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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° 411 14 février 2014

SOMMAIRE

Clipit S.A., Société Anonyme.

Siège social: L-1630 Luxembourg, 56, rue Glesener.

R.C.S. Luxembourg B 183.002.

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STATUTS

L'an deux mille treize, le treize décembre.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette (Grand-Duché de Luxembourg).

Ont comparu:

1.- Monsieur Eric HOFFELINCK, administrateur de sociétés, né le 18 mai 1969 à Charleroi, demeurant professionnellement au 56, rue Glesener L-1630 Luxembourg;

2.- Monsieur Matthieu VANHAM, administrateur de sociétés, né le 26 janvier 1970 à Charleroi, demeurant professionnellement au 56, rue Glesener L-1630 Luxembourg;

Ici tous deux représentés par Monsieur Nicolas DE CARITAT, employé privé, demeurant professionnellement au 56, rue Glesener à L-1630 Luxembourg en vertu de procurations sous seing privé lui ayant été délivrées.

Lesdites procurations après avoir été signées «ne varietur» par le mandataire et le notaire instrumentaire demeureront annexées au présent acte pour être sousmises ensemble aux formalités de l'enregistrement.

Lesquels comparants, dûment représentés ont requis le notaire instrumentaire d'arrêter ainsi qu'il suit les statuts d'une société que les parties déclarent constituer comme suit:

Art. 1 er . Dénomination - Forme.

Il est formé entre le souscripteur et tous ceux qui deviendront propriétaires des actions ci-après créées, une société sous forme d'une société anonyme, sous la dénomination de «CLIPIT S.A.» (la «Société»).

Art. 2. Durée.

La Société est constituée pour une durée indéterminée.

Art. 3. Siège social.

Le siège social de la Société est établi à Luxembourg. Il peut être créé, par simple décision du conseil d'administration, des succursales ou bureaux, tant dans le Grand-Duché de Luxembourg qu'à l'étranger.

Art. 4. Objet.

La société à pour objet, au Luxembourg ou à l'étranger, pour compte propre ou de tiers:

La création et développement de dispositifs et de services de communication.

La recherche et le conseil en travaux marketing.

La recherche et mise en oeuvre de source d'approvisionnement et de filières de vente de produits distinctifs en ce compris l'achat-vente de ces produits et la pratique d'agence.

Le conseil en gestion et bonne conduite des affaires.

La prestation de services liés au domaine de l'informatique

La Société a également pour objet toutes opérations se rapportant directement ou indirectement à la prise de participation sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres, instruments financiers, obligations, bons du trésor, participations, actions, marques et brevets ou droits de propriété intellectuelle de toute origine, participer à la création, l'administration, la gestion, le développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres, marques, brevets ou droits de propriété intellectuelle, les réaliser par voie de vente, de cession d'échange ou autrement, faire mettre en valeur ces affaires, marques, brevets et droits de propriété intellectuelle, accorder aux sociétés auxquelles elle s'intéresse tous concours, prêts, avances ou garanties et/ou aux sociétés affiliées et/ou sociétés appartenant à son Groupe de sociétés, le Groupe étant défini comme le groupe de sociétés incluant les sociétés mères, ses filiales ainsi que les entités dans lesquelles les sociétés mères ou leurs filiales détiennent une participation.

Elle pourra également être engagée dans les opérations suivantes, il est entendu que la Société n'entrera dans aucune opération qui pourrait l'amener à être engagée dans toute activité qui serait considérée comme une activité réglementée du secteur financier:

- conclure des emprunts sous toute forme ou obtenir toutes formes de moyens de crédit et réunir des fonds, notamment, par l'émission de titres, d'obligations, de billets à ordre et d'autres instruments de dettes ou de titres de capital ou utiliser des instruments financiers dérivés ou autres;

- avancer, prêter, déposer des fonds ou donner crédit à ou avec garantie de souscrire à ou acquérir tous instruments de dette, avec ou sans garantie, émis par une entité affiliée luxembourgeoise ou étrangère, pouvant être considérés dans l'intérêt de la Société;

La société a également pour objet la commercialisation de dispositifs d'images géantes et de systèmes de fixation de toiles.

Elle prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, y inclus des opérations immobilières, qui se rattachent à son objet ou qui le favorisent.

D'une façon générale, elle peut prendre toutes mesures de contrôle et de surveillance et faire toutes opérations qu'elle jugera utiles à l'accomplissement ou au développement de son objet.

Art. 5. Capital social. Le capital social de la Société est fixé à EUR 31.000.- (trente et un mille Euros), représenté par 3.100 (trois mille cent) actions d'une valeur nominale de EUR 10.- (dix euros).

La Société peut racheter ses propres actions dans les termes et sous les conditions prévues par la loi.

Le capital autorisé est, pendant la durée telle que prévue ci-après, de EUR 5.000.000.- (cinq millions d'Euros) représenté par 500.000 (cinq cent mille) actions d'une valeur nominale de EUR 10.- (dix Euros) chacune.

En outre, le conseil d'administration est autorisé, pendant une période de cinq ans, commençant à courir à partir de la publication des présents statuts, à augmenter en une ou plusieurs fois le capital souscrit à l'intérieur des limites du capital autorisé avec émission d'actions nouvelles. Ces augmentations de capital peuvent être souscrites avec ou sans prime d'émission, à libérer en espèces, en nature ou par compensation avec des créances certaines, liquides et immédiatement exigibles vis-à-vis de la société, ou même par incorporation de bénéfices reportés, de réserves disponibles ou de primes d'émission, ou par conversion d'obligations comme dit ci-après. Le conseil d'administration est spécialement autorisé à procéder à de telles émissions sans réserver aux actionnaires antérieurs un droit préférentiel de souscription des actions à émettre.

Le conseil d'administration peut déléguer tout administrateur, directeur, fondé de pouvoir ou toute autre personne dûment autorisée, pour recueillir les souscriptions et recevoir paiement du prix des actions représentant tout ou partie de cette augmentation de capital.

Chaque fois que le conseil d'administration aura fait constater authentiquement une augmentation du capital souscrit, il fera adapter le présent article.

Le conseil d'administration est encore autorisé à émettre des emprunts obligataires ordinaires, avec bons de souscription ou convertibles, sous forme d'obligations au porteur ou autre, sous quelque dénomination que ce soit et payables en quelque monnaie que ce soit, étant entendu que toute émission d'obligations, avec bons de souscription ou convertibles, ne pourra se faire que dans le cadre des dispositions légales applicables au capital autorisé, dans les limites du capital autorisé ci-dessus spécifié et dans le cadre des dispositions légales, spécialement de l'article 32-4 de la loi sur les sociétés. Le conseil d'administration déterminera la nature, le prix, le taux d'intérêt, les conditions d'émission et de remboursement et toutes autres conditions y ayant trait.

Un registre des obligations nominatives sera tenu au siège social de la société.

Art. 6. Actions.

Les actions de la Société sont nominatives ou au porteur, ou en partie dans l'une ou l'autre forme, au choix des actionnaires, sauf dispositions contraires de la loi.

La Société ne reconnaît qu'un propriétaire par action. S'il y a plusieurs propriétaires par action, la société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

Art. 7. Assemblée des actionnaires - Dispositions générales.

L'assemblée des actionnaires de la Société régulièrement constituée représentera tous les actionnaires de la société. Elle aura les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société.

Lorsque la Société compte un associé unique, il exercera les pouvoirs dévolus à l'assemblée générale.

Art. 8. Assemblée Générale annuelle - Approbation des comptes annuels.

L'assemblée générale annuelle des actionnaires se tiendra au siège social de la Société, ou à tout autre endroit qui sera fixé dans l'avis de convocation, le 1 er lundi du mois de mars à 14.00 heures.

Si ce jour est un jour férié légal, l'assemblée générale annuelle se tiendra le premier jour ouvrable qui suit. L'assemblée générale annuelle pourra se tenir à l'étranger, si le conseil d'administration constate souverainement que des circonstances exceptionnelles le requièrent.

Art. 9. Autres assemblées.

Les autres assemblées des actionnaires pourront se tenir aux heures et lieu spécifiés dans les avis de convocation.

Les quorum et délais requis par la loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la Société, dans la mesure où il n'est pas autrement disposé dans les présents statuts.

Toute action donne droit à une voix, sauf toutefois les restrictions imposées par la loi et par les présents statuts. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, télégramme, télex ou téléfax une autre personne comme son mandataire.

Sont réputés présents pour le calcul du quorum et de la majorité les actionnaires qui participent à l'assemblée par visioconférence ou par des moyens permettant leur identification, pour autant que ces moyens satisfassent à des caractéristiques techniques garantissant la participation effective à l'assemblée, dont les délibérations sont retransmises de façon continue.

Dans la mesure où il n'en est pas autrement disposé par la loi, les décisions d'une assemblée des actionnaires dûment convoquée sont prises à la majorité simple des actionnaires présents et votants.

Le conseil d'administration peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à toute assemblée des actionnaires.

Si tous les actionnaires sont présents ou représentés lors d'une assemblée des actionnaires, et s'ils déclarent connaître l'ordre du jour, l'assemblée pourra se tenir sans avis de convocation ni publication préalables.

Art. 10. Composition du Conseil d'administration.

La Société sera administrée par un conseil d'administration composé de trois membres au moins, qui n'ont pas besoin d'être actionnaires de la Société. Toutefois, lorsque la société est constituée par un associé unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un associé unique, la composition du conseil d'administration peut être limitée à un membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un associé.

Les administrateurs seront élus par l'assemblée générale des actionnaires pour une période qui ne pourra excéder six années et resteront en fonctions jusqu'à ce que leurs successeurs auront été élus. Ils sont rééligibles.

En cas de vacance d'un poste d'administrateur, les administrateurs restants ont le droit d'y pourvoir provisoirement; dans ce cas l'assemblée générale lors de sa première réunion procède à l'élection définitive.

Art. 11. Réunions du Conseil d'administration.

Le conseil d'administration élit en son sein un président et peut choisir un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être administrateur et qui sera en charge de la tenue des procès-verbaux des réunions du conseil d'administration et des assemblées générales des actionnaires.

Le conseil d'administration se réunira sur la convocation du président, de l'administrateur unique ou de deux administrateurs, au lieu indiqué dans l'avis de convocation.

Tout administrateur pourra se faire représenter à toute réunion du conseil d'administration en désignant par écrit ou par câble, télégramme, télex ou télécopie un autre administrateur comme son mandataire.

Sont réputés présents pour le calcul du quorum et de la majorité les administrateurs qui participent à la réunion du conseil d'administration par visioconférence ou par des moyens permettant leur identification, pour autant que ces moyens satisfassent à des caractéristiques techniques garantissant une participation effective à la réunion du conseil, dont les délibérations sont retransmises de façon continue. La réunion tenue par de tels moyens de communication à distance est réputée se dérouler au siège de la Société.

Le conseil d'administration ne pourra délibérer ou agir valablement que si la moitié au moins des administrateurs est présente ou représentée à la réunion du conseil d'administration. Les décisions sont prises à la majorité des administrateurs présents ou représentés à cette réunion.

Le conseil d'administration peut, unanimement, passer des résolutions circulaires en donnant son approbation par écrit, par câble, télégramme, télex ou fax, ou par tout autre moyen de communication similaire, à confirmer par écrit. Le tout formera le procès-verbal prouvant l'approbation des résolutions.

Lorsque la société compte un seul administrateur, il exerce les pouvoirs dévolus au conseil d'administration.

Art. 12. Pouvoirs du Conseil d'administration.

Le conseil d'administration est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société. Tous pouvoirs que la loi ne réserve pas expressément à l'assemblée générale des actionnaires sont de la compétence du conseil d'administration.

Le conseil d'administration pourra déléguer ses pouvoirs relatifs à la gestion journalière des affaires de la Société et à la représentation de la Société pour la conduite des affaires, à un ou plusieurs administrateurs, directeurs, gérants et autres agents, associés ou non, agissant à telles conditions et avec tels pouvoirs que le conseil déterminera. Il pourra également conférer tous pouvoirs et mandats spéciaux à toutes personnes qui n'ont pas besoin d'être administrateurs, nommer et révoquer tous fondés de pouvoirs et employés, et fixer leurs émoluments.

Lorsque la société compte un seul administrateur, il exerce les pouvoirs dévolus au conseil d'administration.

Art. 13. Représentation.

La Société sera engagée soit par la signature individuelle de l'administrateur unique, soit si le conseil d'administration est composé de trois membres ou plus par la signature collective de deux administrateurs, ou la seule signature de toute personne à laquelle pareil pouvoir de signature aura été délégué par le conseil d'administration.

Toutefois, pour toutes les opérations entrant dans le cadre des activités soumises à l'autorisation préalable du Ministère des Classes Moyennes et du Tourisme, la société devra toujours être engagée soit par la signature conjointe de deux Administrateurs, dont obligatoirement la signature de la personne au nom de laquelle ladite autorisation est délivrée, soit par la signature individuelle du délégué à la gestion journalière ou de l'Administrateur unique pour autant que le signataire individuel soit détenteur de l'autorisation de commerce.

Art. 14. Surveillance.

Les opérations de la Société seront surveillées par un ou plusieurs commissaires aux comptes qui n'ont pas besoin d'être actionnaires. L'assemblée générale des actionnaires désignera les commissaires aux comptes et déterminera leur nombre, leur rémunération et la durée de leurs fonctions qui ne pourra excéder six années. Ils sont rééligibles.

Art. 15. Exercice social.

L'exercice social commencera le 1 er janvier de chaque année et se terminera le 31 décembre de la même année.

Art. 16. Allocation des bénéfices.

Sur le bénéfice annuel net de la société il est prélevé cinq pour cent (5%) pour la formation d'un fonds de réserve légale. Ce prélèvement cesse d'être obligatoire lorsque et aussi longtemps que la réserve légale atteindra le dixième du capital social.

L'assemblée générale des actionnaires déterminera, sur proposition du conseil d'administration, de quelle façon il sera disposé du solde du bénéfice annuel net.

Dans le cas d'actions partiellement libérées, des dividendes seront payables proportionnellement au montant libéré de ces actions.

Des acomptes sur dividendes pourront être versés en conformité avec les conditions prévues par la loi.

Art. 17. Dissolution.

En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales) nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leurs rémunérations.

Art. 18. Divers.

Pour toutes les matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la loi du dix août mil neuf cent quinze concernant les sociétés commerciales et aux lois modificatives.

Dispositions transitoires

1) Le premier exercice social commencera le jour de la constitution et se terminera le 31 décembre 2014.

2) La première assemblée générale annuelle des actionnaires aura lieu en 2015.

Souscription et Libération

Les comparants agissant en leurs dites qualités ont souscrit un nombre d'actions et ont libéré entièrement en espèces les montants suivants:

Actionnaire	Capital souscrit	Capital libéré	Nombre d'actions
Mr Eric HOFFELINCK	15.500	15.500	15.500
Mr Matthieu VANHAM,	15.500	15.500	15.500
TOTAL:	31.000	31.000	31.000

Preuve de tous ces payements a été donnée au notaire soussigné, de sorte que la somme de trente et un mille euros (31.000.- EUR) se trouve à l'entière disposition de la société.

Déclaration - Evaluation

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du dix août mil neuf cent quinze sur les sociétés commerciales et en constate expressément l'accomplissement.

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 en raison de sa constitution, sont approximativement estimés à la somme de € 1.300.-.

Assemblée Générale Extraordinaire

Les personnes ci-avant désignées, représentant l'intégralité du capital souscrit et se considérant comme dûment convoquées, se sont constituées en assemblée générale extraordinaire.

Après avoir constaté que cette assemblée était régulièrement constituée, elles ont pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à trois celui des commissaires aux comptes à un.

2. Ont été appelés aux fonctions d'administrateurs:

a) Monsieur Eric HOFFELINCK, administrateur de sociétés, né le 18 mai 1969 à Charleroi, demeurant professionnellement au 56, rue Glesener L-1630 Luxembourg;

b) Monsieur Matthieu VANHAM, administrateur de sociétés, né le 26 janvier 1970 à Charleroi, demeurant professionnellement au 56, rue Glesener L-1630 Luxembourg;

c) La société NAJAFIN S.A., société de droit luxembourgeois, ayant son siège social 56, rue Glesener à L-1630 Luxembourg, RCS Luxembourg B148.930, qui conformément à l'article 51bis de la loi du 25 août 2006 modifiant la loi du 10 août 1915 sur les sociétés commerciales, a désigné pour l'exécution de cette mission son représentant permanent Monsieur Eric HOFFELINCK, administrateur de sociétés, né le 18 mai 1969 à Charleroi, demeurant professionnellement au 56, rue Glesener L-1630 Luxembourg.

3. A été appelé aux fonctions de commissaire aux comptes: "FISCONSULT S.A.", ayant son siège social au 56, rue Glesener à L-1630 Luxembourg.

4. L'adresse de la société est fixée à L-1630 Luxembourg, 56, rue Glesener.

5. La durée du mandat des administrateurs et du commissaire aux comptes sera de six années et prendra fin à l'assemblée générale des actionnaires qui se tiendra en l'an 2019.

6. Le conseil d'administration est autorisé à déléguer les pouvoirs de gestion journalière conformément à l'article 12 des statuts.

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

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite aux comparants, connus du notaire instrumentaire par leurs noms, prénoms usuels, états et demeures, ils ont signé avec Nous notaire la présente minute.

Signé: DE CARITAT, MOUTRIER.

Enregistré à Esch/Alzette Actes Civils, le 16/12/2013. Relation: EAC/2013/16482. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): HALSDORF.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 02/01/2014.

Référence de publication: 2014001461/247.

(140000758) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 janvier 2014.

European News Promotions S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1940 Luxembourg, 174, route de Longwy.

R.C.S. Luxembourg B 101.757.

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In the year two thousand and thirteen, on the seventeenth of December.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg.

There appeared:

BRIDGEPOINT Capital (NOMINEES) LIMITED, a company governed by the laws of the United Kingdom, having its registered office at 95 Wigmore Street London W1U 1FB, United Kingdom and registered with the Companies House of the United Kingdom under number 3139614,

hereby represented by Mrs Daphné CHARBONNET, by virtue of a proxy given under private seal in Luxembourg, on December 16 th , 2013.

Which proxy, after signature "ne varietur"by the proxy-holder and the undersigned notary will remain attached to the present deed to be filed at the same time with the registration authorities.

The appearing party, represented as stated above, declares being the sole shareholder ("Sole Shareholder") of "EUROPEAN NEWS PROMOTIONS SàRL", a private limited liability company (société à responsabilité limitée), with registered office at 174, Route de Longwy, L-1940 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number R.C.S Luxembourg B 101.757 (the "Company"), incorporated pursuant to a deed of Maître Paul FRIEDERS, notary residing in Luxembourg, dated June 18 th , 2004, published in the Mémorial C, Recueil des Sociétés et Associations on September 18 th , 2004 under number 931.

The articles of association have been amended for the last time on October 16 th , 2006 by notarial deed of Maître Henri HELLINCKX, notary then residing in Mersch, which was published in the Mémorial C, Recueil des Sociétés et Associations under number 670 on April 20 th , 2007.

All the one hundred and twenty-five (125) shares of the Company with a par value of one hundred euro (EUR 100) each, representing the entire subscribed capital of the Company amounting to twelve thousand five hundred euro (EUR 12,500) are duly represented at the extraordinary general meeting of the Sole Shareholder of the Company (the "Meeting"), which is thus regularly constituted and can validly deliberate on all the items of the agenda. The Sole Shareholder represented declare that it has had due notice of, and has been duly informed of the agenda prior to the Meeting.

The agenda of the Meeting is the following:

1. Decision to enter the Company into liquidation;
2. Appointment of one or more liquidators and determination of their powers and remuneration;
3. Discharge to the managers of the Company;
4. Miscellaneous.

After deliberation, the following resolutions were taken unanimously:

First resolution

In compliance with the law of August 10th, 1915 on commercial companies, as amended, the Sole Shareholder decides to dissolve the Company.

Second resolution

As a consequence of the above taken resolution, the Sole Shareholder decides to appoint as liquidator:

HALSEY S.à r.l., a limited liability company ("société à responsabilité limitée"), incorporated and existing under the law of the Grand-Duchy of Luxembourg, with registered office at 174, route de Longwy, L-1940 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number R.C.S Luxembourg B 50.984.

The liquidator has the broadest powers as provided for by Articles 144 to 148 bis of the law of August 10 th , 1915 on commercial companies, as amended.

It may accomplish all the acts provided for by Article 145 without requesting the authorisation of the Sole Shareholder in the cases in which it is requested.

The liquidator is relieved from inventory and may refer to the accounts of the Company.

It may, under its responsibility, for special or specific operations, delegate to one or more proxies such part of its powers it determines and for the period it will fix.

Third resolution

The Sole Shareholder decides to grant discharge to the managers of the Company and release them from liability in respect of the execution of their mandate with regards to the period from January 1 st , 2013 to December 17 th , 2013.

Nothing else being on the agenda, the meeting was closed.

Costs

The expenses, costs, remunerations and charges in any form whatever, which shall be borne by the Company as a result of the present deed are estimated at approximately one thousand two hundred euro (EUR 1,200).

The undersigned notary who understands and speaks English, states that upon request of the above appearing persons, this deed is worded in English followed by a French translation and that in case of any divergence between the English and the French text, the English text shall be prevailing.

Whereof this notarial deed was drawn up in Luxembourg, on the day appearing at the beginning of this document.

The document having been read and translated to the appearing persons, the members of the office of the meeting signed together with us the notary the present original deed.

Suit la traduction française:

L'an deux mille treize, le dix-sept décembre.

Par-devant Nous, Maître Martine SCHAEFFER, notaire de résidence à Luxembourg.

A comparu:

BRIDGEPOINT Capital (NOMINEES) LIMITED, une société de droit du Royaume-Unis, avec siège social au 95 Wigmore Street Londres W1U 1FB Royaume Uni et immatriculée auprès du Companies House du Royaume-Unis sous le numéro 3139614,

ici représentée par Madame Daphné CHARBONNET, en vertu d'une procuration signée sous seing privée à Luxembourg, en date du 16 décembre 2013.

Laquelle procuration, après avoir été signée «ne varietur» par le mandataire du comparant et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Lequel comparant, représenté comme dit ci-avant, déclare être l'associé unique («l'Associé Unique») de la société à responsabilité limitée «European News Promotions S.à r.l.», avec siège social au 174, route de Longwy, L-1940 Luxem-

bourg, avec un capital social de EUR 12.500,-, Grand-Duché de Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 101.757 (la «Société»), constituée suivant acte reçu par Maître Paul FRIEDERS, notaire de résidence à Luxembourg, le 18 juin 2004, publié au Mémorial C, Recueil des Sociétés et Associations, le 18 septembre 2004 sous le numéro 931.

Les statuts ont été modifiés pour la dernière fois le 16 octobre 2006 suivant acte reçu par Maître Henri HELLINCKX, notaire alors de résidence à Mersch, dont l'acte a été publié au Mémorial C, Recueil des Sociétés et Associations, numéro 670 le 20 avril 2007.

Toutes les cent vingt-cinq (125) parts sociales de la Société ayant une valeur nominale de cent euros (100.- EUR) chacune, représentant la totalité du capital souscrit de la Société d'un montant de douze mille cinq cents euros (12.500.- EUR) sont représentées à l'assemblée générale extraordinaire de l'Associé Unique de la Société («l'Assemblée»), qui est par conséquent valablement constituée et peut délibérer sur les points portés à l'ordre du jour. L'Associé Unique représenté déclare avoir été dûment convoqué à l'Assemblée et informé de l'ordre du jour.

Que la présente Assemblée a pour ordre du jour:

1. Décision de mettre la Société en liquidation;
2. Nomination d'un ou de plusieurs liquidateurs et détermination de leurs pouvoirs et rémunération;
3. Décharge aux gérants de la Société;
4. Divers.

Suite à cet ordre du jour, les résolutions suivantes ont été prises à l'unanimité:

Première résolution

Conformément à la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée, l'Associé Unique décide de dissoudre la Société.

Deuxième résolution

Suite à la résolution qui précède, l'Associé Unique décide de nommer en qualité de liquidateur:

HALSEY S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 174, Route de Longwy, L-1940 Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 50.984.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée.

Il peut accomplir tous les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'Associé Unique dans les cas où elle est requise.

Le liquidateur est dispensé de l'inventaire et peut se référer aux comptes de la Société.

Il peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

Troisième résolution

L'Associé Unique décide de donner décharge pleine et entière aux gérants de la Société, pour l'exécution de leur mandat pour la période du 1 er janvier 2013 jusqu'au 17 décembre 2013.

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

Frais

Les dépenses, frais et rémunérations et charges qui pourraient incomber à la Société à la suite du présent acte sont estimés à environ mille deux cents euros (1.200.- EUR).

Le notaire soussigné qui comprend et parle l'anglais, déclare que sur demande de la comparante, le présent acte est rédigé en anglais, suivi d'une version française. A la demande de la comparante et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

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

Signé: D. Charbonnet et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 23 décembre 2013. Relation: LAC/2013/59322. Reçu douze euros Eur 12.-.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 6 janvier 2014.

Référence de publication: 2014002200/131.

(140001776) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2014.

Aggregate Company S.à r.l., Société à responsabilité limitée.

Capital social: EUR 75.050,00.

Siège social: L-2220 Luxembourg, 595, rue de Neudorf.

R.C.S. Luxembourg B 93.373.

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In the year two thousand and thirteen, on the thirtieth of December.

Before US Maître Henri Beck, notary, residing in Echternach, Grand Duchy of Luxembourg.

There appeared:

Ms Emma Hindle, born in Preston, United Kingdom, on May 19 th , 1975, residing at Rolleweg 34, 64711 Erbach, Germany,

Here represented by Ms Peggy Simon, private employee, with professional address at 9 Rabatt, L-6475 Echternach, by virtue of a proxy established on November 13, 2013.

The said proxy, signed "ne varietur" by the proxyholder of the person appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearing party, through its proxyholder, has requested the undersigned notary to state that:

I. The appearing party is the sole shareholder of the limited liability company existing in Luxembourg under the name of "Aggregate Company S.à r.l." (the "Company"), registered with the Luxembourg Trade and Company Register under number B 93373, having its registered office at Findel Business Center, Complexe B, route de Trèves, L-2632 Findel, Grand Duchy of Luxembourg, incorporated by a deed of Maître Gérard Lecuit, notary, residing in Luxembourg, dated April 3 rd , 2003, published in the Memorial C, Recueil des Sociétés et Associations, number 572 of May 26 th , 2003, amended for the last time by a deed of Maître Henri Beck, notary, residing in Echternach, dated September 15 th , 2010, published in the Memorial C, Recueil des Sociétés et Associations, number 2312 of October 28 th , 2010.

II. The sole shareholder resolves to transfer, with immediate effect, the registered office of the Company from its current address set at Findel Business Center, Complexe B, route de Trèves, L-2632 Findel, Grand Duchy of Luxembourg to 595, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg.

III. Pursuant to the above resolution, the sole shareholder resolved to amend therefore article 5, paragraph 1, of the Company's articles of incorporation, to give it henceforth the following wording:

Art. 5. Registered office. "The registered office of the Company is established in the municipality of Luxembourg."

There being no further business before the meeting, the same was thereupon adjourned.

The undersigned notary who understands and speaks English states herewith that on request of the above appearing person, the present deed is worded in English followed by a German translation.

On request of the same appearing person and in case of divergence between the English and the German text, the English version will prevail.

Whereof, the present notarised deed was drawn up in Echternach, on the day named at the beginning of this document.

The document having been read to the proxyholder of the person appearing, who is known to the notary by her Surname, Christian name, civil status and residence, she signed together with Us, the notary, the present original deed.

Folgt Die Deutsche Übersetzung:

Im Jahre zweitausenddreizehn, den dreissigsten Dezember.

Vor dem unterzeichneten Notar Henri BECK, mit Amtssitze zu Echternach, Grossherzogtum Luxemburg.

Sind erschienen:

Frau Emma Hindle, geboren in Preston, Großbritannien, am 19. Mai 1975, wohnhaft in Rolleweg 34, 64711 Erbach, Deutschland,

hier vertreten durch Frau Peggy Simon, Privatangestellte, beruflich ansässig in 9, Rabatt, L-6475 Echternach, auf Grund von einer privatschriftlichen Vollmacht erstellt am 13. November 2013.

Diese Vollmacht bleibt, nachdem sie "ne varietur" durch die Erschienene und dem unterzeichnenden Notar unterschrieben wurden, gegenwärtiger Urkunde beigefügt, um mit ihr einregistriert zu werden.

Welche Erschienene, vertreten wie vorerwähnt, den instrumentierenden Notar ersucht ihre Erklärungen folgendermassen zu beurkunden:

I. Die Erschienene ist die einzige Gesellschafterin der luxemburgischen Gesellschaft mit beschränkter Haftung („société à responsabilité limitée“) „Aggregate Company S.à r.l.“ (die "Gesellschaft"), eingetragen im Handelsregister Luxemburg

unter der Nummer B 93373, mit Sitz in Findel Business Center, Complexe B, route de Trèves, L-2632 Findel, Grossherzogtum Luxembourg, gegründet durch Urkunde des Notars Gérard Lecuit, mit Amtswohnsitze zu Luxemburg, am 3. April 2003, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations Nummer 572 vom 26 Mai 2003, welche Statuten letztmalig abgeändert wurden durch Urkunde des Notars Henri Beck, mit dem Amtssitz in Echternach, am 15. September 2010, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations Nummer 2312 vom 28. Oktober 2010.

II. Die Anteilhaberin beschliesst, mit sofortiger Wirkung, den Sitz der Gesellschaft von Findel Business Center, Complexe B, route de Trèves, L-2632 Findel, Grossherzogtum Luxemburg nach 595, rue de Neudorf L-2220 Luxembourg, Grossherzogtum Luxemburg zu verlegen.

III. Die Anteilhaberin beschliesst, den ersten Absatz von Artikel 5 der Gesellschaftssatzung wie folgt zu ändern:

Art. 5. Gemeldete Gesellschaftsstelle. „Die Gesellschaft hat ihren Sitz in Luxembourg."

Da nichts mehr auf der Tagesordnung steht, wird die Versammlung sogleich beendet.

Der unterzeichnende Notar, der die englische Sprache versteht und spricht, erklärt hiermit, dass, auf Antrage der erschienenen Person, die vorliegende Urkunde auf Englisch verfasst ist, gefolgt von einer deutschen Übersetzung.

Auf Antrag der erschienenen Person und im Fall von Unterschieden zwischen der englischen und der deutschen Fassung, ist die englische Fassung maßgebend.

Worüber Urkunde geschehen und aufgenommen, am Datum wie eingangs erwähnt, in Echternach.

Und nach Vorlesung und Erklärung alles Vorstehenden an die Bevollmächtigte der erschienenen Person, dem Notar nach Namen, gebräuchlichen Vornamen, sowie Stand und Wohnort bekannt, hat diese mit dem Notar gegenwärtige Urkunde unterschrieben.

Signé: P. SIMON, Henri BECK.

Enregistré à Echternach, le 02 janvier 2014. Relation: ECH/2014/48. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): J.-M. MINY.

POUR EXPEDITION CONFORME, auf Begehr erteilt, zwecks Hinterlegung beim Handels- und Gesellschaftsregister.

Echternach, den 7. Januar 2013.

Référence de publication: 2014003441/77.

(140002898) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2014.

Domerat S.A., Société Anonyme,

(anc. Domerat S.A. SPF).

Siège social: L-1840 Luxembourg, 40, boulevard Joseph II.

R.C.S. Luxembourg B 144.543.

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L'an deux mille treize, le onze décembre.

Pardevant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

S'est réunie

l'Assemblée Générale Extraordinaire des actionnaires de la société anonyme «DOMERAT S.A. SPF», avec siège social à Luxembourg, constituée suivant acte reçu par le notaire soussigné, en date du 29 janvier 2009, publié au Mémorial, Recueil Spécial C, numéro 458 du 3 mars 2009 et dont les statuts ont été modifiés suivant acte reçu par le notaire soussigné, en date du 21 avril 2009, publié au Mémorial, Recueil Spécial, C, numéro 1062 du 25 mai 2009.

La séance est ouverte sous la présidence de Monsieur Jacques RECKINGER, maître en droit, avec adresse professionnelle à Luxembourg.

Le Président désigne comme secrétaire Madame Claudine HAAG, employée privée, avec adresse professionnelle à Luxembourg.

L'assemblée élit comme scrutateur Madame Sabine SOLHEID, employée privée, avec adresse professionnelle à Luxembourg.

Le Président déclare et prie le notaire d'acter:

I.- Que les actionnaires présents ou représentés ainsi que le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence, signée par le Président, le secrétaire, le scrutateur et le notaire instrumentaire.

Ladite liste de présence ainsi que, le cas échéant, les procurations des actionnaires représentés resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

II.- Qu'il appert de cette liste de présence que toutes les actions, représentant l'intégralité du capital souscrit, sont présentes ou représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour.

III.- Que l'ordre du jour de la présente assemblée est le suivant:

Ordre du jour

1) Modification de l'article quatre des statuts relatif à l'objet social comme suit:

La société a pour objet la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

Elle peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement.

La société peut emprunter et accorder aux sociétés dans lesquelles elle possède un intérêt direct ou indirect tous concours, prêts, avances ou garanties.

La société pourra faire en outre toutes opérations commerciales, industrielles et financières, tant mobilières qu'immobilières qui peuvent lui paraître utiles dans l'accomplissement de son objet.

2) Modification de l'article 17 des statuts comme suit:

« **Art. 17.** La loi du 10 août 1915 sur les sociétés commerciales ainsi que ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les présents statuts.»

3) Modification de la dénomination en DOMERAT S.A. et modification afférente de l'article 1 er des statuts comme suit:

« **Art. 1 er** . Il existe une société anonyme sous la dénomination de «DOMERAT S.A.» laquelle sera régie par les lois du Grand-Duché du Luxembourg, et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après la "Loi sur les Sociétés"), ainsi que par les présents statuts de la Société (ci-après les "Statuts")

4) Suppression de la phrase «Les actions de la Société sont réservées aux investisseurs définis à l'article 3 de la loi du 11 mai 2007» de l'article 5 des statuts.

Ces faits exposés et reconnus exacts par l'assemblée, cette dernière a pris à l'unanimité des voix, les résolutions suivantes:

Première résolution

L'Assemblée décide de modifier l'article quatre des statuts relatif à l'objet social comme suit:

« **Art. 4.** La société a pour objet la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

Elle peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement.

La société peut emprunter et accorder aux sociétés dans lesquelles elle possède un intérêt direct ou indirect tous concours, prêts, avances ou garanties.

La société pourra faire en outre toutes opérations commerciales, industrielles et financières, tant mobilières qu'immobilières qui peuvent lui paraître utiles dans l'accomplissement de son objet.

Deuxième résolution

L'Assemblée décide de modifier l'article 17 des statuts comme suit:

« **Art. 17.** La loi du 10 août 1915 sur les sociétés commerciales ainsi que ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les présents statuts.»

Troisième résolution

L'Assemblée décide de modifier la dénomination en DOMERAT S.A. et de modifier en conséquence l'article premier des statuts comme suit:

« **Art. 1 er .** Il existe une société anonyme sous la dénomination de «DOMERAT S.A.» laquelle sera régie par les lois du Grand-Duché du Luxembourg, et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après la "Loi sur les Sociétés"), ainsi que par les présents statuts de la Société (ci-après les "Statuts")»

Quatrième résolution

L'Assemblée décide de supprimer la phrase «Les actions de la Société sont réservées aux investisseurs définis à l'article 3 de la loi du 11 mai 2007» de l'article 5 des statuts.

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

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

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

Signé: J. RECKINGER, C. HAAG, S. SOLHEID et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 23 décembre 2013. Relation: LAC/2013/59410. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- POUR EXPEDITION CONFORME - délivrée à la société sur demande.

Luxembourg, le 9 janvier 2014.

Référence de publication: 2014005249/85.

(140005435) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2014.

Cocker & Co S.A., Société Anonyme.

Siège social: L-8041 Strassen, 80, rue des Romains.

R.C.S. Luxembourg B 173.678.

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L'an deux mille treize, le dix décembre.

Par-devant Maître Alex WEBER, notaire de résidence à Bascharage.

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme, société de gestion de patrimoine familial, en abrégé «SP.F» "COCKER & CO S.A. SPF" (numéro d'identité 2012 22 23 729), avec siège social à L-8041 Strassen, 80, rue des Romains, inscrite au R.C.S.L. sous le numéro B 173.678, constituée suivant acte reçu par le notaire instrumentant, en date du 23 novembre 2012, publié au Mémorial C, numéro 330 du 11 février 2013.

L'assemblée est présidée par Monsieur Jean-Marie WEBER, employé privé, demeurant à Aix-sur-Cloie/Aubange (Belgique).

Le Président désigne comme secrétaire Monsieur Albert DONDLINGER, employé privé, demeurant à Dahlem.

L'assemblée désigne comme scrutatrice Madame Cathy DAUBREMONT, employée privée, demeurant à Villerupt (France).

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

I.- L'ordre du jour de l'assemblée est le suivant:

Transformation de la société en société de participations financières (SOPARFI), avec effet au 10 décembre 2013 et modifications subséquentes des statuts.

II.- Les actionnaires présents ou représentés, les procurations des actionnaires représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence; cette liste de présence signée par les actionnaires, les mandataires des actionnaires représentés, le bureau et le notaire instrumentant, restera annexée au présent acte.

Les procurations des actionnaires représentés y resteront annexées de même.

III.- Tous les actionnaires étant présents ou représentés, l'assemblée est régulièrement constituée et peut valablement délibérer sur l'ordre du jour.

Ensuite l'assemblée, après délibération, a pris à l'unanimité la résolution suivante:

Résolution

L'assemblée décide de transformer la société en société de participations financières (SOPARFI), avec effet au 10 décembre 2013, de modifier la dénomination sociale en "COCKER & CO S.A." et en conséquence de:

A) modifier les articles 1 ^{er} , 4 et 18 des statuts pour leur donner la teneur suivante:

" **Art. 1 ^{er} .** Il existe une société anonyme, sous la dénomination de "COCKER & CO S.A.".

" **Art. 4.** La société a pour objet la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises et étrangères et toutes autres formes de placements, l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par vente, échange ou de toute autre manière de titres, obligations, créances, billets et autres valeurs de toutes espèces, l'administration, le contrôle et le développement de telles participations.

La société peut participer à la création et au développement de n'importe quelle entreprise financière, industrielle ou commerciale, tant au Luxembourg qu'à l'étranger, et leur prêter tous concours, que ce soit par des prêts, des garanties ou de toute autre manière.

La société peut procéder à l'achat, la détention et la gestion de brevets, marques, licences, et de façon générale, tous autres éléments de propriété intellectuelle dont elle pourra ensuite concéder l'usage par voie de licences, sous-licences ou tout autre contrat approprié.

La société peut prêter et emprunter sous toutes les formes, avec ou sans intérêts, et procéder à l'émission d'obligations.

La société peut réaliser toutes opérations mobilières, immobilières, financières, industrielles et commerciales liées directement ou indirectement à son objet.

Elle peut avoir un établissement commercial ouvert au public.

Elle peut réaliser son objet directement ou indirectement en son nom propre ou pour le compte de tiers, seule ou en association, en effectuant toutes opérations de nature à favoriser ledit objet ou celui des sociétés dans lesquelles elle détient des intérêts.

D'une façon générale, la société peut prendre toutes mesures de contrôle et de surveillance et faire toutes opérations qu'elle jugera utiles à l'accomplissement ou au développement de son objet en restant toutefois dans les limites tracées par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée."

" **Art. 18.** Tout ce qui n'est pas expressément réglementé par les présents statuts sera déterminé en concordance avec la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée.".

B) supprimer le deuxième alinéa de l'article 5 des statuts.

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

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, qui incombent à la société à raison des présentes, s'élèvent approximativement à mille euros (€ 1.000,-).

DONT ACTE, fait et passé à Bascharage en l'étude, date qu'en tête des présentes.

Et après lecture faite à l'assemblée, les membres du bureau, tous connus du notaire par leurs noms, prénoms usuels, états et demeures, ont signé avec Nous notaire le présent acte, aucun autre actionnaire n'ayant demandé à signer.

Signé: J.-M. WEBER, DONDLINGER, DAUBREMONT, A. WEBER.

Enregistré à Capellen, le 18 décembre 2013. Relation: CAP/2013/4824. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): NEU.

Pour expédition conforme, délivrée à la société sur demande, aux fins de dépôt au Registre de Commerce et des Sociétés.

Bascharage, le 6 janvier 2014. Alex WEBER.

Référence de publication: 2014005004/71.

(140003840) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2014.

Bureau de Gérances René Kitzler S.à r.l., Société à responsabilité limitée.

Siège social: L-8058 Bertrange, 3, Beim Schlass.

R.C.S. Luxembourg B 83.096.

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Le Bilan au 1 er Janvier au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014005875/10.

(140006328) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Coriant International S.à r.l., Société à responsabilité limitée.

Capital social: EUR 30.000,00.

Siège social: L-1748 Findel, 7, rue Lou Hemmer.

R.C.S. Luxembourg B 170.466.

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IN THE YEAR TWO THOUSAND AND THIRTEEN,

ON THE TWENTY-NINTH DAY OF THE MONTH OF NOVEMBER. Before Maître Cosita DELVAUX, notary, residing in Redange-sur-Attert, Grand-Duchy of Luxembourg.

There appeared

Xieon Networks Solutions S.à r.l., a société à responsabilité limitée incorporated under the laws of Luxembourg, having its registered office at 7, rue Lou Hemmer, L-1748 Luxembourg-Findel, registered with the Registre de Commerce et des Sociétés in Luxembourg ("RCS") under number B 174.826,

being the sole shareholder (the "Sole Shareholder") CORIANT INTERNATIONAL S.à r.l., a société à responsabilité limitée incorporated under the laws of Luxembourg, having its registered office at 7, rue Lou Hemmer L-1748 Luxembourg-Findel, registered with RCS under number B 170.466 (the "Company"). The Company was incorporated by deed of Maître Francis Kessler on 16 July 2012 published in the Memorial C, Recueil des Sociétés et Associations (the "Memorial") dated 30 August 2012, number 2159 page 103587 and amended for the last time by deed of the undersigning notary on 7 May 2013 published in the Memorial dated 24 May 2013, number 1218 page 58452.

The appearing party, represented by Maître Thierry Kauffman residing in Luxembourg, Grand-Duchy of Luxembourg, pursuant to a proxy dated 28 November 2013 given under private seal, which will be filed with the registration authorities together with the present deed, declared and requested the notary to record that:

Whereas the Sole Shareholder of the Company resolved to transfer the registered office of the Company to Galileo Center, N° 7, rue Lou Hemmer, L-1748 Luxembourg-Findel and to amend the first sentence of article 1.2 of the articles of association of the Company to read as follows: "The Company has its registered office in the city of Sandweiler Grand-Duchy of Luxembourg".

Whereas the Sole Shareholder of the Company was informed that the address of the Company is located in the city of Niederanven and not in the city of Sandweiler which error constitutes a clerical error (erreur matérielle).

The above clerical error (erreur matérielle) shall thus be rectified in the articles of association of the Company as follows:

The first sentence of Article 1.2 of the Articles of association shall read as follows:

"The Company has its registered office in the City of Niederanven, Grand Duchy of Luxembourg."

Expenses

The costs, expenses, remuneration or charges in any form whatsoever which shall be borne by the Company as a result of the reduction of the share capital are estimated at EUR 1,000.-.

The undersigned notary, who understands and speaks English, herewith states that at the request of the appearing parties hereto, these minutes are drafted in English followed by a French translation; at the request of the same appearing persons in case of divergences between the English and French version, the English version will prevail.

Done in Luxembourg, on the day beforementioned.

After reading these minutes the appearing persons signed together with the notary the present deed.

Suit la traduction française du texte qui précède

L'AN DEUX MILLE TREIZE,

LE VINGT-NEUVIÈME JOUR DU MOIS DE NOVEMBRE. Par-devant Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg.

A comparu

Xieon Networks Solutions S.à r.l., une société à responsabilité limitée constituée en vertu des lois du Luxembourg, ayant son siège social au 7, rue Lou Hemmer, L-1748 Luxembourg-Findel, immatriculée au Registre du Commerce et des Sociétés de Luxembourg ("RCS") sous le numéro B 174.826,

étant le seul actionnaire (l'"Associé unique") de CORIANT INTERNATIONAL S.à r.l, une société à responsabilité limitée constituée en vertu des lois du Luxembourg, ayant son siège social au 7, rue Lou Hemmer, L-1748 Luxembourg-Findel, immatriculée au RCS sous le numéro B 170.466 (la «Société»). La Société a été constituée par acte de Maître Francis Kessler le 16 juillet 2012, publication au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») en date du 30 août 2012, numéro 2159, page 103587 et modifiée pour la dernière fois par acte du notaire soussigné en date du 7 mai 2013 publié au Mémorial en date du 24 mai 2013, numéro 1218, à la page 58452.

- La partie comparante, représentée par Maître Thierry Kauffman demeurant à Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration en date du 28 Novembre 2013 sous seing privé, qui sera déposé auprès des autorités d'enregistrement ainsi que le présent acte, expose et prie le notaire pour enregistrer ce qui suit:

Considérant que l'associé unique de la Société a décidé de transférer le siège social de la Société à Galileo Center, N ° 7, rue Lou Hemmer, L-1748 Luxembourg-Findel et à modifier la première phrase de l'article 1.2 des statuts de la Société comme suit: «la Société a son siège social dans la commune de Sandweiler, Grand-Duché de Luxembourg».

Considérant que l'actionnaire unique de la Société a été informée que l'adresse de la Société est située dans la ville de Niederanven et non dans la ville de Sandweiler, laquelle erreur est une erreur matérielle.

L'erreur matérielle sous-mentionnée doit donc être corrigée dans les statuts de la Société comme suit:

La première phrase de l'article 1.2 des statuts est à lire comme suit:

«La Société a son siège social dans la commune de Niederanven, Grand-Duché de Luxembourg.»

Dépenses

Les dépenses, frais, rémunérations ou charges, sous quelque forme que ce soit, qui incomberont à la Société en raison de la réduction du capital social sont estimés à EUR 1.000.-

Le notaire soussigné, qui comprend et parle l'anglais, constate qu'à la demande des parties comparantes, le présent procès-verbal est rédigé en anglais, suivi d'une traduction en langue française; à la demande des mêmes personnes comparantes, en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Après lecture du présent procès-verbal, les personnes comparantes et le notaire ont signé le présent acte.

Signé: T. KAUFFMAN, C. DELVAUX.

Enregistré à Redange/Attert, le 02 décembre 2013. Relation: RED/2013/2057. Reçu douze euros 12,00 €.

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 06 décembre 2013. Me Cosita DELVAUX.

Référence de publication: 2014005901/81.

(140005667) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Bruyerrelux S.A., Société Anonyme.

Siège social: L-1630 Luxembourg, 58, rue Glesener.

R.C.S. Luxembourg B 63.118.

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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 BRUYERRELUX SA

FIDUCIAIRE DES PME SA

Référence de publication: 2014005873/11.

(140006257) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Bridgepoint Invest S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 117, avenue Gaston Diderich.

R.C.S. Luxembourg B 91.569.

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Le bilan au 31 décembre 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.

Le Mandataire

Référence de publication: 2014005872/10.

(140006475) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Brianfid-Lux S.A., Société Anonyme.

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

R.C.S. Luxembourg B 81.520.

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Les comptes annuels au 31 octobre 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.

Luxembourg, le 13 janvier 2014.

Référence de publication: 2014005871/10.

(140006667) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Bubblestories, Société à responsabilité limitée unipersonnelle.

Siège social: L-1247 Luxembourg, 16, rue de la Boucherie.

R.C.S. Luxembourg B 150.473.

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Les comptes annuels au 31.12.2010 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: 2014005874/9.

(140006546) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

BIBusiness S.à r.l., Société à responsabilité limitée.

Siège social: L-3750 Rumelange, 11, rue Michel Rodange.

R.C.S. Luxembourg B 153.771.

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

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

Luxembourg, le 10 janvier 2014.
Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2014005867/14.

(140006262) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

A3F S.à r.l., Société à responsabilité limitée.

Siège social: L-1133 Luxembourg, 17, rue des Ardennes.

R.C.S. Luxembourg B 144.951.

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Le bilan arrêté 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.

Ehnen, le 9 janvier 2014.
Pour A3F SARL
Fiduciaire Roger Linster Sàrl

Référence de publication: 2014005839/12.

(140006047) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Atid, Société Anonyme.

Siège social: L-1273 Luxembourg, 1, rue de Bitbourg.

R.C.S. Luxembourg B 66.397.

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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 ATID
Société anonyme
FIDUCIAIRE DES PME SA

Référence de publication: 2014005835/12.

(140005797) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Anavim, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 161.679.

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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.
Luxembourg, le 10 janvier 2014.

Référence de publication: 2014005830/10.

(140005796) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

ARCADIA-Mestre & Baulesch Senc, Société en nom collectif.

Siège social: L-9161 Ingeldorf, 20, Clos du Berger.

R.C.S. Luxembourg B 96.090.

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Le Bilan du 1 er Janvier au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014005832/10.

(140006329) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Bateman Luxembourg S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 12F, rue Guillaume Kroll.

R.C.S. Luxembourg B 86.189.

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Les comptes annuels au 30 juin 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.

BATEMAN LUXEMBOURG S.A.

Référence de publication: 2014005858/10.

(140006124) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Corestate Turbo FRA HoldCo S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.

R.C.S. Luxembourg B 180.016.

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EXTRAIT

Il résulte d'un acte de cession sous seing privé signé en date du 14 novembre 2013 que la société CORESTATE Capital AG, société de droit suisse, établie et ayant son siège social à Baarerstrasse 135, CH-6300 Zug (Suisse), immatriculée auprès du registre du commerce du canton de Zug sous le numéro CH-020.3.030.000-1/a, a cédé à CHINAWHITE S.A., société de droit des Iles Vierges Britanniques, dont le siège social est sis Akara Bldg., 24 de Castro Street, Wickhams Cay 1, Road Town, Tortola, Iles Vierges Britanniques (Royaume-Uni), immatriculée auprès du Registrar of Corporate Affairs sous le numéro 1657007, 294,120 parts sociales de catégorie A, 294,120 parts sociales de catégorie B, 294,120 parts sociales de catégorie C, 294,120 parts sociales de catégorie D, 294,120 parts sociales de catégorie E, 294,120 parts sociales de catégorie F, 294,120 parts sociales de catégorie G, 294,120 parts sociales de catégorie H, 294,120 parts sociales de catégorie I and 294,120 parts sociales de catégorie J.

Partant, les 5.000.000 parts sociales, représentant l'intégralité du capital social de la Société sont réparties comme suit:

CORESTATE Capital AG	205,880 parts sociales de catégorie A
	205,880 parts sociales de catégorie B
	205,880 parts sociales de catégorie C
	205,880 parts sociales de catégorie D
	205,880 parts sociales de catégorie E
	205,880 parts sociales de catégorie F
	205,880 parts sociales de catégorie G
	205,880 parts sociales de catégorie H
	205,880 parts sociales de catégorie I
	205,880 parts sociales de catégorie J
CHINAWHITE S.A.	294,120 parts sociales de catégorie A
	294,120 parts sociales de catégorie B
	294,120 parts sociales de catégorie C
	294,120 parts sociales de catégorie D
	294,120 parts sociales de catégorie E
	294,120 parts sociales de catégorie F
	294,120 parts sociales de catégorie G
	294,120 parts sociales de catégorie H
	294,120 parts sociales de catégorie I
	294,120 parts sociales de catégorie J

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

Luxembourg.

Référence de publication: 2014005900/40.

(140006582) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Balmossie Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 138.741.

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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.

Luxembourg, le 9 janvier 2014.
Balmossie Holding S.à r.l.
Manacor (Luxembourg) S.A.
Signature
Gérant

Référence de publication: 2014005854/14.

(140006666) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Caprinco Services S.A., Société Anonyme.

Siège social: L-8077 Bertrange, 183, rue de Luxembourg.

R.C.S. Luxembourg B 149.257.

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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.

Signature
Administrateur

Référence de publication: 2014005904/11.

(140006135) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Coal Energy S.A., Société Anonyme.

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

R.C.S. Luxembourg B 154.144.

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Les comptes annuels au 30 Juin 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.

Luxembourg, le 9 janvier 2014.
Coal Energy S.A.
V. Vyshnevetskyy / G.B.A.D. Cousin
Administrateur A / Administrateur B

Référence de publication: 2014005897/13.

(140006132) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Charles River Laboratories Luxembourg, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 113.334.

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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.

Signature.

Référence de publication: 2014005894/10.

(140005743) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Cavaletti S.à r.l., Société à responsabilité limitée.

Siège social: L-7240 Bereldange, 19, route de Luxembourg.

R.C.S. Luxembourg B 65.470.

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Le Bilan du 1 er janvier au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014005909/10.

(140006326) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

CAVOK Luxembourg S.A., Société Anonyme.

Siège social: L-2422 Luxembourg, 3, rue Renert.

R.C.S. Luxembourg B 119.868.

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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.

Signature.

Référence de publication: 2014005911/10.

(140005941) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Carrosserie Palanca S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-4384 Ehlerange, Zare Ilot Ouest.

R.C.S. Luxembourg B 123.304.

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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 CARROSSERIE PALANCA S.à r.l.

FIDUCIAIRE DES PME SA

Référence de publication: 2014005908/11.

(140006361) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Celi Mad Cleaning s.à r.l., Société à responsabilité limitée.

Siège social: L-8058 Bertrange, 3, Beim Schlass.

R.C.S. Luxembourg B 124.365.

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Le Bilan au 1 er janvier au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014005893/10.

(140006325) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Casa I Lux S.à r.l., Société à responsabilité limitée.

Capital social: USD 12.500,00.

Siège social: L-2453 Luxembourg, 5C, rue Eugène Ruppert.

R.C.S. Luxembourg B 163.111.

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Les comptes annuels de Casa I Lux S.à r.l - B 163111 au Décembre 31, 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.

Casa I Lux S.à r.l.

Référence de publication: 2014005891/11.

(140006173) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Buro Remich SA, Société Anonyme.

Siège social: L-1940 Luxembourg, 282, route de Longwy.

R.C.S. Luxembourg B 86.650.

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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 BURO REMICH SA

Fiduciaire des Classes Moyennes

Référence de publication: 2014005876/11.

(140006194) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

3 " C ", Collaborativ Consulting Company, Société Anonyme.

Siège social: L-9572 Weidingen, 1, rue des Vieilles Tanneries.

R.C.S. Luxembourg B 68.465.

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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.

Fiduciaire ARBO S.A.

Signature

Référence de publication: 2014005930/11.

(140006000) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

Artsy Financial S.à r.l. - SPF, Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 177.423.

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In the year two thousand thirteen,

on sixteenth day of December.

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

there appeared:

Mrs Carine AGOSTINI, employee, residing professionally in Luxembourg,

acting in her capacity as special attorney in fact of the board of managers of "ARTSY FINANCIAL S.à r.l.- SPF", a société à responsabilité limitée, in the form of a family estate management company having its registered office at 7, Val Sainte Croix, L-1371 Luxembourg, with a share capital of five hundred thousand euro (500'000.- EUR), incorporated on 17 May 2013 pursuant to a deed of the undersigned notary, published in the Mémorial C, Recueil des Sociétés et Associations n °1650 of 10 July 2013, registered with the Luxembourg Register of Commerce and Companies, Section B, under number B 177 423; the articles of incorporation of which have not been amended yet (the "Company"),

by virtue of the authority conferred on her by resolutions adopted by the board of managers of the Company on 03 October 2013, a copy of which resolutions by the board of managers, signed "ne varietur" by the appearing person and the undersigned notary, shall remain attached to the present deed with which it shall be formalised.

Said appearing person, acting in her said capacity, has requested the undersigned notary to record the following declarations and statements:

I. That the issued share capital of the Company is presently set at five hundred thousand euro (500'000.- EUR) divided into five hundred (500) shares with a par value of one thousand euro (1'000.- EUR), all fully paid up.

II. That pursuant to Article six (6) of the Company's articles of association, the authorised capital of the Company has been fixed at four million euro (4'000'000.- EUR) divided into four thousand (4'000) shares, with a nominal value of thousand euro (1'000.- EUR) per share.

III. That the board of managers of the Company, in its meeting of 03 October 2013 and in accordance with the authority conferred on it pursuant to Article six (6) of the Company's articles of incorporation, has decided to issue seven hundred twenty (720) new shares to be subscribed.

IV. That the board of managers resolved to increase the share capital of the Company by an amount of seven hundred twenty thousand euro (720'000.- EUR) in order to raise it from its current amount of five hundred thousand euro (500'000.- EUR) to an amount of one million two hundred twenty thousand euro (1'220'000.- EUR) together with a share premium in an aggregate amount of one million six hundred forty thousand four hundred twenty euro and two cents (1'640'420,02 EUR).

V. That the board of managers of the Company, in its meeting of 03 October 2013, has accepted the subscriptions and full payments by way of contributions in cash and in kind as well as of all seven hundred twenty (720) new shares and their allotment to the current shareholders of the Company:

(i) Mr Cristóbal THOMAS DE CARRANZA MENDEZ DE VIGO, company director, born in Madrid (Spain), on 16 November 1961, residing at Calle Hoyos del Espino, n° 13, Madrid 28035 (Spain),

of six hundred eighty-four (684) new shares with a nominal value of thousand euro (1'000.- EUR) per share together with a payment of a share premium in an amount of one million five hundred fifty-eight thousand three hundred and ninety-nine euro and two cents (1'558'399,02 EUR), thus a paid in aggregate amount of two million two hundred forty-two thousand three hundred and ninety-nine euro and two cents (2'242'399,02 EUR),

(ii) Mrs Soledad Isabel FERNANDEZ DE ARAOZ GOMEZ-ACEBO, without profession, born in Madrid (Spain), on 24 June 1968, residing at Calle Hoyos del Espino, n° 13, Madrid 28035 (Spain), of thirty-six (36) new shares with a nominal value of thousand euro (1'000.- EUR) per share together with a payment of a share premium in an amount of eighty-two

thousand and twenty-one euro (82'021.- EUR), thus a paid in aggregate amount of hundred eighteen thousand and twenty-one euro (118'021.-EUR).

VI. That the aggregate amount comprising the paid in share premium of two million three hundred sixty thousand four hundred and twenty euro and two cents (2'360'420,02 EUR) is as of today at the free disposal of the Company, as was evidenced to the undersigned notary by presentation of the supporting documents for the relevant payments by means of contributions in cash and in kind, as moreover specified and described in the prementioned resolutions of the managers of the Company, dated on 03 September 2013.

VII. That as a consequence of the above mentioned issue of shares, the first paragraph of Article 5 of the Articles of Association is therefore amended with effect as of 16 December 2013 and shall read as follows:

Art. 5. Issued Capital (First paragraph). "The issued capital of the Company is fixed at one million two hundred twenty thousand euro (1'220'000.- EUR) divided into thousand two hundred and twenty (1'220) shares with a par one thousand euro (1'000.- EUR) each, all of which are fully paid up"

Expenses

The expenses, incumbent on the company and charged to it by reason of the present deed, are estimated at approximately two thousand eight hundred euro.

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

Whereas the present deed was drawn up in Luxembourg, on the date named at the beginning of this deed.

The deed having been read to the appearing person, who is known by the notary by his surname, first name, civil status and residence, the said person signed together with Us, notary, this original deed.

Suit la traduction en langue française du texte qui précède:

L'an deux mille treize,

le seize décembre.

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

a comparu:

Madame Carine AGOSTINI, employée privée, demeurant professionnellement à Luxembourg,

agissant en sa qualité de mandataire spéciale du conseil de gérance de «ARTSY FINANCIAL S.à r.l. SPF», une société à responsabilité limitée, sous forme d'une société de gestion de patrimoine familial («SPF») ayant son siège social au 7, Val Sainte Croix, L-1371 Luxembourg, ayant un capital social de cinq cent mille euros (500'000.-EUR), constituée le 17 mai 2013 suivant acte dressé par le notaire soussigné, publié au Mémorial C, Recueil des Sociétés et Associations n°1650 du 10 juillet 2013, immatriculée au Registre de Commerce et des Sociétés de Luxembourg, Section B, sous le numéro B 177 423; dont les statuts ne furent pas modifiés depuis lors (la «Société»),

en vertu du pouvoir qui lui a été conféré par résolutions adoptées par le conseil de gérance de la Société le 03 octobre 2013, une copie desdites résolutions du conseil de gérance, après avoir été signée «ne varietur» par le comparant et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera formalisée.

Laquelle comparante, agissant en ladite qualité, a requis le notaire instrumentant de documenter les déclarations et constatations suivantes:

I. Que le capital social émis de la Société s'élève actuellement à cinq cent mille euros (500'000.- EUR) divisé en cinq cents (500) parts sociales ayant une valeur nominale de mille euros (1'000.- EUR) chacune, intégralement libérées.

II. Qu'en vertu de l'article six (6) des statuts de la Société, le capital autorisé de la Société a été fixé à quatre millions d'euros (4'000'000.- EUR) divisé en quatre mille (4'000) parts sociales, ayant une valeur nominale de mille euros (1'000.- EUR) par part sociale.

III. Que le conseil de gérance de la Société, lors de sa réunion du 03 octobre 2013 et conformément au pouvoir qui lui a été conféré en vertu de l'article six (6) des statuts de la Société, a décidé d'émettre sept cent vingt (720) nouvelles parts sociales devant être souscrites.

IV. Que le conseil de gérance a décidé d'augmenter le capital social de la Société d'un montant de sept cent vingt mille euros (720'000.- EUR) afin de le porter de son montant actuel de cinq cent mille euros (500'000.- EUR) à un montant d'un million deux cent vingt mille euros (1'220'000.- EUR) ensemble avec une prime d'émission d'un montant total d'un million six cent quarante mille quatre cent vingt euros et deux cents (1'640'420,02 EUR).

V. Que le conseil de gérance de la Société, lors de sa réunion du 03 octobre 2013, a accepté, les souscriptions et les libérations intégrales au moyen d'apports en numéraire et en nature, des toutes les sept cent vingt (720) nouvelles parts sociales et leur attribution aux associés existants de la Société:

(i) Monsieur Cristóbal THOMAS DE CARRANZA MENDEZ DE VIGO, administrateur de société, né à Madrid (Espagne), le 16 novembre 1961, demeurant à Calle Hoyos del Espino, n° 13, Madrid 28035 (Espagne), de six cent quatre-vingt-quatre (684) nouvelles parts sociales d'une valeur nominale de mille euros (1'000.- EUR) chacune, ensemble avec

paiement d'une prime d'émission d'un million cinq cent cinquante-huit mille trois cent quatre-vingt-dix-neuf euros et deux cents (1'558'399,02 EUR), soit un montant total versé de deux millions deux cent quarante-deux mille trois cent quatre-vingt-dix-neuf euros et deux cents (2'242'399,02 EUR);

(ii) Madame Soledad Isabel FERNANDEZ DE ARAOZ GOMEZACEBO, sans profession, née à Madrid (Espagne), le 24 juin 1968, demeurant à Calle Hoyos del Espino, n° 13, Madrid 28035 (Espagne), de trente-six (36) nouvelles parts sociales d'une valeur nominale de mille euros (1'000.- EUR) chacune, ensemble avec paiement d'une prime d'émission de quatre-vingt-deux mille vingt et un euros (82'021.- EUR), soit un montant total versé de cent dix-huit mille vingt et un euros (118'021.-EUR).

VI. Que le montant total, incluant les primes d'émission de deux millions trois cent soixante mille quatre cent vingt euros et deux cents (2'360'420,02 EUR) est à compter de ce jour à la libre disposition de la Société, comme prouvé au notaire instrumentant par présentation des documents concernant lesdits paiements par apports en numéraire et en nature, plus amplement spécifiés et décrits dans les prédites résolutions du conseil de gérance de la Société, datées du 03 septembre 2013.

VII. Qu'en conséquence de l'émission de nouvelles parts sociales mentionnée ci-dessus, avec effet au 16 décembre 2013, le premier alinéa de l'article cinq (5) des statuts est modifié et aura dorénavant la teneur suivante:

Art. 5. Capital Emis (Premier alinéa). «Le capital social émis de la Société est fixé à un million deux cent vingt mille euros (1'220'000.- EUR) divisé en mille deux cent vingt (1'220) parts sociales d'une valeur nominale de mille euros (1'000.- EUR) chacune, celles-ci étant intégralement libérées.»

Frais

Les frais incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de deux mille huit cents euros.

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande de la comparante ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française et qu'à la demande de la même comparante et en cas de divergences entre les textes anglais et français, le texte anglais primera.

Dont acte fait et passé à Luxembourg, date qu'en tête des présentes.

Lecture du présent acte faite et interprétation donnée à la comparante, connue du notaire instrumentant par ses nom, prénom usuel, état et demeure, elle a signé avec Nous, notaire, le présent acte.

Signé: C. AGOSTINI, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 18 décembre 2013. Relation: EAC/2013/16712. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014003456/135.

(140003178) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2014.

Diamond 45 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 121.693.

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Der Jahresabschluss vom 31. Dezember 2012 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 10. Januar 2014.
Für: DIAMOND 45, S.à r.l.
Société à responsabilité limitée
Experta Luxembourg
Société anonyme
Mireille Wagner / Cindy Szabo

Référence de publication: 2014005958/16.

(140006681) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

D. E. Shaw Oculus Luxembourg, S.à r.l., Société à responsabilité limitée.

Capital social: USD 25.000,00.

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

R.C.S. Luxembourg B 134.667.

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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: 2014005953/9.

(140005916) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2014.

ECommerce Taxi Middle East S.à r.l., Société à responsabilité limitée.

Capital social: EUR 16.750,00.

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

R.C.S. Luxembourg B 180.252.

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In the year two thousand and thirteen, on the fifth day of November.

Before us, Maître Henri Hellinckx, notary, residing in Luxembourg, Grand Duchy of Luxembourg,

THERE APPEARED:

1. ECommerce Holding III S.à r.l., a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register (Registre de Commerce et des Sociétés) under number B 177.438, having its registered office at 7, avenue Pescatore, L-2324 Luxembourg (hereinafter "ECommerce Holding III S.à r.l."),

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 October 2013 and in Luxembourg on 25 October 2013;

2. Bambino 53. V V UG (haftungsbeschränkt), a limited liability company (Unternehmergesellschaft (haftungsbeschränkt)) 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 October 2013; and

3. iMENA Classifieds Ltd., a limited liability company existing under the laws of the British Virgin Islands, registered under number 1726374, having its registered office at Craigmuir Chambers, Road Town, Tortola, VG1110, British Virgin Islands (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 under private seal.

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 Taxi Middle East 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 J.P. Pescatore, L-2324 Luxembourg, registered with the Luxembourg Trade and Companies' Register (Registre de Commerce et des Sociétés) under number B 180.252 and incorporated pursuant to a deed of the notary Francis Kesseler residing in Esch-sur-Alzette on 28 August 2013, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

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 iMENA Classifieds Ltd., a limited liability company existing under the laws of the British Virgin Islands, registered under number 1726374, having its registered office at Craigmuir Chambers, Road Town, Tortola, VG1110, British Virgin Islands (hereinafter the "New Investor") as new shareholder of the Company.

3. Increase of the Company's share capital by an amount of four thousand two hundred fifty euro (EUR 4,250) so as to raise it from its current amount of twelve thousand five hundred euro (EUR 12,500) up to sixteen thousand seven

hundred fifty euro (EUR 16,750) by issuing four thousand two hundred fifty (4,250) 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 sixteen thousand seven hundred and fifty Euros (EUR 16,750.00), represented by

5.1.1 twelve thousand five hundred (12,500) common shares with a nominal value of one Euro (EUR 1.00) each (the "Common Shares") and

5.1.2 four thousand two hundred and fifty (4,250) series A shares with a nominal value of one Euro (EUR 1.00) each (the "Series A Shares", the Series A Shares also referred to as "Preferred Shares").

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these Articles, the Law, or any shareholders' agreement.

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."

5. Decision to amend the corporate object of the Company so that the Company's purpose shall also include (i) the acquisition by purchase, registration or in any other manner as well as the transfer by sale, exchange or otherwise of intellectual and industrial property rights, (ii) the granting of license on such intellectual and industrial property rights, and (iii) the holding and the management of intellectual and industrial property rights.

6. Subsequent amendment of article two (2) of the articles of association of the Company so that it shall henceforth read as follows:

" **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.

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 purpose of the Company is also (i) the acquisition by purchase, registration or in any other manner as well as the transfer by sale, exchange or otherwise of intellectual and industrial property rights, (ii) the granting of license on such intellectual and industrial property rights, and (iii) the holding and the management of intellectual and industrial property rights.

2.5 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, in view of its realisation by sale, exchange or otherwise.

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

" **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 decision of the board of managers. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by resolution of the shareholders, adopted in the manner required for an amendment of these Articles.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by 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."

8. Subsequent amendment of article six point two (6.2) of the articles of association of the Company so that it shall henceforth read as follows:

"6.2 The shares of the Company are and shall remain in registered form only."

9. 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."

10. 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 the shareholders at a majority of three quarters 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 or drag-along rights contained in any shareholders agreement between the shareholders. To the extent that such approval has been granted, an additional consent to the transfer of shares is not required:

7.4.1 in case of a sale, transfer, assignment or any other disposal of shares by any Investor to a company (x) 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 a "Controlled Company"), 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 (d) the unilateral ability to cause, directly or indirectly, the direction of the management and policies of a person, whether through the ownership of voting securities or otherwise, or (y) in which the respective Investor or one or more shareholders of such Investor has a direct or indirect majority shareholding;

7.4.2 in case of a transfer, assignment or any other disposal of shares (i) to a party acquiring shares under an equity based employee participation plan or (ii) to the Company and/or any Investor pursuant to a call-option under a vesting scheme;

7.5 To the extent a transfer, assignment or any other disposal of shares requires no additional consent of the shareholders' meeting 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, assignment or any other disposal shall become effective towards the Company and third parties through the notification of the transfer, assignment or any other disposal to, or upon the acceptance of the transfer, assignment or any other disposal 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 shareholders holding at least three quarters of the share capital (a "Super Majority") (which, for these purposes, shall exclude the shares of the deceased shareholder). 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."

11. 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 within the limits set by the Law. The voting rights of any of its shares held by the Company are suspended, for as long as they are held by the Company.

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

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

8.2.2 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.

Upon receipt by such shareholder of the declaration of redemption sent by the board of managers, the shares shall automatically be redeemed without any further action being required. The present Articles together with the declaration of redemption constitute together a valid instrument in writing for the purposes of article 190 of the Law and the Company hereby acknowledges and accepts the transfer of the shares in such case and undertakes to register the transfer in its share register and to proceed with the relevant filings required by law.

8.3 If the share is held by several persons, it is sufficient that the ground for redemption exists with respect to one person; independently of this, several jointly entitled persons can only exercise the shareholders' rights in a uniform way

through one jointly entitled person to be appointed for this purpose without undue delay after the joint entitlement arises.

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, in which no declaration by the shareholder concerned and no respective shareholders' resolution is required)."

12. 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 requesting shareholder in equal parts, the part allocated to such shareholder shall be set off with the redemption price and the redemption price shall be reduced accordingly. The shareholder shall bear the remaining costs in case the redemption price does not cover the costs allocated to the shareholder for the expert opinion."

13. 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, for the shares to be assigned is owed by the person acquiring the shares and that the Company shall be liable like a guarantor."

14. 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.

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. 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."

15. 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."

16. 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 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."

17. 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."

18. 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 Articles.** Any amendment of these Articles requires the approval of (i) a majority in number of shareholders (ii) which also constitutes a Super Majority."

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

" **Art. 16. Shareholders' resolutions requiring specific majority.**

16.1 Shareholders' Resolutions regarding the following subjects must be taken by a Super Majority:

16.1.1 disposition of all Company's assets or of a significant part of the Company's assets including the resolution with respect to the merger, separation, transformation, consolidation, winding up or liquidation of the Company;

16.1.2 distributions to the Company's shareholders from the Company's distributable reserve (account 115 of the standard chart of accountants "apport en capitaux propres non rémunérés par des titres" under the laws of the Grand Duchy of Luxembourg);

16.1.3 transactions of the Company and its investment companies with affiliated legal entities and individuals. As such shall be deemed to be direct or indirect shareholders of the Company, affiliated companies pursuant to sections 15 et seqq. German Stock Corporation Act (Aktiengesetz) as well as relatives (section 15 German Tax Code (Abgabenordnung)) 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 article 16.1.3 does not apply if the transaction is at arm's length;

16.1.4 conclusion of company participations (for the avoidance of doubt, other than by way of disposal of shares) of any kind including silent partnerships;

16.1.5 acquisition, disposition and/or licensing of rights of use of any kind with respect to intellectual property rights including copyrights or any other property rights as well as the passing on of know-how for the independent exploitation by the enterprise and/or a third party, as well as the grant or acquisition of licences, as well as the amendment of agreements with respect thereto, excluding, however, (i) such dispositions between the Company and direct and indirect subsidiaries of the Company and (ii) dispositions in the ordinary course of business.

16.2 Resolutions regarding the following subjects must be taken by a Super Majority and also requires the prior consent of the shareholders ECommerce Holding III S.a r.l. ("Holding") and iMENA Classifieds Ltd. ("iMENA", Holding and iMENA jointly the "Investors"):

16.2.1 exclusion of subscription rights in case of capital increases;

16.2.2 appointment and removal of the managers of the Company;

16.2.3 approval of the annual plan, in particular the budget plan for each following year; and

16.2.4 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.

16.3. Whenever the capital of the Company is divided into different classes of shares the specific rights and obligations attached to any class may be varied or abrogated with the unanimous consent in writing of the shareholders who hold all the issued shares of that class."

20. 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, a reference to the "board of managers" used in these Articles 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 these Articles to the general meeting of shareholders."

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

" **Art. 18. Election, removal and term of office of managers.**

18.1 Subject to article 16.2.2, the manager(s) shall be elected by the general meeting of shareholders which shall determine their remuneration, if any, and term of office.

18.2 The managers shall be elected and may be removed from office at any time, with or without cause.

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."

22. 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."

23. 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 at least twenty-four (24) hours 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 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."

24. 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 (of the same class, if any) 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 (of the same class, if any) 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, including at least one manager of each class, if any.

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 the advisory board for the legal transactions and measures 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 Investors:

21.8.1 formation, acquisition, closure or disposal of enterprises or partial businesses;

21.8.2 amendment of these Articles, shareholder agreements and similar contracts as well as exercise (or waiver) of shareholders' rights in companies in which an interest is held;

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

21.8.4 establishment, relocation and closure of branch establishments and places of business;

21.8.5 modification of the fields of business of the Company and the termination of existing and commencement of new fields of business;

21.8.6 assumption of sureties, guarantees or similar liabilities in excess of an amount of two hundred fifty thousand Euros (EUR 250,000.00) in aggregate;

21.8.7 granting of loans in excess of two hundred fifty thousand Euros (EUR 250,000.00) in the individual case, excluding, however, such loans between the Company and direct and indirect subsidiaries of the Company;

21.8.8 conclusion and termination of credit and loan agreements and other financial agreements in excess of two hundred fifty thousand Euros (EUR 250,000.00) in the individual case and amendments to the credit framework and extraordinary repayments, excluding, however, such agreements between the Company and direct and indirect subsidiaries of the Company;

21.8.9 futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments;

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

21.8.11 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 Investor Majority under these Articles if the Company was concerned, i.e. according to this article 21.8 or article 16.

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 advisory board. The advisory board may give its consent also in advance for certain groups and kinds of transactions and measures.

21.10 Notwithstanding the above, the advisory board shall not have any decision-making powers nor shall it in any way operate or manage the affairs of the Company.

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

25. 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 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).

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."

26. 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 signature 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."

27. 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. It shall consist of three (3) voting members. The shareholders' meeting may by way of a shareholders' resolution increase or decrease the number of voting members of the advisory board.

24.2 The shareholders' meeting shall only set and/or amend 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, withdrawn or replaced by each member's respective appointing shareholder by written notification towards the Company as follows:

24.3.1 Two (2) voting members of the advisory board shall be nominated by the shareholder Holding in its sole discretion; and

24.3.2 One (1) voting member of the advisory board shall be nominated by the shareholder iMENA in its sole discretion.

24.4 The advisory board shall have a chairman and a deputy chairman. One of the voting members nominated by Holding shall be the chairman of the advisory board. The rules of procedure of the advisory board may provide for further provisions in particular on the self-organisation of the advisory board. The advisory board shall adopt resolutions with the simple majority of votes cast in accordance with any rules of procedure of the advisory board. The advisory board shall hold meetings on a regular basis, at least once every calendar quarter.

24.5 The advisory board is not a supervisory board within the meaning of article 60bis-11 et seq. of the Law. Subject to these Articles, it has a consultative function and will not interfere in the management of the Company."

28. 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 (reviseur(s) d'entreprises agree (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."

29. 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."

30. 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 annual net profits shall be used in accordance with the Law and these Articles.

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

31. 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 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."

32. 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.** In the event of dissolution of the Company in accordance with article 3.2 of these Articles, 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 realization of the assets and payment of the liabilities of the Company."

33. 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.**

30.1 All matters not governed by these Articles 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.

30.2 These Articles are worded in English followed by a German translation; in case of divergence between the English and the German text, the English version shall prevail."

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

35. 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 iMENA Classifieds Ltd., a a limited liability company under the laws of the British Virgin Islands, registered under number 1726374, having its registered office at Craigmuir Chambers, Road Town, Tortola, VG1110, British Virgin Islands (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 four thousand two hundred fifty euro (EUR 4,250) so as to raise it from its current amount of twelve thousand five hundred euro (EUR 12,500) up to sixteen thousand seven hundred fifty euro (EUR 16,750) by issuing four thousand two hundred fifty (4,250) Series A Shares with a nominal value of one euro (EUR 1.00) each.

Subscription

Four thousand two hundred fifty (4,250) Series A Shares have been duly subscribed by the New Investor, aforementioned, here represented as mentioned in the fourth resolution, for the price of four thousand two hundred fifty euro (EUR 4,250).

Payment

The four thousand two hundred fifty (4,250) Series A Shares subscribed by the New Investor, aforementioned, have been entirely paid up through a contribution in cash in an amount of four thousand two hundred fifty euro (EUR 4,250).

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 four thousand two hundred fifty euro (EUR 4,250) is entirely allocated to the share capital.

Fourth resolution

The general meeting of shareholders acknowledges that iMENA Classifieds Ltd. has now become holder of the issued four thousand two hundred fifty (4,250) Series A Shares.

As a consequence iMENA Classifieds Ltd., entitled to vote and here represented by Ms Alix van der Wielen, prenamed, by virtue of a proxy given, joins the general meeting of shareholders for purpose of the following resolutions.

The said proxy, after having been signed ne varietur by the proxyholder and the undersigned notary will remain annexed to the present deed to be filed with it with the registration authorities.

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 sixteen thousand seven hundred and fifty Euros (EUR 16,750.00), represented by

5.1.1 twelve thousand five hundred (12,500) common shares with a nominal value of one Euro (EUR 1.00) each (the "Common Shares") and

5.1.2 four thousand two hundred and fifty (4,250) series A shares with a nominal value of one Euro (EUR 1.00) each (the "Series A Shares", the Series A Shares also referred to as "Preferred Shares").

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these Articles, the Law, or any shareholders' agreement.

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."

Fifth Resolution

Decision to amend the corporate object of the Company so that the Company's purpose shall also be (i) the acquisition by purchase, registration or in any other manner as well as the transfer by sale, exchange or otherwise of intellectual and industrial property rights, (ii) the granting of license on such intellectual and industrial property rights, and (iii) the holding and the management of intellectual and industrial property rights.

Sixth Resolution

The general meeting of shareholders resolves the amendment of article two (2) of the articles of association of the Company so that it shall now henceforth read as follows:

" **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.

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 purpose of the Company is also (i) the acquisition by purchase, registration or in any other manner as well as the transfer by sale, exchange or otherwise of intellectual and industrial property rights, (ii) the granting of license on such intellectual and industrial property rights, and (iii) the holding and the management of intellectual and industrial property rights.

2.5 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, in view of its realisation by sale, exchange or otherwise."

Seventh Resolution

The general meeting of shareholders resolves the amendment of article four (4) of the articles of association of the Company so that it shall now henceforth read as follows:

" **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 decision of the board of managers. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by resolution of the shareholders, adopted in the manner required for an amendment of these Articles.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by 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."

Eighth Resolution

The general meeting of shareholders resolves the amendment of article six point two (6.2) of the articles of association of the Company so that it shall now henceforth read as follows:

" **6.2.** The shares of the Company are and shall remain in registered form only."

Ninth 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 se-curities 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."

Tenth 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 the shareholders at a majority of three quarters 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 or drag-along rights contained in any shareholders agreement between the shareholders. To the extent that such approval has been granted, an additional consent to the transfer of shares is not required:

7.4.1 in case of a sale, transfer, assignment or any other disposal of shares by any Investor to a company (x) 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 a "Controlled Company"), 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 (d) the unilateral ability to cause, directly or indirectly, the direction of the management and policies of a person, whether through the ownership of voting securities or otherwise, or (y) in which the respective Investor or one or more shareholders of such Investor has a direct or indirect majority shareholding;

7.4.2 in case of a transfer, assignment or any other disposal of shares (i) to a party acquiring shares under an equity based employee participation plan or (ii) to the Company and/or any Investor pursuant to a call-option under a vesting scheme;

7.5 To the extent a transfer, assignment or any other disposal of shares requires no additional consent of the shareholders' meeting 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, assignment or any other disposal shall become effective towards the Company and third parties through the notification of the transfer, assignment or any other disposal to, or upon the acceptance of the transfer, assignment or any other disposal 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 shareholders holding at least three quarters of the share capital (a "Super Majority") (which, for these purposes, shall exclude the shares of the deceased shareholder). 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."

Eleventh 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 within the limits set by the Law. The voting rights of any of its shares held by the Company are suspended, for as long as they are held by the Company.

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

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

8.2.2 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.

Upon receipt by such shareholder of the declaration of redemption sent by the board of managers, the shares shall automatically be redeemed without any further action being required. The present Articles together with the declaration of redemption constitute together a valid instrument in writing for the purposes of article 190 of the Law and the Company hereby acknowledges and accepts the transfer of the shares in such case and undertakes to register the transfer in its share register and to proceed with the relevant filings required by law.

8.3 If the share is held by several persons, it is sufficient that the ground for redemption exists with respect to one person; independently of this, several jointly entitled persons can only exercise the shareholders' rights in a uniform way through one jointly entitled person to be appointed for this purpose without undue delay after the joint entitlement arises.

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, in which no declaration by the shareholder concerned and no respective shareholders' resolution is required)."

Twelfth 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 requesting shareholder in equal parts, the part allocated to such shareholder shall be set off with the redemption price and the redemption price shall be reduced accordingly. The shareholder shall bear the remaining costs in case the redemption price does not cover the costs allocated to the shareholder for the expert opinion.

Thirteenth 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, for the shares to be assigned is owed by the person acquiring the shares and that the Company shall be liable like a guarantor."

Fourteenth 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 re-served to it by law and by these Articles.

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. 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."

Fifteenth 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."

Sixteenth 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 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."

Seventeenth 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."

Eighteenth 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 Articles.** Any amendment of these Articles requires the approval of (i) a majority in number of shareholders (ii) which also constitutes a Super Majority."

Nineteenth 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. Shareholders' resolutions requiring specific majority.**

16.1 Shareholders' Resolutions regarding the following subjects must be taken by a Super Majority:

16.1.1 disposition of all Company's assets or of a significant part of the Company's assets including the resolution with respect to the merger, separation, transformation, consolidation, winding up or liquidation of the Company;

16.1.2 distributions to the Company's shareholders from the Company's distributable reserve (account 115 of the standard chart of accountants "apport en capitaux propres non rémunérés par des titres" under the laws of the Grand Duchy of Luxembourg);

16.1.3 transactions of the Company and its investment companies with affiliated legal entities and individuals. As such shall be deemed to be direct or indirect shareholders of the Company, affiliated companies pursuant to sections 15 et seqq. German Stock Corporation Act (Aktiengesetz) as well as relatives (section 15 German Tax Code (Abgabenordnung)) 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 article 16.1.3 does not apply if the transaction is at arm's length;

16.1.4 conclusion of company participations (for the avoidance of doubt, other than by way of disposal of shares) of any kind including silent partnerships;

16.1.5 acquisition, disposition and/or licensing of rights of use of any kind with respect to intellectual property rights including copyrights or any other property rights as well as the passing on of know-how for the independent exploitation by the enterprise and/or a third party, as well as the grant or acquisition of licences, as well as the amendment of agreements with respect thereto, excluding, however, (i) such dispositions between the Company and direct and indirect subsidiaries of the Company and (ii) dispositions in the ordinary course of business.

16.2 Resolutions regarding the following subjects must be taken by a Super Majority and also requires the prior consent of the shareholders ECommerce Holding III S.a r.l. ("Holding") and iMENA Classifieds Ltd. ("iMENA", Holding and iMENA jointly the "Investors"):

16.2.1 exclusion of subscription rights in case of capital increases;

16.2.2 appointment and removal of the managers of the Company;

16.2.3 approval of the annual plan, in particular the budget plan for each following year; and

16.2.4 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.

16.3. Whenever the capital of the Company is divided into different classes of shares the specific rights and obligations attached to any class may be varied or abrogated with the unanimous consent in writing of the shareholders who hold all the issued shares of that class."

Twentieth Resolution

The general meeting of shareholders resolves the amendment of article seventeen (17) of the articles of association of the Company so 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, a reference to the "board of managers" used in these Articles 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 these Articles to the general meeting of shareholders."

Twenty-First 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. Election, removal and term of office of managers.**

18.1 Subject to article 16.2.2, the manager(s) shall be elected by the general meeting of shareholders which shall determine their remuneration, if any, and term of office.

18.2 The managers shall be elected and may be removed from office at any time, with or without cause.

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."

Twenty-Second 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 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."

Twenty-Third 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 at least twenty-four (24) hours 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 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."

Twenty-Fourth 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 (of the same class, if any) 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 (of the same class, if any) 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, including at least one manager of each class, if any.

21.6 Decisions shall be taken by a majority vote of the managers present or rep-resented 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 the advisory board for the legal transactions and measures 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 Investors:

21.8.1 formation, acquisition, closure or disposal of enterprises or partial-businesses;

21.8.2 amendment of these Articles, shareholder agreements and similar contracts as well as exercise (or waiver) of shareholders' rights in companies in which an interest is held;

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

21.8.4 establishment, relocation and closure of branch establishments and places of business;

21.8.5 modification of the fields of business of the Company and the termination of existing and commencement of new fields of business;

21.8.6 assumption of sureties, guarantees or similar liabilities in excess of an amount of two hundred fifty thousand Euros (EUR 250,000.00) in aggregate;

21.8.7 granting of loans in excess of two hundred fifty thousand Euros (EUR 250,000.00) in the individual case, excluding, however, such loans between the Company and direct and indirect subsidiaries of the Company;

21.8.8 conclusion and termination of credit and loan agreements and other financial agreements in excess of two hundred fifty thousand Euros (EUR 250,000.00) in the individual case and amendments to the credit framework and

extraordinary repayments, excluding, however, such agreements between the Company and direct and indirect subsidiaries of the Company;

21.8.9 futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments;

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

21.8.11 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 Investor Majority under these Articles if the Company was concerned, i.e. according to this article 21.8 or Article 16.

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 advisory board. The advisory board may give its consent also in advance for certain groups and kinds of transactions and measures.

21.10 Notwithstanding the above, the advisory board shall not have any decision-making powers nor shall it in any way operate or manage the affairs of the Company.

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

Twenty-Fifth 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 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).

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-Sixth 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 signature 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-Seventh 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. It shall consist of three (3) voting members. The shareholders' meeting may by way of a shareholders' resolution increase or decrease the number of voting members of the advisory board.

24.2 The shareholders' meeting shall only set and/or amend 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, withdrawn or replaced by each member's respective appointing shareholder by written no-tification towards the Company as follows:

24.3.1 Two (2) voting members of the advisory board shall be nominated by the shareholder Holding in its sole discretion; and

24.3.2 One (1) voting member of the advisory board shall be nominated by the shareholder iMENA in its sole discretion.

24.4 The advisory board shall have a chairman and a deputy chairman. One of the voting members nominated by Holding shall be the chairman of the advisory board. The rules of procedure of the advisory board may provide for further provisions in particular on the self-organisation of the advisory board. The advisory board shall adopt resolutions with the simple majority of votes cast in accordance with any rules of procedure of the advisory board. The advisory board shall hold meetings on a regular basis, at least once every calendar quarter.

24.5 The advisory board is not a supervisory board within the meaning of article 60bis-11 et seq. of the Law. Subject to these Articles, it has a consultative function and will not interfere in the management of the Company."

Twenty-Eighth 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) share-holders, 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 (reviseur(s) d'entreprises agree (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-Ninth 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."

Thirtieth 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 annual net profits shall be used in accordance with the Law and these Articles.

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

Thirty-First 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 do not allow to be distributed.

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

Thirty-Second 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.** In the event of dissolution of the Company in accordance with article 3.2 of these Articles, 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 realization of the assets and payment of the liabilities of the Company."

Thirty-Third 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.**

30.1 All matters not governed by these Articles 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.

30.2 These Articles are worded in English followed by a German translation; in case of divergence between the English and the German text, the English version shall prevail."

Thirty-Fourth 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 liability company (société à responsabilité limitée) under the name ECommerce Taxi Middle East S.à r.l. (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 (the "Articles").

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.

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 purpose of the Company is also (i) the acquisition by purchase, registration or in any other manner as well as the transfer by sale, exchange or otherwise of intellectual and industrial property rights, (ii) the granting of license on such intellectual and industrial property rights, and (iii) the holding and the management of intellectual and industrial property rights.

2.5 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, in view of its realisation by sale, exchange or otherwise.

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.

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 decision of the board of managers. It may be transferred to any other mu-nicipality in the Grand Duchy of Luxembourg by resolution of the shareholders, adopted in the manner required for an amendment of these Articles.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by 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 sixteen thousand seven hundred and fifty Euros (EUR 16,750.00), represented by

5.1.1 twelve thousand five hundred (12,500) common shares with a nominal value of one Euro (EUR 1.00) each (the "Common Shares") and

5.1.2 four thousand two hundred and fifty (4,250) series A shares with a nominal value of one Euro (EUR 1.00) each (the "Series A Shares", the Series A Shares also referred to as "Preferred Shares").

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these Articles, the Law, or any shareholders' agreement.

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.

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 and shall remain in registered form only.

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 se-curities 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.

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 the shareholders at a majority of three quarters 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 or drag-along rights contained in any shareholders agreement between the shareholders. To the extent that such approval has been granted, an additional consent to the transfer of shares is not required:

7.4.1 in case of a sale, transfer, assignment or any other disposal of shares by any Investor to a company (x) 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 a "Controlled Company"), 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 (d) the unilateral ability to cause, directly or indirectly, the direction of the management and policies of a person, whether through the ownership of voting securities or otherwise, or (y) in which the respective Investor or one or more shareholders of such Investor has a direct or indirect majority shareholding;

7.4.2 in case of a transfer, assignment or any other disposal of shares (i) to a party acquiring shares under an equity based employee participation plan or (ii) to the Company and/or any Investor pursuant to a call-option under a vesting scheme;

7.5 To the extent a transfer, assignment or any other disposal of shares requires no additional consent of the shareholders' meeting 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, assignment or any other disposal shall become effective towards the Company and third parties through the notification of the transfer, assignment or any other disposal to, or upon the acceptance of the transfer, assignment or any other disposal 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 shareholders holding at least three quarters of the share capital (a "Super Majority") (which, for these purposes, shall exclude the shares of the deceased shareholder). 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 within the limits set by the Law. The voting rights of any of its shares held by the Company are suspended, for as long as they are held by the Company.

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

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

8.2.2 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.

Upon receipt by such shareholder of the declaration of redemption sent by the board of managers, the shares shall automatically be redeemed without any further action being required. The present Articles together with the declaration of redemption constitute together a valid instrument in writing for the purposes of article 190 of the Law and the Company hereby acknowledges and accepts the transfer of the shares in such case and undertakes to register the transfer in its share register and to proceed with the relevant filings required by law.

8.3 If the share is held by several persons, it is sufficient that the ground for redemption exists with respect to one person; independently of this, several jointly entitled persons can only exercise the shareholders' rights in a uniform way through one jointly entitled person to be appointed for this purpose without undue delay after the joint entitlement arises.

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, 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 requesting shareholder in equal parts, the part allocated to such shareholder shall be set off with the redemption price and the redemption price shall be reduced accordingly. The shareholder shall bear the remaining costs in case the redemption price does not cover the costs allocated to the shareholder for the expert opinion.

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

10.1 The Company may decide that, in lieu of redemption, the shareholder con-cerned 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, 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 re-served to it by law and by these Articles.

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. 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 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 Articles. Any amendment of these Articles requires the approval of (i) a majority in number of shareholders (ii) which also constitutes a Super Majority.

Art. 16. Shareholders' resolutions requiring specific majority.

16.1 Shareholders' Resolutions regarding the following subjects must be taken by a Super Majority:

16.1.1 disposition of all Company's assets or of a significant part of the Company's assets including the resolution with respect to the merger, separation, transformation, consolidation, winding up or liquidation of the Company;

16.1.2 distributions to the Company's shareholders from the Company's distributable reserve (account 115 of the standard chart of accountants "apport en capitaux propres non rémunérés par des titres" under the laws of the Grand Duchy of Luxembourg);

16.1.3 transactions of the Company and its investment companies with affiliated legal entities and individuals. As such shall be deemed to be direct or indirect shareholders of the Company, affiliated companies pursuant to sections 15 et seqq. German Stock Corporation Act (Aktiengesetz) as well as relatives (section 15 German Tax Code (Abgabenord-

nung)) 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 article 16.1.3 does not apply if the transaction is at arm's length;

16.1.4 conclusion of company participations (for the avoidance of doubt, other than by way of disposal of shares) of any kind including silent partnerships;

16.1.5 acquisition, disposition and/or licensing of rights of use of any kind with respect to intellectual property rights including copyrights or any other property rights as well as the passing on of know-how for the independent exploitation by the enterprise and/or a third party, as well as the grant or acquisition of licences, as well as the amendment of agreements with respect thereto, excluding, however, (i) such dispositions between the Company and direct and indirect subsidiaries of the Company and (ii) dispositions in the ordinary course of business.

16.2 Resolutions regarding the following subjects must be taken by a Super Majority and also requires the prior consent of the shareholders ECommerce Holding III S.à r.l. ("Holding") and iMENA Classifieds Ltd. ("iMENA", Holding and iMENA jointly the "Investors"):

16.2.1 exclusion of subscription rights in case of capital increases;

16.2.2 appointment and removal of the managers of the Company;

16.2.3 approval of the annual plan, in particular the budget plan for each following year; and

16.2.4 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.

16.3. Whenever the capital of the Company is divided into different classes of shares the specific rights and obligations attached to any class may be varied or abrogated with the unanimous consent in writing of the shareholders who hold all the issued shares of that class.

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, a reference to the "board of managers" used in these Articles 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 these Articles to the general meeting of shareholders.

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

18.1 Subject to article 16.2.2, the manager(s) shall be elected by the general meeting of shareholders which shall determine their remuneration, if any, and term of office.

18.2 The managers shall be elected and may be removed from office at any time, with or without cause.

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 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 at least twenty-four (24) hours 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 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 (of the same class, if any) 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 (of the same class, if any) 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, including at least one manager of each class, if any.

21.6 Decisions shall be taken by a majority vote of the managers present or rep-resented 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 the advisory board for the legal transactions and measures 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 Investors:

21.8.1 formation, acquisition, closure or disposal of enterprises or partial-businesses;

21.8.2 amendment of these Articles, shareholder agreements and similar contracts as well as exercise (or waiver) of shareholders' rights in companies in which an interest is held;

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

21.8.4 establishment, relocation and closure of branch establishments and places of business;

21.8.5 modification of the fields of business of the Company and the termination of existing and commencement of new fields of business;

21.8.6 assumption of sureties, guarantees or similar liabilities in excess of an amount of two hundred fifty thousand Euros (EUR 250,000.00) in aggregate;

21.8.7 granting of loans in excess of two hundred fifty thousand Euros (EUR 250,000.00) in the individual case, excluding, however, such loans between the Company and direct and indirect subsidiaries of the Company;

21.8.8 conclusion and termination of credit and loan agreements and other financial agreements in excess of two hundred fifty thousand Euros (EUR 250,000.00) in the individual case and amendments to the credit framework and extraordinary repayments, excluding, however, such agreements between the Company and direct and indirect subsidiaries of the Company;

21.8.9 futures transactions concerning currencies, securities and exchange-traded goods and rights as well as other transactions with derivative financial instruments;

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

21.8.11 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 Investor Majority under these Articles if the Company was concerned, i.e. according to this article 21.8 or Article 16.

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 advisory board. The advisory board may give its consent also in advance for certain groups and kinds of transactions and measures.

21.10 Notwithstanding the above, the advisory board shall not have any decision-making powers nor shall it in any way operate or manage the affairs of the Company.

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

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 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).

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 signature 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. It shall consist of three (3) voting members. The shareholders' meeting may by way of a shareholders' resolution increase or decrease the number of voting members of the advisory board.

24.2 The shareholders' meeting shall only set and/or amend 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, withdrawn or replaced by each member's respective appointing shareholder by written notification towards the Company as follows:

24.3.1 Two (2) voting members of the advisory board shall be nominated by the shareholder Holding in its sole discretion; and

24.3.2 One (1) voting member of the advisory board shall be nominated by the shareholder iMENA in its sole discretion.

24.4 The advisory board shall have a chairman and a deputy chairman. One of the voting members nominated by Holding shall be the chairman of the advisory board. The rules of procedure of the advisory board may provide for further provisions in particular on the self-organisation of the advisory board. The advisory board shall adopt resolutions with the simple majority of votes cast in accordance with any rules of procedure of the advisory board. The advisory board shall hold meetings on a regular basis, at least once every calendar quarter.

24.5 The advisory board is not a supervisory board within the meaning of article 60bis-11 et seq. of the Law. Subject to these Articles, it has a consultative function and will not interfere in the management of the Company.

E. Audit and Supervision

Art. 25. Auditor(s).

25.1 In case and as long as the Company has more than twenty-five (25) share-holders, 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 annual net profits shall be used in accordance with the Law and these Articles.

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 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.

G. Liquidation

Art. 29. Liquidation. In the event of dissolution of the Company in accordance with article 3.2 of these Articles, 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 realization of the assets and payment of the liabilities of the Company.

H. Final clause - Governing law

Art. 30. Governing law.

30.1 All matters not governed by these Articles 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.

30.2 These Articles are worded in English followed by a German translation; in case of divergence between the English and the German text, the English version shall prevail."

Costs and expenses

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

Whereof the present notarial deed was drawn up in Luxembourg, 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 proxyholders of the appearing parties, known to the notary by name, first name and residence, the said proxyholders signed together with the notary the present deed.

Es folgt die deutsche Übersetzung des vorangehenden Textes:

N.B. Pour des raisons techniques, ladite version allemande est publiée dans le Mémorial C N° 412 du 14 février 2014

Gezeichnet: A. VAN DER WIELEN und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 novembre 2013. Relation: LAC/2013/51673. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, Der Gesellschaft auf Begehr erteilt, zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 28. November 2013.

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