid such danger to the Company. The shareholders of the Company must be notified of the nature and scope of such measure and the reasons for it in writing without undue delay.

21.9 If the consent is required as aforesaid for the acquisition, sale or encumbrance of objects, the consent is also required for the contractual obligation relating thereto. The shareholders' meeting may by resolution determine further transactions and measures requiring the consent of the shareholders' meeting. The shareholders' meeting may give its consent also in advance for certain groups and kinds of transactions and measures.

21.10 The shareholders' meeting by way of a shareholders' resolution may adopt rules of procedure for the managers to be implemented by way of a board resolution.

21.11 The management shall ensure that, as far as legally possible, the regulations in this article apply in the same manner to all related companies in which the Company holds a majority interest, directly or indirectly, at present or in the future.

Art. 22. Minutes of the meeting of the board of managers; Minutes of the decisions of the sole manager.

22.1 The minutes of any meeting of the board of managers shall be signed by the chairman, if any or in his absence by the chairman pro tempore, and the secretary (if any), or by any two (2) managers. In the event the general meeting of shareholders has appointed different classes of managers (namely class A managers and class B managers) under the joint signature of one (1) class A manager and one (1) class B manager (including by way of representation). Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by any two (2) managers. In the event the general meeting of shareholders has appointed different classes of managers (namely class A manager and class B manager) under the joint signatures of one (1) class A manager and one (1) class B manager (including by way of representation).

22.2 Decisions of the sole manager shall be recorded in minutes which shall be signed by the sole manager. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the sole manager.

Art. 23. Dealing with third parties. The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or, if the Company has several managers, by the joint signature of any two (2) managers; in the event the general meeting of shareholders has appointed different classes of managers (namely class A manager and class B manager), the Company will only be validly bound by the joint signatures of at least one (1) class A manager and one (1) class B manager (including by way of representation) or (ii) by the joint signatures or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of managers within the limits of such delegation.

Art. 24. Advisory board.

24.1 The Company shall have an advisory board (the "Advisory Board"). It shall consist of three (3) voting members. The shareholders' meeting may by way of a unanimous shareholders' resolution increase or decrease the number of members of the Advisory Board. Each of the shareholders may nominate a non-voting member of the Advisory Board.

24.2 The shareholders' meeting shall only adopt or amend the rules of procedure for the Advisory Board by way of a unanimous shareholders' resolution.

24.3 The voting members of the Advisory Board shall be nominated by the shareholders by written notification towards the Company as follows:

c) two (2) voting members of the Advisory Board shall be nominated by the shareholder Rocket Internet GmbH in its sole discretion (such members the "Rocket-Members"); and

d) one (1) voting member of the Advisory Board shall be nominated by the shareholder HV Holtzbrinck Ventures Fund V GmbH & Co. KG in its sole discretion.

24.4 The Advisory Board shall have a chairman and a deputy chairman. One of the Rocket-Members shall be the chairman of the Advisory Board. The rules of procedure of the Advisory Board shall provide for further provisions in particular on the self-organisation of the Advisory Board.

24.5 The Advisory Board only has a consultative function with regard to measures and transactions of the Company and will not interfere in the management of the Company.

24.6 The remuneration of the members of the Advisory Board, if any, shall be determined by shareholders of the Company by way of a unanimous shareholders' resolution.

E. Audit and Supervision

Art. 25. Auditor(s).

25.1 In case and as long as the Company has more than twenty-five (25) shareholders, the operations of the Company shall be supervised by one or several internal auditors (commissaire(s)). The general meeting of shareholders shall appoint the internal auditor(s) and shall determine their term of office.

25.2 An internal auditor may be removed at any time, without notice and with or without cause by the general meeting of shareholders.

25.3 The internal auditor has an unlimited right of permanent supervision and control of all operations of the Company.

25.4 If the shareholders of the Company appoint one or more independent auditors (réviseur(s) d'entreprises agréé (s)) in accordance with article 69 of the law of 19 December 2002 regarding the trade and companies' register and the accounting and annual accounts of undertakings, as amended, the institution of internal auditor(s) is suppressed.

25.5. An independent auditor may only be removed by the general meeting of shareholders with cause or with its approval.

F. Financial year - Annual accounts - Allocation of profits - Interim dividends

Art. 26. Financial year. The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year.

Art. 27. Annual accounts and Allocation of profits.

27.1 At the end of each financial year, the accounts are closed and the board of managers draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

27.2. From the annual net profits of the Company, five per cent (5%) at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of such reserve amounts to ten per cent (10%) of the share capital of the Company.

27.3 Sums contributed to a reserve of the Company by a shareholder may also be allocated to the legal reserve if the contributing shareholder agrees with such allocation.

27.4 In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.

27.5 Upon recommendation of the board of managers, the general meeting of shareholders shall determine how the remainder of the Company's profits shall be used in accordance with the Law and these articles of association.

27.6 Distributions shall be made to the shareholders in proportion to the number of shares they hold in the Company.

Art. 28. Interim dividends - Share premium and Assimilated premiums.

28.1 The board of managers may decide to pay interim dividends on the basis of interim financial statements prepared by the board of managers showing that sufficient funds are available for distribution. The amount to be distributed shall be allocated where applicable and may not exceed realized profits since the end of the last financial year, increased by profits carried forward and distributable reserves, but decreased by losses carried forward and sums to be allocated to a reserve which the Law or these articles of association do not allow to be distributed.

28.2 Any share premium, assimilated premium or other distributable reserve may be freely distributed to the shareholders subject to the provisions of the Law and these articles of association.

G. Liquidation

Art. 29. Liquidation.

29.1 In the event of dissolution of the Company in accordance with article 3.2 of these articles of association, the liquidation shall be carried out by one or several liquidators who are appointed by the general meeting of shareholders deciding such dissolution and which shall determine their powers and their compensation. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

29.2 The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the number of shares of the Company held by them.

H. Final clause - Governing law

Art. 30 Governing law. All matters not governed by these articles of association shall be determined in accordance with the Law and any shareholders' agreement which may be entered into from time to time between the shareholders and the Company, and which may supplement certain provisions of these articles. Where any matter contained in these articles conflicts with the provisions of any shareholders' agreement, such shareholders' agreement shall prevail inter partes and to the extent permitted by Luxembourg law.

Costs and Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company are estimated at approximately three thousand euro (EUR 3,000).

Whereof, the present notarial deed was drawn up in Senningerberg, on the day specified at the beginning of this document.

The undersigned notary who understands and speaks English, states herewith that on request of the appearing parties, the present deed is worded in English followed by a German translation; on the request of the same appearing party and in case of divergence between the English and the German text, the English version will prevail.

The document having been read to the proxyholder of the appearing parties, known to the notary by name, first name and residence, the said proxyholder signed together with the notary the present deed.

Es folgt die deutsche Übersetzung des vorangehenden Textes:

Wegen technischen Umständen, ist die deutsche Version im Mémorial C-No 1945 vom 10. August 2013 veröffentlicht.

Gezeichnet: Alix van der Wielen, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 29 juillet 2013. LAC / 2013 / 35364. Reçu 75.-€.

Le Receveur (signé): Irène Thill.

- Für gleichlautende Kopie - Ausgestellt zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, den 5. August 2013.

Référence de publication: 2013112079/1338.

(130136954) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 août 2013.

Sabatelli 4 S.à r.l., Société à responsabilité limitée.

Siège social: L-2440 Luxembourg, 61, rue de Rollingergrund.

R.C.S. Luxembourg B 177.531.

STATUTES

In the year two thousand and thirteen,

on the twenty-seventh day of the month of May.

Before Us Maître Jean-Joseph WAGNER, notary, residing in SANEM, Grand Duchy of Luxembourg,

there appeared:

"Sabatelli 3 S.à r.l.", a "société à responsabilité limitée", established and having its registered office at 61, rue de Rollingergrund, L-2440 Luxembourg, registered with the Trade and Company Register in Luxembourg under section B number 177 319,

here represented by Mr Brendan D. KLAPP, employee, with professional address in Belvaux, Grand Duchy of Luxembourg,

by virtue of a proxy under private seal given to him in Luxembourg, on 24 May 2013.

Said proxy shall be signed "ne varietur" by the proxy holder of the appearing party and the undersigned notary and shall be attached to the present deed to be filed at the same time.

Such proxy holder, acting in said capacity, has requested the undersigned notary to draw up the following articles of incorporation of a société à responsabilité limitée, which the prenamed party declared to form:

Title I. - Denomination - Registered office - Object - Duration

Art. 1. Denomination. A limited liability company (société à responsabilité limitée) with the name "Sabatelli 4 S.à r.l." (the "Company") is hereby formed by the appearing party and all persons who will become shareholders thereafter. The Company will be governed by these articles of association and the relevant legislation.

Art. 2. Object. The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, or other business entities, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships and carry out its business through branches in Luxembourg or abroad.

The Company may borrow in any form and proceed by private placement to the issue of bonds and debentures.

In a general fashion it may grant assistance (by way of loans, advances, guarantees or securities or otherwise) to companies or other enterprises in which the Company has an interest or which forms part of the group of companies to which the Company belongs (including up stream or cross stream), take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purposes.

Finally, the Company can perform all commercial, technical and financial or other operations, connected directly or indirectly in all areas in order to facilitate the accomplishment of its purpose.

Art. 3. Duration. The Company is established for an unlimited period.

Art. 4. Registered Office. The Company has its registered office in the City of Luxembourg, Grand-Duchy of Luxembourg. It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for amendments to the articles of association.

The address of the registered office may be transferred within the municipality by decision of the manager or as the case may be the board of managers.

The Company may have offices and branches, both in Luxembourg and abroad.

In the event that the manager, or as the case may be the board of managers, should determine 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. Such temporary measures will be taken and notified to any interested parties by the manager or as the case may be the board of managers.

Art. 5. Share capital. The issued share capital of the Company is set at thirteen thousand British Pounds (13,000.- GBP) divided into one million three hundred thousand (1,300,000) shares with a par value of one British Penny (GPB 0.01) each. The capital of the Company may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of association.

Any available share premium shall be distributable.

Art. 6. Transfer of Shares. Shares are freely transferable among shareholders. Except if otherwise provided by law, the share transfer to non-shareholders is subject to the consent of shareholders representing at least seventy five percent of the Company's capital.

Art. 7. Management of the Company. The Company is managed by a sole manager or a board of managers appointed as a collegiate body by the general meeting of shareholders. The sole manager or the members of the board of managers may but need not be shareholders. The managers are appointed and removed from office by a simple majority decision of the general meeting of shareholders, which determines their powers and the term of their mandates. If no term is indicated the managers are appointed for an undetermined period. The managers may be re-elected but also their appointment may be revoked with or without cause (ad nutum) at any time.

The sole manager or the board of managers, as the case may be, is vested with the broadest powers to manage the business of the Company and to authorise and/or perform all acts of disposal and administration falling within the purposes of the Company. All powers not expressly reserved by the law or by the articles of incorporation to the general meeting shall be within the competence of the sole manager or the board of managers, as the case may be. Vis-à-vis third parties the sole manager or the board of managers as the case may be, has the most extensive powers to act on behalf of the Company in all circumstances and to do, authorise and approve all acts and operations relating to the Company not reserved by law or the articles of incorporation to the general meeting or as may be provided herein.

The board of managers may elect a chairman and one or more vice chairman.

Any manager may participate in any meeting of the board of managers by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear one another and to communicate with one another. A meeting may also be held by conference call only. The participation in, or the holding of, a meeting by these means is equivalent to a participation in person at such meeting or the holding of a meeting in person. Managers may be represented at meetings of the board of managers by another manager without limitation as to the number of proxies which a manager may accept and vote.

Meetings of the board of managers shall be called by the chairman of the board of managers or any one board member. Written notice of any meeting of the board of managers must be given to the managers 24 hours at least in advance of the date scheduled for the meeting, except in case of emergency, in which case the notice period may be shortened and 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 manager in writing, by cable, telegram, telex, email or facsimile, or any other similar means of communication. A special convening notice 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 managers.

The board of managers can deliberate or act validly only if at least a majority of the managers is present or represented. Decisions of the board of managers are validly taken by the approval of the majority of the members of the board of managers of the Company (including by way of representation).

The board of managers may also, unanimously, pass resolutions on one or several similar documents by circular means when expressing its approval in writing, by cable, facsimile, email or any other similar means of communication. The entirety will form the circular documents duly executed giving evidence of the resolution. Managers' resolutions, including circular resolutions, may be conclusively certified or an extract thereof may be issued under the signature of any one manager or as decided by the board of managers.

The minutes of any meeting of the board of managers shall be signed by any one manager or as may be resolved by the board of managers at the relevant meeting. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by any one manager, or as may be resolved at the relevant meeting or a subsequent meeting.

The Company will be bound by the signature of the sole manager or in the case of a board of managers by the signature of any one manager, as the case may be, or by the joint or single signature of any person or persons to whom such signatory power shall have been delegated by the sole manager or the board of managers or in case of a board, by any one manager (including by way of representation).

Art. 8. Liability Managers. The manager(s) are not held personally liable for the indebtedness of the Company. As agents of the Company, they are responsible for the performance of their duties.

Subject to the exceptions and limitations listed below, every person who is, or has been, a manager or officer of the Company shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding which he becomes involved as a party or otherwise by virtue of his being or having been such manager or officer and against amounts paid or incurred by him in the settlement thereof. The words "claim", "action", "suit" or "proceeding" shall apply to all claims, actions, suits or proceedings (civil, criminal or otherwise including appeals) actual or threatened and the words "liability" and "expenses" shall include without limitation attorneys' fees, costs, judgements, amounts paid in settlement and other liabilities.

No indemnification shall be provided to any manager or officer: (i) Against any liability to the Company or its Shareholders by reason of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office; (ii) With respect to any matter as to which he shall have been finally adjudicated to have acted in bad faith and not in the interest of the Company; or (iii) In the event of a settlement, unless the settlement has been approved by a court of competent jurisdiction or by the board of managers.

The right of indemnification herein provided shall be severable, shall not affect any other rights to which any manager or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such manager or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which corporate personnel, including managers and officers, may be entitled by contract or otherwise under law.

Expenses in connection with the preparation and representation of a defence of any claim, action, suit or proceeding of the character described in this article shall be advanced by the Company prior to final disposition thereof upon receipt of any undertaking by or on behalf of the officer or manager, to repay such amount if it is ultimately determined that he is not entitled to indemnification under this article

Art. 9. Shareholder voting rights. Each shareholder may take part in collective decisions. He has a number of votes equal to the number of shares he owns and may validly act at any meeting of shareholders through a special proxy.

Art. 10. Shareholder Meetings. Decisions by shareholders are passed in such form and at such majority(ies) as prescribed by Luxembourg Company law in writing (to the extent permitted by law) or at meetings. Any regularly constituted meeting of shareholders of the Company or any valid written resolution (as the case may be) shall represent the entire body of shareholders of the Company.

Meetings shall be called by convening notice addressed by registered mail to shareholders to their address appearing in the register of shareholders held by the Company at least eight (8) days prior to the date of the meeting. If the entire share capital of the Company is represented at a meeting the meeting may be held without prior notice.

In the case of written resolutions, the text of such resolutions shall be sent to the shareholders at their addresses inscribed in the register of shareholders held by the Company. The resolutions shall become effective upon the approval of the majority as provided for by law for collective decisions (or subject to the satisfaction of the majority requirements, on the date set out therein). Unanimous written resolution may be passed at any time without prior notice.

Except as otherwise provided for by law, (i) decisions of the general meeting shall be validly adopted if approved by shareholders representing more than half of the corporate capital. If such majority is not reached at the first meeting or first written resolution, the shareholders shall be convened or consulted a second time, by registered letter, and decisions shall be adopted by a majority of the votes cast, regardless of the portion of capital represented. (ii) However, decisions concerning the amendment of the Articles of Incorporation are taken by (x) a majority of the shareholders (y) representing at least three quarters of the issued share capital and (iii) decisions to change of nationality of the Company are to be taken by Shareholders representing 100% of the issued share capital.

In case and for as long as the Company has more than 25 shareholders, an annual general meeting shall be held on first Tuesday of the month of June at 10:00 of each year. If such day is not a business day, the meeting shall be held on the immediately following business day.

Art. 11. Accounting Year. The accounting year begins on 1 st January of each year and ends on the last day of the month of December of the same year.

Art. 12. Financial Statements. Every year as of the accounting year's end, the annual accounts are drawn up by the manager or as the case may be, the board of managers. The financial statements are at the disposal of the shareholders at the registered office of the Company.

Art. 13. Distributions. Out of the net profit five percent (5%) shall be placed into a legal reserve account. This deduction ceases to be compulsory when such reserve amounts to ten percent (10%) of the issued share capital of the Company.

The shareholders may decide to pay interim dividends on the basis of statements of accounts prepared by the manager, or as the case may be the board of managers, showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed profits realised since the end of the last accounting year increased by profits carried forward and distributable reserves but decreased by losses carried forward and sums to be allocated to a reserve to be established by law.

The balance may be distributed to the shareholders upon decision of a general meeting of shareholders.

The share premium account may be distributed to the shareholders upon decision of a general meeting of shareholders. The general meeting of shareholders may decide to allocate any amount out of the share premium account to the legal reserve account.

Art. 14. Dissolution. In case the Company is dissolved, the liquidation will be carried out by one or several liquidators who may be but do not need to be shareholders and who are appointed by the general meeting of shareholders who will specify their powers and remunerations.

Art. 15. Sole Shareholder. If, and as long as one shareholder holds all the shares of the Company, the Company shall exist as a single shareholder company, pursuant to article 179 (2) of the law of 10 th August, 1915 on commercial companies; in this case, articles 200-1 and 200-2, among others, of the same law are applicable.

Art. 16. Applicable law. For anything not dealt with in the present articles of association, the shareholders refer to the relevant legislation.

Subscription - Payment

The articles of association of the Company having thus been drawn up by the appearing party, the appearing party subscribed and entirely paid-up one million three hundred thousand (1,300,000) shares as follows:

Subscriber	number of shares
"Sabatelli 3 S.à r.l. ",prenamed;	1,300,000

The shares so subscribed are fully paid up in cash so that the amount of thirteen thousand British Pounds (13,000.- GBP) is available to the Company. Evidence of the payment of the subscription price has been shown to the undersigned notary.

Transitory provisions

The first financial year will begin on the date of formation of the Company and will end on 31 st December 2013.

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, have been estimated at about one thousand two hundred euro.

Resolutions of the sole shareholder

Immediately after the incorporation of the Company, the abovenamed sole shareholder took the following resolutions:

1) The number of managers is fixed at four (4).

2) Are appointed as managers for an unlimited period of time:

a. Mr William J. Janetschek, born in New York (United States of America), on 28 th August 1961, residing at 9 West 57 th Street, Suite 4200, New York, New York 10019, United States of America;

b. Mr Ralph ROSENBERG, born in Illinois (United States of America) on 16 November 1964, with professional address at 9 West 57 th Street, Suite 4200, New York, New York 10019, United States of America;

c. Mr Stefan LAMBERT, born in Trier (Germany) on 8 January 1964, with professional address at 61, rue de Rollingergrund, L-2440 Luxembourg;

d. Dr Wolfgang ZETTEL, born in Constance (Germany), on 15 November 1962 and with professional address at 61, rue de Rollingergrund, L-2440 Luxembourg.

3) The Company shall have its registered office at 61, rue de Rollingergrund, L-2440 Luxembourg.

The undersigned notary, who understands and speaks English, states herewith that on request of the proxy holder of the above appearing party, the present deed is worded in English, followed by a French translation. On request of the same appearing proxy holder and in case of divergences between the English and the French text, the English version will prevail.

WHEREOF, the present notarial deed was drawn up in Belvaux, Grand Duchy of Luxembourg, in the premises of the undersigned notary, on the date mentioned at the beginning of this document.

The deed having been read to the proxy holder of the appearing party, known to the notary by his surname, Christian name, civil status and residence, said proxy holder signed together with Us notary the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille treize, le vingt-septième jour du mois de mai.

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

a comparu:

«Sabatelli 3 S.à r.l.», une société à responsabilité limitée établie et ayant son siège social au 61, rue de Rollingergrund, L-2440 Luxembourg, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 177 319,

ici représentée par:

Monsieur Brendan D. KLAPP, employé privé, avec adresse professionnelle à Belvaux, Grand-Duché de Luxembourg,

en vertu d'une procuration sous seing privé lui donnée à Luxembourg, le 24 mai 2013.

Laquelle procuration, après avoir été signée "ne varietur" par le mandataire de la partie comparante et le notaire soussigné, restera annexée au présent acte pour être enregistrée avec celui-ci.

Lequel mandataire, agissant ès-dites qualités, a requis le notaire soussigné de dresser ainsi qu'il suit les statuts d'une société à responsabilité limitée que la partie prémentionnnée a déclaré constituer:

Titre 1^er^. - Objet - Dénomination - Siège social - Durée

Art. 1^er^. Dénomination. Il est formé par les parties comparantes et toutes personnes qui deviendront par la suite associés, une société à responsabilité limitée sous la dénomination de «Sabatelli 4 S.à r.l.» (la «Société»). La Société sera régie par les présents statuts et les dispositions légales afférentes.

Art. 2. Objet. L'objet de la Société est de détenir des participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères ou dans toute autre entreprise, l'acquisition par l'achat, la souscription, ou par tout autre moyen, de même que le transfert par la vente, l'échange ou autrement d'actions, d'obligations, de certificats de créance, notes et autres valeurs mobilières de toute espèce, et la détention, l'administration, le développement et la gestion de son portefeuille. La Société peut également détenir des intérêts dans des sociétés de personnes et exercer son activité par l'intermédiaire de succursales luxembourgeoises ou étrangères.

La Société peut emprunter sous toute forme et procéder par voie de placement privé à l'émission d'obligations et de certificats de créance.

D'une manière générale elle peut prêter assistance (par des prêts, avances, garanties, valeurs mobilières ou autrement) à toute société ou entreprise dans laquelle la Société a un intérêt ou qui fait partie du groupe de sociétés auquel appartient la Société (y compris vers le haut et sur le coté), prendre toute mesure de contrôle et de surveillance et effectuer toute opération qu'elle juge utile dans l'accomplissement et le développement de ses objets.

Finalement, la Société peut effectuer toute opération commerciale, technique et financière ou autre, liée directement ou indirectement, dans tous les domaines, afin de faciliter la réalisation de son objet.

Art. 3. Durée. La Société est constituée pour une durée illimitée.

Art. 4. Siège Social. Le siège social de la Société est établi dans la Ville de Luxembourg, Grand-Duché de Luxembourg. Il peut être transféré en toute autre localité du Grand-Duché de Luxembourg en vertu d'une décision de l'assemblée générale extraordinaire des associés délibérant dans les conditions prévues pour la modification des statuts.

L'adresse du siège social peut être transférée à l'intérieur de la municipalité par décision du gérant ou, le cas échéant, du conseil de gérance.

La Société peut avoir des bureaux et des succursales situés au Luxembourg et à l'étranger.

Au cas où le gérant, ou le cas échéant le conseil de gérance, estimerait que 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, ont eu lieu ou sont sur le point d'avoir lieu, le siège social pourra être déclaré transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances anormales; de telles mesures temporaires n'auront aucun effet sur la nationalité de la Société qui, en dépit du transfert temporaire de son siège social, demeurera une société luxembourgeoise. Ces mesures temporaires seront prises et portées à la connaissance des tiers par le gérant ou le cas échéant le conseil de gérance.

Art. 5. Capital Social. Le capital social émis de la Société est fixé à treize mille Livres Sterling (13.000.- GBP) divisé en un million trois cent mille (1'300'000) parts sociales d'une valeur nominale d'un penny (0,01 GBP) chacune. Le capital de la Société peut être augmenté ou réduit par une résolution des associés adoptés de la manière requise pour la modification des présents statuts.

Toute prime d'émission disponible est distribuable.

Art. 6. Transfert de parts sociales. Les parts sociales sont librement transférables entre associés. Sauf dispositions contraires de la loi, le transfert de parts sociales à des non associés est soumis à l'agrément donné par les associés représentant au moins soixante-quinze pourcent du capital de la Société.

Art. 7. Gérance de la Société. La Société est administrée par un gérant unique ou un conseil de gérance nommé en tant qu'organe collégial par l'assemblée générale des associés. Le gérant unique ou les membres du conseil de gérance peut/peuvent ou non être associé(s).

Les gérants sont nommés et révoqués par l'assemblée générale des associés, qui détermine leurs pouvoirs et la durée de leurs fonctions, et qui statue à la majorité simple. Si aucun terme n'est indiqué, les gérants sont nommés pour une période indéterminée. Les gérants sont rééligibles mais leur nomination est également révocable avec ou sans motifs (ad nutum) et à tout moment.

Le gérant unique ou le conseil de gérance, le cas échéant, a les pouvoirs les plus étendus pour gérer les affaires de la Société et pour autoriser et/ou exécuter tous actes de disposition et d'administration en relation avec les objets de la Société. Tous les pouvoirs qui ne sont pas expressément réservés par la loi ou par les statuts à l'assemblée générale sont de la compétence du gérant unique ou du conseil de gérance, le cas échéant. Vis-à-vis des tiers le gérant unique ou le conseil de gérance le cas échéant, a les pouvoirs les plus étendus pour agir pour le compte de la Société en toutes circonstances et de faire, d'autoriser et d'approuver tous les actes et opérations relatives à la Société non réservés par la loi ou les statuts à l'assemblée générale ou tels qu'ils peuvent être prévus dans les statuts.

Le conseil de gérance peut élire un président et un ou plusieurs vice-président(s).

Tout gérant peut participer à une réunion du conseil de gérance par conférence téléphonique ou d'autres moyens de communication similaires permettant à toutes les personnes prenant part à cette réunion de s'entendre les unes les autres et de communiquer les uns avec les autres. Une réunion peut également être tenue uniquement sous forme de conférence téléphonique. La participation à ou la tenue d'une réunion par ces moyens équivaut à une présence en personne à une telle réunion ou à une réunion tenue en personne. Les gérants peuvent être représentés aux réunions du conseil de gérance par un autre gérant, sans limitation quant au nombre de procurations qu'un gérant peut accepter et voter.

Les réunions du conseil de gérance seront convoquées par le président du conseil de gérance ou un membre du conseil. Un avis écrit de toute réunion du conseil de gérance doit être donné aux gérants au moins vingt-quatre (24) heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas la durée de l'avis peut être raccourci et la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment de chaque gérant par écrit, par câble, télégramme, télex, email ou télécopie ou tout autre moyen de communication similaire. Une convocation spéciale ne sera pas requise pour une réunion du conseil se tenant à une heure et un endroit déterminés dans une résolution préalablement adoptée par le conseil de gérance.

Le conseil de gérance peut délibérer ou agir valablement seulement si au moins une majorité des gérants et présente ou représentée. Les décisions du conseil de gérance sont valablement prises avec l'accord de la majorité des membres du conseil de gérance de la Société (y compris par voie de représentation).

Le conseil de gérance peut, à l'unanimité, prendre des résolutions sur un ou plusieurs documents similaires par voie circulaire en exprimant son approbation par écrit, par câble, télécopie, courriel ou tout autre moyen de communication similaire. L'ensemble constituera les documents circulaires dûment exécutés faisant foi de la résolution intervenue. Les résolutions des gérants, y compris celles prises par voie circulaire, seront certifiées comme faisant foi et un extrait pourra être émis sous la signature d'un gérant ou tel qu'il est décidé par le conseil de gérance.

Les procès-verbaux de toute réunion du conseil de gérance seront signés par un gérant ou tel qu'il peut en être décidé par le conseil de gérance lors de la réunion. Les copies ou extraits de tels procès-verbaux destinés à servir en justice ou ailleurs seront signés par un gérant, ou tel qu'il peut en être décidé lors de la réunion ou lors d'une réunion ultérieure.

La Société sera engagée par la signature du gérant unique, ou dans le cas d'un conseil de gérance, par la signature d'un gérant, le cas échéant, ou par la signature unique ou conjointe de toute(s) personne(s) à qui de tels pouvoirs de signature auront été délégués par le gérant unique ou le conseil de gérance ou en cas de conseil, par un gérant (y compris par voie de représentation).

Art. 8. Responsabilité des gérants. Les gérants ne sont pas personnellement responsables des dettes de la Société. En tant que représentants de la Société, ils sont responsables de l'exécution de leurs obligations.

Sous réserve des exceptions et limitations énumérées ci-dessous, toute personne qui est, ou qui a été gérant, dirigeant ou responsable représentant de la Société, sera, dans la mesure la plus large permise par la loi, indemnisée par la Société pour toute responsabilité encourue et toutes dépenses raisonnables contractées ou payées par elle en rapport avec toute demande, action, plainte ou procédure dans laquelle elle est impliquée à raison de son mandat présent ou passé de gérant, dirigeant ou responsable représentant et pour les sommes payées ou contractées par elle dans le cadre de leur règlement.

Les mots «demande», «action», «plainte» ou «procédure» s'appliqueront à toutes les demandes, actions, plaintes ou procédures (civiles ou criminelles, y compris le cas échéant toute procédure d'appel) actuelles ou prévisibles et les mots «responsabilité» et «dépenses» devront comprendre, sans limitation, les honoraires d'avocats, frais, jugements et montants payés en règlement et autres responsabilités.

Aucune indemnité ne sera versée à tout gérant, dirigeant ou responsable représentant: (i) En cas de mise en cause de sa responsabilité vis-à-vis de la Société ou de ses associés en raison d'un abus de pouvoir, de mauvaise foi, de négligence grave ou d'imprudence dans l'accomplissement des devoirs découlant de la conduite de sa fonction; (ii) Pour toute affaire dans laquelle il serait finalement condamné pour avoir agi de mauvaise foi et non dans l'intérêt de la Société; ou (iii) Dans le cas d'un compromis ou d'une transaction, à moins que le compromis ou la transaction en question n'ait été approuvé par une juridiction compétente ou par le conseil de gérance.

Le droit à indemnisation prévu par les présentes, n'affectera aucun autre droit dont un gérant, dirigeant ou représentant peut bénéficier actuellement ou ultérieurement, il subsistera à l'égard de toute personne ayant cessé d'être gérant, dirigeant ou représentant et bénéficiera aux héritiers, exécuteurs testamentaires et administrateurs de telle personne. Les dispositions du présent article n'affecteront aucun droit à indemnisation dont pourrait bénéficier le personnel de la Société, y compris les gérants, dirigeants ou représentants en vertu d'un contrat ou autrement en vertu de la loi.

Les dépenses en rapport avec la préparation et la représentation d'une défense à l'encontre de toute demande, action, plainte ou procédure de nature telle que décrite dans le présent article, seront avancées par la Société avant toute décision sur la question de savoir qui supportera ces dépenses, moyennant l'engagement par ou pour le compte du représentant ou du dirigeant de rembourser ce montant s'il est finalement déterminé qu'il n'a pas droit à une indemnisation conformément au présent article.

Art. 9. Droits de vote des associés. Chaque associé peut participer aux décisions collectives. Il a un nombre de voix égal au nombre de parts sociales qu'il possède et peut se faire valablement représenter à toute assemblée des associés par un mandataire spécial.

Art. 10. Assemblées Générales. Les décisions des associés sont prises dans les formes et aux majorités prévues par la loi luxembourgeoise sur les sociétés commerciales, par écrit (dans la mesure où c'est permis par la loi) ou lors d'assemblées. Toute assemblée des associés de la Société régulièrement constituée ou toute résolution circulaire valable (le cas échéant) représente l'entièreté des associés de la Société.

Les assemblées sont convoquées par une convocation adressée par lettre recommandée aux associés à l'adresse contenue dans le registre des associés tenu par la Société au moins huit (8) jours avant la date de l'assemblée. Si l'entièreté du capital social de la Société est représentée à une assemblée, l'assemblée peut être tenue sans convocation préalable.

Dans le cas de résolutions circulaires, le texte de ces résolutions doit être envoyé aux associés à leur adresse inscrite dans le registre des associés tenu par la Société. Les résolutions prennent effet à partir de l'approbation par la majorité comme prévu par la loi concernant les décisions collectives (ou sujet à la satisfaction de la majorité, à la date y précisée). Des résolutions unanimes peuvent être passées à tout moment sans convocation préalable.

A moins que ce soit prévu autrement par la loi, (i) les décisions de l'assemblée générale seront valablement adoptées si elles sont approuvées par les associés représentant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première assemblée ou lors de la première résolution écrite, les associés seront convoqués ou consultés une deuxième fois, par lettre recommandée, et les décisions seront adoptées à la majorité des voix des votants, sans considérer la portion du capital représentée. (ii) Cependant, des décisions concernant des modifications des Statuts seront prises par (x) une majorité des associés (y) représentant au moins trois-quarts du capital social émis et (iii) les décisions concernant le changement de nationalité de la Société doivent être prises par les Associés représentant 100% du capital social émis.

A partir du moment et aussi longtemps que la Société compte plus de 25 associés l'assemblée générale annuelle sera tenue le premier mardi du mois de juin de chaque année à 10:00 heures. Si ce jour n'est pas un jour ouvrable, l'assemblée sera tenue le jour ouvrable suivant.

Art. 11. Année Sociale. L'année sociale commence le 1 er janvier de chaque année et se termine le dernier jour du mois de décembre de la même année.

Art. 12. Comptes annuels. Chaque année le gérant, ou le cas échéant le conseil de gérance établit les comptes annuels.

Les comptes annuels sont disponibles au siège social pour tout associé de la Société.

Art. 13. Distributions. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'une réserve légale. Ce prélèvement cesse d'être obligatoire lorsque cette réserve atteint dix pour cent (10%) du capital social émis de la Société.

Les associés peuvent décider de payer des acomptes sur dividendes sur base d'un état comptable préparé par le gérant ou le cas échéant par le conseil de gérance, duquel il ressort que des fonds suffisants sont disponibles pour distribution, étant entendu que les fonds à distribuer ne peuvent pas excéder le montant des bénéfices réalisés depuis la fin du dernier exercice comptable augmenté des bénéfices reportés et des réserves distribuables mais diminué des pertes reportées et des sommes à allouer à une réserve constituée en vertu de la loi.

Le solde peut être distribué aux associés par décision de l'assemblée générale des associés.

Le compte de prime d'émission peut être distribué aux associés par une décision de l'assemblée générale des associés. L'assemblée générale des associés peut décider d'allouer tout montant du compte prime d'émission à la réserve légale.

Art. 14. Dissolution. Au cas ou la Société est dissoute, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par l'assemblée générale des associés qui fixera leurs pouvoirs et leurs rémunérations.

Art. 15. Associé Unique. Lorsque, et aussi longtemps qu'un associé réunit toutes les parts sociales de la Société entre ses seules mains, la société est une société unipersonnelle au sens de l'article 179 (2) de la loi du 10 août 1915 sur les sociétés commerciales; dans ce cas, les articles 200-1 et 200-2, entre autres, de la même loi sont applicables.

Art. 16. Loi Applicable. Pour tout ce qui n'est pas réglé par les présents statuts, les associés se réfèrent aux dispositions légales en vigueur.

Souscription - Libération

Les statuts de la Société ayant été ainsi établis par la partie comparante, celles-ci a souscrit et intégralement libéré les un million trois cent mille (1'300'000) parts sociales comme suit:

Souscripteur	Nombre de parts sociales
«Sabatelli 3 S. à r.l.», prénommée;	1'300'000

Les parts sociales ainsi souscrites sont entièrement libérées par paiement en numéraire de sorte que la somme de treize mille Livres Sterling (13'000.- GBP) est à la disposition de la Société. Preuve du paiement du prix de souscription a été donnée au notaire instrumentant.

Disposition transitoire

Le premier exercice social commence le jour de la constitution de la Société et se termine le 31 décembre 2013.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société, ou qui sont mis à sa charge à raison de sa constitution, s'élève approximativement à mille deux cents euros.

Résolutions de l'associé unique

Après que les statuts aient été rédigés, l'associé unique prénommé a immédiatement pris les résolutions suivantes:

1) Le nombre de gérants est fixé à quatre (4).

2) Sont nommés gérants pour une période indéterminée:

a. Monsieur William J. Janetschek, né à New York (États-Unis d'Amérique), le 28 août 1961, avec adresse professionnelle à 9 West 57 th Street, Suite 4200, New York, New York 10019, Etats-Unis d'Amérique;

b. Monsieur Ralph ROSENBERG, né à Illinois (Etats-Unis d'Amérique) le 16 November 1964, avec adresse professionnelle au 9 West 57 th Street, Suite 4200, New York, New York 10019, Etats-Unis d'Amérique;

c. Monsieur Stefan LAMBERT, né à Trêves (Allemagne), le 8 janvier 1964, avec adresse professionnelle au 61, rue de Rollingergrund, L-2440 Luxembourg;

d. Dr. Wolfgang ZETTEL, né à Constance (Allemagne), le 15 novembre 1962, avec adresse professionnelle au 61, rue de Rollingergrund, L-2440 Luxembourg.

3) Le siège social de la société est établi au 61, rue de Rollingergrund, L-2440 Luxembourg.

Le notaire soussigné qui comprend et parle la langue anglaise, déclare que sur la demande du mandataire de la partie comparante, le présent acte de société est rédigé en langue anglaise suivi d'une traduction française. A la demande du même mandataire il est spécifié qu'en cas de divergences entre la version anglaise et la version française, le texte anglais fera foi.

DONT ACTE, fait et passé à Belvaux, Grand-Duché de Luxembourg, en l'étude du notaire soussigné, date qu'en tête des présentes.

Lecture faite au mandataire de la partie comparante, connu du notaire instrumentant par ses nom, prénom, état et demeure, ledit mandataire a signé avec Nous notaire le présent acte.

Signé: B.D. KLAPP, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 28 mai 2013. Relation: EAC/2013/6741. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2013070082/419.

(130086111) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2013.

FIDDIAM PM (FIDDIAM Performance Marketing) S.A., Société Anonyme,

(anc. Bureau de Service International S.A.).

Siège social: L-1274 Howald, 25, rue des Bruyères.

R.C.S. Luxembourg B 84.641.

L'an deux mille treize, le cinq juin.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme "BUREAU DE SERVICE INTERNATIONAL S.A.", ayant son siège social à L-1274 Howald, 25, rue des Bruyères,

inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 84.641,

ayant un capital de trente et un mille euros (31.000,- EUR), représenté par trois cent dix (310) actions d'une valeur nominale de cent euros (100,-EUR) chacune,

constituée suivant acte reçu par le notaire instrumentant en date du 31 octobre 2001, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 433 du 19 mars 2002.

Les statuts ont été modifiés suivant acte reçu par le notaire instrumentant en date du 19 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations numéro 895 du 5 avril 2012.

La séance est ouverte sous la présidence de Monsieur Thomas VETTER, administrateur, demeurant professionnellement à Howald, 25, rue des Bruyères.

Le Président désigne comme secrétaires Messieurs Marcus REITZ et Sven NOBEREIT, administrateurs, demeurant professionnellement à Howald, 25, rue des Bruyères.

L'assemblée choisit comme scrutateurs Monsieur Eddy NENNI, administrateur, demeurant professionnellement à Howald, 25, rue des Bruyères.

Les actionnaires présents ou représentés à la présente assemblée ainsi que le nombre d'actions possédées par chacun d'eux ont été portés sur une liste de présence, signée par les actionnaires présents et par les mandataires de ceux représentés, et à laquelle liste de présence, dressée par les membres du bureau, les membres de l'assemblée déclarent se référer.

Les procurations émanant des actionnaires représentés à la présente assemblée, signées "ne varietur" par les comparants et le notaire instrumentant, resteront annexées au présent acte avec lequel elles seront enregistrées.

Le Président expose et l'assemblée constate:

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

Ordre du jour:

1.- Changement de la dénomination de la société en FIDDIAM PM (FIDDIAM Performances Marketing) S.A., et modification afférente du premier alinéa de l'article 1 er des statuts.

2.- Changement de l'objet social de la société et modification subséquente de l'article 2 des statuts pour lui donner la teneur suivante:

« **Art. 2.** La société a pour objet les Performances en marketing, le Web marketing, et les Ventes à distance.

La société a également pour objet toutes activités commerciales, en accord avec les dispositions de la loi du 9 juillet 2004, modifiant la loi modifiée du 28 décembre 1988 concernant le droit d'établissement et réglementant l'accès aux professions d'artisan, de commerçant, d'industriel ainsi qu'à certaines professions libérales.

Elle pourra également faire toutes les opérations mobilières et immobilières, telles que l'achat, la vente, l'exploitation et la gestion d'immeubles.

La Société a également pour objet toutes prises de participations, sous quelque forme que ce soit, dans d'autres entreprises luxembourgeoises ou étrangères, la gestion ainsi que la mise en valeur de ces participations.

La Société pourra employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un porte-feuille se composant de tous titres et valeurs mobilières de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat, de négociation et de toute autre manière, tous titres et droits et les aliéner par vente, échange ou encore autrement; la Société pourra octroyer aux entreprises auxquelles elle s'intéresse, tous concours, prêts, avances ou garanties.

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 réaliser toutes opérations mobilières, financières ou industrielles, commerciales, liées directement ou indirectement à son objet et avoir un établissement commercial ouvert au public.

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.»

3.- Divers.

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

C) Que l'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, elle a pris à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide de changer la dénomination de la société en FIDDIAM PM (FIDDIAM Performance Marketing) S.A., et de modifier en conséquence le premier alinéa de l'article 1 er des statuts afin de lui donner la teneur suivante:

« **Art. 1 er . (1 er alinéa).** La société anonyme existe sous la dénomination de FIDDIAM PM (FIDDIAM Performance Marketing) S.A.."

Deuxième résolution

L'assemblée décide de changer l'objet social de la Société et en conséquence l'article 2 des statuts tel que repris dans le point 2 de l'ordre du jour.

Frais

Le montant des frais, dépenses et rémunérations quelconques incombant à la société en raison des présentes s'élève approximativement à neuf cent cinquante euros.

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

DONT ACTE, fait et passée à Junglinster, 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 avec Nous notaire le présent acte.

Signé: Thomas VETTER, Marcus REITZ, Sven NOBEREIT, Eddy NENNI, Jean SECKLER.

Enregistré à Grevenmacher, le 11 juin 2013. Relation GRE/2013/2348. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Claire PIERRET.

POUR EXPEDITION CONFORME.

Référence de publication: 2013083056/84.

(130102976) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2013.

Escher Kannerkrees, Association sans but lucratif.

Siège social: L-4271 Esch-sur-Alzette, 11, rue Origer.

R.C.S. Luxembourg F 9.592.

STATUTS

Entre les membres fondateurs suivants:

Koster Tessy, éducatrice graduée, Dudelange, Luxembourgeoise

Zimmer Laurent, gestionnaire, Ehlerange, Luxembourgeoise

Franck Anouk, éducatrice graduée, Niedercorn, Luxembourgeoise

Marques Sylvia, éducatrice graduée, Mondercange, Luxembourgeoise

Peiffer Siri, éducatrice graduée, Esch-sur-Alzette, Luxembourgeoise

Biver Christophe, éducateur gradué, Belvaux, Luxembourgeoise

Vitali Sandy, éducatrice graduée, Schifflange, Luxembourgeoise

Kremer Tim, éducateur gradué, Oberkorn, Luxembourgeoise

Ralinger Monique, éducatrice gradué, Esch-sur-Alzette, Luxembourgeoise

il a été constitué une ASBL portant la dénomination de «Escher Kannerkrees», Association sans but lucratif ayant son siège social: L-4271 Esch-sur-Alzette, 11, rue Origer.

Chapitre. I er . Dénomination, siège, objet, affiliation, durée

Art. 1 er . L'association prendra la dénomination de: Escher Kannerkrees.

Art. 2. Le siège social de l'Association est établi à 11, rue Origer L-4271 Esch-sur-Alzette.

Art. 3. L'association a pour objet:

3.1 La promotion d'initiatives socio-éducatives en faveur des enfants et de leur famille. Elle développe des activités diverses dans le domaine de l'animation et organise des évènements. L'association peut accomplir tous actes et toutes opérations qui se rapportent directement ou indirectement à son objet et qui est de nature à le favoriser.

3.2. De stimuler la participation active des parents à la vie de leurs enfants dans les Maisons Relais d'Esch-sur-Alzette.

3.3 De favoriser les échanges d'idées et des rapports entre les parents, les autorités scolaires, le personnel enseignant et les enfants inscrits en Maison Relais de la Ville d'Esch-sur-Alzette.

Art. 4. L'association pourra s'affilier à tous les groupements analogues nationaux ou internationaux susceptibles de lui prêter un concours utile pour atteindre les buts qu'elle poursuit.

Art. 5. L'association est indépendante du point de vue politique et confessionnel.

Art. 6. L'association est constituée pour une durée illimitée.

Chapitre. II. Composition, admission, démission, exclusion, cotisation

Art. 7. L'association se compose de membres actifs (composés du personnel des Maisons Relais d'Esch-sur-Alzette) et de membres honoraires. Le nombre des membres actifs est de 3 au minimum et de 15 membres maximum.

Art. 8. L'assemblée générale pourra, sur proposition du conseil d'administration, nommer membres honoraires des personnes physiques ou morales ayant rendu des services ou fait des dons à l'association.

Art. 9. La qualité de membre actif se perd:

- pour tout membre n'ayant pas réglé la cotisation de l'exercice écoulé - dans un délai de trois mois après l'échéance de celle-ci

- par démission

- par exclusion pour des actes portant un préjudice grave à l'association. L'exclusion sera proposée par le conseil d'administration à l'assemblée générale qui en statuera à la majorité des 2/3 des voix.

Art. 10. Tout membre de l'association peut à tout moment démissionner, moyennant notification écrite au secrétaire, qui la transmettra au conseil d'administration.

Art. 11. Les membres actifs paient une cotisation annuelle, dont le montant et les conditions de versement sont déterminés par l'assemblée générale, sur proposition du conseil d'administration. Le montant de la cotisation ne peut dépasser 100,- €.

Il n'est versé qu'une seule cotisation pour un ou plusieurs enfants d'une famille. Les membres honoraires ne sont pas sujets à cotisation.

Chapitre. III. Administration, élections

Art. 12. L'association est gérée par un conseil d'administration composé de 3 membres au moins et de 15 membres au plus. Ne peuvent faire partie du conseil d'administration que les membres actifs de l'association. Les membres actifs, réunis en assemblée générale ordinaire, élisent les membres du conseil.

Le mandat des membres du conseil d'administration a une durée d'une année scolaire. Les membres sortants sont rééligibles.

Le premier conseil d'administration sera désigné provisoirement par l'assemblée générale des membres fondateurs; ce conseil provisoire restera en fonction jusqu'à la première assemblée générale visée à l'article 21 des présents statuts, qui nommera le premier conseil d'administration définitif.

Le conseil d'administration a les pouvoirs les plus étendus pour l'administration et la gestion de l'association. Tout ce qui n'est pas réservé à l'assemblée générale par les statuts ou par la loi est de sa compétence. A l'égard des tiers, l'association est en toute circonstance valablement engagée par les signatures conjointes d'un président ou d'un trésorier ou d'un secrétaire.

Art. 13. Les candidatures au conseil d'administration sont à adresser au président au minimum 3 jours avant l'assemblée générale et ceci par écrit.

L'élection des membres du conseil d'administration se fait au scrutin secret. Sont élus les candidats ayant réuni le plus de voix; en cas d'égalité entre candidats. Il sera procédé par ballottage entre ces candidats; celui et ceux-ci ayant réuni le plus de voix étant définitivement élus.

Art. 14. Le conseil d'administration peut coopter jusqu'à 1/3 des membres élus, et ceci jusqu'à concurrence de 15 membres.

Le mandat des membres cooptés a une durée d'une année scolaire et est renouvelable. La cooption se fait au scrutin secret à la majorité des voix.

Art. 15. Le conseil d'administration élit chaque année parmi ses membres un bureau composé d'un président, d'un secrétaire et d'un trésorier. L'élection se fait au scrutin secret à la majorité des voix. Les fonctions des membres du conseil d'administration sont honorifiques.

Art. 16. Le conseil d'administration se réunit chaque fois qu'il le juge utile, sur convocation de son président ou à la demande d'au moins un tiers (1/3) de ses membres.

Les décisions du conseil d'administration sont prises à la majorité des suffrages exprimés par les membres présents. En cas d'égalité des voix, celle du président est décisive.

Les délibérations du conseil sont consignées dans un procès-verbal (approuvé dans la réunion suivante du C.A.).

Chapitre. IV. Exercice social. Assemblée générale

Art. 17. L'année sociale correspond à l'année scolaire. Par dérogation à cette règle la première année commence le jour de la signature des présents statuts.

Art. 18. L'assemblée générale ordinaire a lieu une fois par an, au courant du premier trimestre de l'année scolaire. Le conseil d'administration en fixe la date et l'ordre du jour.

Il est rendu compte à l'assemblée générale ordinaire des activités de l'association au cours de l'exercice écoulé.

L'assemblée approuvera les comptes de l'exercice écoulé et donnera des suggestions sur les activités du prochain exercice.

Elle procédera à l'élection des membres du conseil d'administration. Par dérogation cette règle, la première assemblée générale aura lieu dans les soixante (60) jours qui suivent la signature des présents statuts.

Le conseil d'administration peut convoquer une assemblée générale extraordinaire chaque fois qu'il le juge nécessaire.

A la suite d'une demande écrite de la part d'un cinquième (1/5) des membres actifs, le conseil d'administration doit convoquer dans un délai de trente (30) jours une assemblée générale extraordinaire, en mettant à l'ordre du jour le motif de la demande.

Art. 19. Tous les membres de l'association doivent être convoqués à l'assemblée générale. L'ordre du jour doit être joint à cette convocation.

Les propositions concernant l'ordre du jour émanant d'un membre de l'association doivent être soumises au conseil d'administration.

Art. 20. L'assemblée générale est régulièrement constituée quel que soit le nombre des membres présents. Tous les membres actifs ont un droit de vote égal dans les assemblées générales, le vote par procuration. Le vote par correspondance n'étant pas admis.

Il est constitué un bureau de vote de trois membres actifs, non candidats aux élections, qui procèdent au dépouillement des bulletins de vote et proclame le résultat des élections. Ses décisions sont sans appel.

Art. 21. Les résolutions et décisions de l'assemblée générale sont prises à main levée et à la majorité simple des voix des membres présents.

Elles sont consignées dans un registre spécial conservé au siège de l'association, où les membres pourront le consulter.

Chapitre. V. Ressources, voies et moyens

Art. 22. Les ressources de l'Association se composent notamment:

a. des cotisations de ses membres

b. de subsides

c. de dons ou legs en sa faveur.

Cette liste n'est pas limitative.

Art. 23. Le trésorier est chargé de la tenue des livres de comptabilité. Il veille à la rentrée des recettes et au paiement des dépenses.

Il établit pour chaque exercice le compte des recettes et des dépenses, lequel est soumis aux fins de vérifications à deux (2) réviseurs de caisse, désignés par l'assemblée générale.

Cette commission de révision en fait le rapport à l'assemblée générale, qui en cas d'approbation donne décharge au trésorier et au conseil d'administration.

Chapitre. VI. Modification des statuts

Art. 24. Toute modification des statuts doit être effectuée conformément aux prescriptions de l'article 8 de la loi du 21 avril 1928 sur les associations sans but lucratif.

Chapitre. VII. Dissolution, liquidation

Art. 25. La dissolution de l'association ne peut être prononcée que conformément aux dispositions stipulées à l'article 20 de la loi du 21 avril 1928 sur les associations sans but lucratif. L'assemblée générale peut désigner à la même occasion une ou plusieurs personnes chargées de la liquidation.

Art. 26. En cas de dissolution volontaire ou judiciaire de l'association, le ou les liquidateurs donneront aux biens de l'association, après acquittement du passif, une affectation qui se rapprochera autant que possible de l'objet en vue duquel l'association a été créée. (Œuvre ayant une activité à Esch-sur-Alzette)

Chapitre. VIII. Dispositions générales

Art. 27. Les dispositions de la loi du 21 avril 1928 telle qu'elle a été modifiée par la loi du 22 février 1984 et du 4 mars 1994 sur les associations sans but lucratif sont applicables à tous les cas non prévus par les présents statuts.

Référence de publication: 2013082926/133.

(130101480) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2013.

Fidessa S.A., Société Anonyme.

Capital social: EUR 1.003.010,40.

Siège social: L-2520 Luxembourg, 51, allée Scheffer.

R.C.S. Luxembourg B 74.611.

Extrait des résolutions des actionnaires du 25 juin 2013

Il résulte de la résolution prise par les actionnaires de la Société que le mandat des personnes suivantes est renouvelé en tant qu'administrateurs de la Société, et ce jusqu'à la tenue de l'assemblée générale des actionnaires de la Société approuvant les comptes annuels 2013:

- M. John DERCKSEN,
- M. Frank BERGMAN,
- Mme Lucile MAKHLOUF,

Ayant tous leur adresse professionnelle au 51, Allée Scheffer, L-2520 Luxembourg.

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

Référence de publication: 2013083947/17.

(130103317) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2013.

Azimuth International S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1611 Luxembourg, 13, avenue de la Gare.

R.C.S. Luxembourg B 155.239.

Extrait des résolutions prises par l'associé unique en date du 17 juin 2013

1. La démission de Monsieur Wim RITS en tant que gérant de classe A a été acceptée avec effet immédiat.

2. La démission de Monsieur Ian Brooks en tant que gérant de classe B a été acceptée avec effet immédiat.

3. Madame Elena SIDOROVA, née le 2 septembre 1966 à Moscou (Russie), demeurant à 9 Vasileos Konstantinou Street, 1105 Nicosia ïencerie, a été nommée en tant que nouvelle gérante de classe A avec effet immédiat et pour une durée indéterminée.

4. Monsieur Olivier JARNY, né le 22 décembre 1975 à Nantes (France), demeurant au 13, avenue de la Gare, L-1611 Luxembourg, a été nommée en tant que nouveau gérant de classe B avec effet immédiat et pour une durée indéterminée.

5. Monsieur Cédric RATHS, né le 9 avril 1974 à Bastogne (Belgique), demeurant au 13, avenue de la Gare, L-1611 Luxembourg, a été nommée en tant que nouveau gérant de classe A avec effet immédiat et pour une durée indéterminée.

6. Le siège social de la société a été transféré de 15, rue Edward Steichen, L-2450 Luxembourg, au 13, avene de la Gare L-1611 Luxembourg, avec effet immédiat.

Pour extrait sincère et conforme
Pour AZIMUTH INTERNATIONAL S.à r.l.
Un mandataire

Référence de publication: 2013083756/23.

(130103266) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2013.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck