SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1021 **23 avril 2014**

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SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Financière de Winseler S.A., Société Anonyme.

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

R.C.S. Luxembourg B 159.638.

Extrait des résolutions prises lors de l'assemblée générale extraordinaire des associés tenue au siège social à Luxembourg, le 14 février 2014

Le siège social de la société est transféré au 17 rue Beaumont, L-1219 LUXEMBOURG

Monsieur Robert REGGIORI, expert-comptable, né le 15.11.1966 à Metz (France), Monsieur Alexis DE BERNARDI, expert-comptable, né le 13.02.1975, à Luxembourg tous deux domiciliés professionnellement au 17, rue Beaumont, L-1219 Luxembourg et Monsieur Jacopo ROSSI, employé privé, né le 20.04.1972 à San Dona di Piave (Italie), domicilié professionnellement au 10 boulevard Royal, L-2449 LUXEMBOURG tous sont nommés nouveaux administrateurs de la société. Leurs mandats viendront à échéance lors de l'assemblée générale statutaire de l'an 2018.

Pour extrait sincère et conforme
FINANCIERE DE WINSELER S.A.

Référence de publication: 2014031057/17.

(140035001) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Foncière de Gassin (Luxembourg) S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 41, boulevard Joseph II.

R.C.S. Luxembourg B 150.989.

CLÔTURE DE LIQUIDATION

Extrait

Il résulte du procès-verbal de l'assemblée générale qui s'est tenue en date du 13 février 2014 que:

1. l'assemblée a décidé la clôture de la liquidation et constate la dissolution définitive de la société;

2. l'assemblée a accordé décharge pleine de leurs missions respectives au liquidateur, aux administrateurs et aux commissaires;

3. les documents de la société seront conservés pendant la durée légale de cinq ans au siège de la société, 41, boulevard Joseph II L-1840 Luxembourg.

Pour extrait conforme
Un mandataire

Référence de publication: 2014031061/17.

(140034480) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Finghold S.A., Société Anonyme.

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

R.C.S. Luxembourg B 75.647.

Décisions prises lors de l'assemblée générale ordinaire tenue de manière extraordinaire le 12 février 2014

L'assemblée, après lecture des lettres de démissions de leur fonction d'administrateur de Messieurs Andrea Castaldo et Alfio Riciputo, décident d'accepter leurs démissions et de nommer comme nouveaux administrateurs, avec effet immédiat, comme suit:

M. Dominique Audia, demeurant professionnellement 20, Rue de la Poste, L-2346 Luxembourg, administrateur et président.

CL MANAGEMENT SA., ayant son siège social 20, Rue de la Poste, L-2346 Luxembourg et enregistré au R.C.S. Luxembourg sous le n. B183640, administrateur.

Le mandat des nouveaux administrateurs aura la même échéance que le mandat de leurs prédécesseurs.

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

FINGHOLD S.A.
Société Anonyme
Signature

Référence de publication: 2014031073/20.

(140034527) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Finimvest Prima, Société à responsabilité limitée.

Siège social: L-2450 Luxembourg, 15, boulevard F.-D. Roosevelt.

R.C.S. Luxembourg B 32.538.

- Constituée suivant acte reçu par Me J.-P. HENCKS, notaire de résidence à L-Luxembourg, en date du 13 décembre 1989, publié au Mémorial, Recueil Spécial C n° 217 du 2 juillet 1990.
- Statuts modifiés en dernier lieu suivant acte reçu par Me Emile SCHLESSER, en date du 10 juin 2010, publié au Mémorial, Recueil Spécial C n° 1697 du 20 août 2010.

En date du 18 décembre 2013, Monsieur Jean Faber, demeurant à L-2450 Luxembourg, 15, boulevard Roosevelt, a cédé 1 part sociale sans désignation de valeur nominale de la société Finimvest Prima S.à r.l. à Briseide S.A., ayant son siège social à L-2450 Luxembourg, 15, boulevard Roosevelt.

Luxembourg, le 18 février 2014.

Pour la société Finimvest Prima S.à r.l.

FIDUCIAIRE FERNAND FABER

Référence de publication: 2014031074/17.

(140034723) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Finimvest Quarta, Société à responsabilité limitée.

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg B 32.541.

- Constituée suivant acte reçu par Me J.-P. HENCKS, notaire de résidence à L-Luxembourg, en date du 13 décembre 1989, publié au Mémorial, Recueil Spécial C n° 217 du 2 juillet 1990.
- Statuts modifiés en dernier lieu suivant acte reçu par Me Emile SCHLESSER, en date du 10 juin 2010, publié au Mémorial, Recueil Spécial C n° 1697 du 20 août 2010.

En date du 18 décembre 2013, Monsieur Jean Faber, demeurant à L-2450 Luxembourg, 15, boulevard Roosevelt, a cédé 1 part sociale sans désignation de valeur nominale de la société Finimvest Quarta S.à r.l. à Briseide S.A., ayant son siège social à L-2450 Luxembourg, 15, boulevard Roosevelt.

Luxembourg, le 18 février 2014.

Pour la société Finimvest Quarta S.à r.l.

FIDUCIAIRE FERNAND FABER

Référence de publication: 2014031075/17.

(140034724) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

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

Capital social: EUR 4.344.880,00.

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.

R.C.S. Luxembourg B 136.173.

Extrait des résolutions prises par l'associé unique en date du 24 février 2014

L'Associé Unique a pris note de la démission de Monsieur Laurent Robert BRESSON, de sa fonction de Gérant de la Société avec effet immédiat.

L'Associé Unique a pris note de la démission de Monsieur Jian ZHU, de sa fonction de Gérant de la Société avec effet immédiat.

L'Associé Unique a pris note de la démission de Monsieur Guibin ZHAO, de sa fonction de Gérant de la Société avec effet immédiat.

L'Associé Unique a décidé de nommer Monsieur Joseph PERKINS, né le 28 juin 1968 dans le Michigan, résidant professionnellement au 3900 Holland Rd., MI 48601, Saginaw, USA, en tant que Gérant de la Société, ayant un pouvoir de signature de catégorie B, avec effet immédiat et pour une période indéterminée.

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

Luxembourg, le 24 février 2014.

Référence de publication: 2014031330/20.

(140035030) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

PG Europe 1 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 60.008,00.

Siège social: L-2340 Luxembourg, 23, rue Philippe II.

R.C.S. Luxembourg B 71.259.

EXTRAIT

Suivant la liquidation de l'associé unique (PG Europe 4 S.à r.l.) de la Société, le nouvel associé de la Société est Peabody Global Real Estate Partners, L.P (associé unique de PG Europe 4 S.à r.l., liquidée) qui est une société régie par les lois du Delaware, avec adresse au 535 Madison Avenue, New York, NY 10022, (USA), et enregistrée au Registre des Sociétés du Delaware sous le numéro EIN 13-4024570.

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

Pour PG Europe 1 S.à r.l.

Référence de publication: 2014031307/15.

(140034605) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

PFCE Middle Holdco S.à r.l., Société à responsabilité limitée.

Capital social: EUR 2.311.000,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 96.469.

Il est porté à la connaissance de tiers que:

En date du 22 janvier 2014, la dénomination du gérant IREIM Services Luxembourg PSF S.à r.l. a été modifiée en celle de IREIM Services Luxembourg S.à r.l.

Luxembourg, le 24 Février 2014.

Pour la société
Un mandataire

Référence de publication: 2014031306/14.

(140034107) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Patrimoine Immobilier S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 160.970.

Par résolutions signées en date du 19 février 2014, l'associé unique a pris les décisions suivantes:

1. Nomination de Frank Przygodda, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, au mandat de gérant, avec effet immédiat et pour une durée indéterminée;

2. Nomination de Anna Sofronyuk, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, au mandat de gérant, avec effet immédiat et pour une durée indéterminée;

3. Nomination de Caroline Hartmann, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, au mandat de gérant, avec effet immédiat et pour une durée indéterminée;

4. Acceptation de la démission de André Harpes, avec adresse professionnelle au 1, Place du Théatre, L-2613 Luxembourg, de son mandat de gérant, avec effet immédiat;

5. Acceptation de la démission de Yves Schmit, avec adresse professionnelle au 1, Place du Théatre, L-2613 Luxembourg, de son mandat de gérant, avec effet immédiat;

6. Acceptation de la démission de Carine Bittler, avec adresse professionnelle au 1, Place du Théatre, L-2613 Luxembourg, de son mandat de gérant, avec effet immédiat;

7. Transfert du siège social de la Société du 1, Place du Théatre, L-2613 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg, avec effet immédiat.

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

Luxembourg, le 21 février 2014.

Référence de publication: 2014031301/25.

(140034217) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Park Lane S.A., Société Anonyme.

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

R.C.S. Luxembourg B 124.736.

Extrait du Conseil d'Administration du 25 février 2014

Il résulte d'une décision prise par le Conseil d'Administration du 25 février 2014 que la société Consultinvest N.V. (RPR 0440.428.104), ayant sont siège social Sint-Amandsstraat 75 B-1853 Strombeek-Bever et dont le représentant permanent est m. Frank van Bellingen ayant la même adresse, a été coopté administrateur avec effet au 25 février 2014 en remplacement de l'administrateur démissionnaire Monsieur Frank van Bellingen. Le nouvel administrateur achèvera le mandat de son prédécesseur qui expirera à l'issue de l'Assemblée Générale statutaire de 2014.

La ratification de sa nomination sera soumise à la prochaine assemblée générale des actionnaires.

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

Michel Jadot / Freddy Bracke
Administrateur / Administrateur

Référence de publication: 2014031300/17.

(140034980) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Pah West Europe S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 164.653.

EXTRAIT

Il convient de modifier l'adresse de l'associé unique de la Société; PAH Luxembourg 2 S.à r.l, avec effet au 10 octobre 2013 suite au transfert de siège social de la société du 51, Avenue J.F. Kennedy, L-1855 Luxembourg au 26-28, Rue Edward Steichen, L-2540 Luxembourg.

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

Luxembourg, le 25 février 2014.

Référence de publication: 2014031298/13.

(140034913) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Namolux S.A., Société Anonyme.

Siège social: L-2721 Luxembourg, 5, rue Alphonse Weicker.

R.C.S. Luxembourg B 183.534.

Extrait des résolutions prises lors de l'assemblée générale extraordinaire tenue le 27 janvier 2014

- Monsieur François REMY, né le 20 mars 1962 à F- Réole, Directeur Général Pays, demeurant professionnellement au 5, rue Alphonse Weicker, L-2721 Luxembourg et Monsieur Olivier BARBRY, né le 23 septembre 1967 à F - Armentières, Directeur du Contrôle de gestion Auchan France, ayant son adresse professionnelle au 200, rue de la Recherche, à F 59650 Villeneuve d!Ascq sont nommés administrateurs.

Leurs mandats viendront à échéance lors de l'assemblée générale statutaire de 2015.

- La démission de Monsieur Thierry DELBECQ de son mandat d'administrateur est acceptée.

- Monsieur Xavier PREVOST, né le 28 janvier 1964 à B - Mouscron, Directeur des organisations systèmes et informations et Supply Chain d'Auchan E-commerce, résidant professionnellement à Auchan E-commerce, 40 rue de la vague, F -59650 Villeneuve d'Ascq est nommé administrateur en son remplacement.

Son mandat viendra à échéance lors de l'assemblée générale statutaire de 2015.

- La démission de Monsieur Marc-Antoine ROBLETTE de son mandat de commissaire est acceptée,

- Monsieur Thierry DELBECQ, né le 22 mars 1964 à Lille (France), Directeur Financier, avec adresse professionnelle au 5 rue Alphonse Weicker, L-2721 Luxembourg est nommé commissaire en son remplacement pour une durée d'un (1) an avec effet à compter de ce jour.

Son mandat viendra à échéance lors de l'assemblée générale statutaire de 2015.

Certifié sincère et conforme

Référence de publication: 2014031257/24.

(140034842) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

PV Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-5367 Schuttrange, 64, rue Principale.

R.C.S. Luxembourg B 146.386.

Il résulte d'un contrat de transfert de parts du 24 décembre 2013, que Roark Capital Partners II AIV AG, L.P. (société enregistré au Grand Cayman sous le numéro 33744) ayant son siège social au Walker House, 87 Mary Street, George Town, Grand Cayman KY 1-9002 a cédé 10,849,100 parts sociales et que Roark Capital Partners Parallel II AIV AG, L.P. (société enregistré au Grand Cayman sous le numéro 33757) ayant son siège social au Walker House, 87 Mary Street, George Town, Grand Cayman KY 1-9002 a cédé 75,900 parts sociales de la Société PV Holdings S.à r.l. à PV Holdings I S.à r.l. (société enregistré à Luxembourg sous le numéro B183110) ayant son siège social au 64, rue Principale, L-5367 Schuttrange.

Suite à ce transfert, PV Holdings I S.à r.l. détient les 10,925,000 parts sociales de la Société PV Holdings S.à r.l.

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

Pour extrait sincère et conforme
SHRM Financial Services (Luxembourg) S.A.
Domiciliataire

Référence de publication: 2014031318/19.

(140034609) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

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

Capital social: EUR 12.500,00.

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 164.161.

M. Tomàs CORREIA DA CUNHA GOIS FIGUEIRA, associé de PTREL Management S.à r.l. a changé d'adresse et demeure maintenant au Pr. Francisco Sà Carneiro, 8-5F, P - 1000-159 Lisboa, Portugal.

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

Pour PTREL Management S.à r.l.
Société à responsabilité limitée
RBC Investor Services Bank S.A.
Société anonyme

Référence de publication: 2014031315/15.

(140034845) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SIF S.A., Société d'Investissements Ferroviaires, Société Anonyme.

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 101.067.

Extrait des résolutions du Conseil d'Administration tenu en date du 25 septembre 2013

3 ème Résolution:

Le Conseil d'Administration décide de nommer Monsieur Philippe RICHELLE, Président du Conseil d'Administration, en remplacement de Monsieur Christophe BLONDEAU. Il occupera cette fonction durant toute la durée de son mandat d'administrateur.

Extrait des résolutions de l'Assemblée Générale Ordinaire tenue exceptionnellement en date du 26 septembre 2013

7 ème Résolution:

L'Assemblée Générale a été informée de la démission du mandat d'administrateur de Monsieur Christophe BLONDEAU avec effet au 30 juin 2013.

L'Assemblée Générale décide de nommer en remplacement avec même effet, Monsieur Marc LIBOUTON, né le 19 février 1971 à Libramont, Belgique, demeurant professionnellement au 163, rue du Kiem, L-8030 Strassen, jusqu'à l'assemblée générale qui se tiendra en 2015.

Société d'Investissements Ferroviaires, en abrégé SIF S.A.

Référence de publication: 2014031366/20.

(140034317) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Simon Ivanhoe II S.à r.l., Société à responsabilité limitée.

Capital social: EUR 20.000,00.

Siège social: L-5365 Munsbach, 9, rue Gabriel Lippmann.

R.C.S. Luxembourg B 151.823.

La Société a également été informée du changement d'adresse de Mme Jacqueline Kost qui réside désormais au 1001, rue Square-Victoria, CDN - H2Z 2B5 Montréal.

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

Luxembourg, le 24.02.2014.

Pour la Société
Jacob Mudde
Gérant de classe A

Référence de publication: 2014031363/15.

(140034398) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Silver Arrow B 2007 S.à r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 132.993.

EXTRAIT

En vertu d'un contrat de cession de parts sociales en date du 18 février 2014, l'associé unique de la Société Opera Holdings S.à r.l. qui a changé sa dénomination en Silver Oryx B 2007 S.à r.l. en date du 18 février 2014, a cédé la totalité des parts sociales détenues dans la Société à TAMWEELVIEW EUROPEAN HOLDINGS S.A., une société anonyme avec siège sociale au 13, rue Edward Steichen L-2540 Luxembourg, Grand-Duché de Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B93081.

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

Pour Silver Arrow B 2007 S.à r.l.

Référence de publication: 2014031361/16.

(140034475) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Luxbail S.A., Société Anonyme.

Siège social: L-3327 Crauthem, 8, Zone Industrielle Am Bruch.

R.C.S. Luxembourg B 129.650.

Extrait du procès-verbal de l'assemblée générale ordinaire tenue au siège social le 26 juin 2013 à 14.00 heures

L'Assemblée Générale décide de reconduire les mandats des Administrateurs en fonction soit:

- Monsieur Gad David ELFASSY,
- Monsieur Alain LANG,
- Madame Vanessa LANG, née le 26 avril 1981 à Créhange, France,

Les mandats des Administrateurs sont reconduits pour une période de six ans et prendront fin lors de l'Assemblée Générale de l'an 2019 qui statue sur les comptes annuels de l'an 2018.

Cette résolution est adoptée à l'unanimité.

L'Assemblée Générale décide de renouveler le mandat du commissaire en fonction:

- La société VAN CAUTER - SNAUWAERT & CO S.à.r.l, ayant son siège social au 80, rue des Romains L-8041 STRASSEN

Le mandat du commissaire est reconduit pour une période de six ans et prendra fin lors de l'Assemblée Générale de l'an 2019 qui statue sur les comptes annuels de l'an 2018.

Cette résolution est adoptée à l'unanimité.

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

LUXBAIL S.A.

Référence de publication: 2014031208/23.

(140034971) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

NeXgen Partners, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 138.783.

Extrait de l'acte de transfert du 03/01/2014

La société, Nexgen Partners S.àr.l, représentée par le conseil de gérance, déclare:

avoir pris connaissance de la cession des 25 parts sociales de la société par LEONES ALLIANCE LIMITED, établie et ayant son siège social à 9, Seagrave Road, London, United Kingdom, SW6 1 RP, inscrite au registre de commerce sous le numéro 08568116, propriétaire des parts sociales cédées, que ces parts sociales sont librement cessibles et transmissibles et sont libres de tout privilège, sûreté, charge ou autre restriction ou limitation quelle qu'elle soit et notamment que la cession a été approuvée par l'associé de la Société conformément aux dispositions de l'article 189 de la loi du 18 août 1915 sur les société commerciales, telle que modifiée.

à l'acheteur, la société NANUK COMMODITY TRADING LIMITED, établie et ayant son siège social à 9, Seagrave Road, London, United Kingdom, SW6 1 RP, inscrite au registre de commerce sous le numéro 06568286,

et s'engager à inscrire ce transfert dans le registre des parts sociales, à l'enregistrer au Registre de Commerce et des Sociétés et à procéder à sa publication au Mémorial C, recueil des Société et Associations.

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

Luxembourg, le 24 janvier 2014.

Certifié conforme et sincère

Paddock Fund Administration S.A.

Référence de publication: 2014031254/23.

(140034539) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Nethuns S.A., Société Anonyme.

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

R.C.S. Luxembourg B 123.831.

Extrait des résolutions de l'Assemblée Générale des Actionnaires de la Société du 30 janvier 2014

Sixième résolution

L'Assemblée Générale décide de nommer Grant Thornton Lux Audit S.A., demeurant au 89A Pafebruch à L-8308 Capellen, et portant le numéro RCS Luxembourg B43298 aux fonctions de Réviseur d'Entreprises de la Société pour l'exercice se terminant au 30 novembre 2013 et renouvelle ce mandat jusqu'à l'Assemblée Générale annuelle de la Société qui se tiendra en 2015.

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

NETHUNS S.A.

Référence de publication: 2014031253/15.

(140034793) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Raiba Finance S.A., Société Anonyme Holding.

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

R.C.S. Luxembourg B 22.357.

Les administrateurs LANNAGE S.A., société anonyme, VALON S.A., société anonyme, et KOFFOUR SA., société anonyme, ainsi que le commissaire aux comptes la société anonyme AUDIT TRUST S.A. se sont démis de leurs fonctions respectives avec effet au 19 février 2014

Luxembourg, le 25 février 2014.

Pour: RAIBA FINANCE S.A.

Société anonyme

EXPERTA Luxembourg

Société anonyme

Isabelle Maréchal-Gerlaxhe / Susana Goncalves Martins

Référence de publication: 2014031337/16.

(140034563) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Minorco Peru Holdings, Société à responsabilité limitée.

Siège social: L-1255 Luxembourg, 48, rue de Bragance.

R.C.S. Luxembourg B 159.311.

Suite à une erreur matérielle, le nom du gérant suivant n'est pas correct:

Nom: PACE-BONELLO

Prénoms: Alexandre Francis

Désormais, veuillez lire:

Nom: PACE-BONELLO

Prénom: Alexander Francis

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

Luxembourg, le 24 février 2014.

Référence de publication: 2014031246/15.

(140034409) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Minpress Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-1255 Luxembourg, 48, rue de Bragance.

R.C.S. Luxembourg B 159.859.

Suite à une erreur matérielle, le nom du gérant suivant n'est pas correct:

Nom: PACE-BONELLO

Prénoms: Alexandre Francis

Désormais, veuillez lire:

Nom: PACE-BONELLO

Prénom: Alexander Francis

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

Luxembourg, le 24 février 2014.

Référence de publication: 2014031247/15.

(140034408) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Kuwait Petroleum (Luxembourg) Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.501,00.

Siège social: L-8069 Bertrange, 12, rue de l'Industrie.

R.C.S. Luxembourg B 168.061.

Il ressort des décisions de l'Associé Unique du 27 juin 2013 que:

L'Associé Unique se voit contraint et forcé de révoquer le mandat de gérant de Monsieur Gerrit Ruitinga et tous les pouvoirs qui lui ont été conférés et cela avec effet immédiat.

L'Associé Unique se voit contraint et forcé de révoquer le mandat de gérant de Monsieur Stuart Madden et tous les pouvoirs qui lui ont été conférés et cela avec effet immédiat.

A la suite de la révocation de Monsieur Stuart Madden, l'Associé Unique décide de nommer Monsieur Pieter Declerck, demeurant à Lombardenvest 34 à 2000 Antwerpen, Belgique, en qualité de gérant de la Société.

Le mandat ainsi conféré prendra effet le 1 er juillet 2013 et ce pour une durée illimitée.

En conséquence, à compter du 1 er juillet 2013, le conseil de gérance est composé comme suit:

- Monsieur Pieter Declerck, gérant
- Monsieur Koen Vankelst, gérant;
- Monsieur Johan Innegraeve, gérant;

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

Bertrange, le 20 février 2014.

Pour extrait conforme

Un mandataire

Référence de publication: 2014031169/24.

(140033671) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

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

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 101.509.

DISSOLUTION

L'an deux mille treize

Le dix-huit décembre.

Pardevant Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette.

A COMPARU

La société OXLIP LIMITED, avec siège social à Nerine Chambers, Columbus Center 5, Pelican Drive, Road Town, Tortola, Iles Vierges Britaniques, ici représentée par Madame Sofia AFONSO-DA CHAO CONDE, employée privée, avec adresse professionnelle à Esch/Alzette, en vertu d'une procuration annexée aux présentes.

Le prédit mandataire, agissant ès-qualités, prie le notaire instrumentant de documenter:

- que sa mandante est seule propriétaire de toutes les actions de la société anonyme-société de gestion de patrimoine familial PESCADO S.A., SPF, avec siège social à L-2311 Luxembourg, 3, avenue Pasteur,

inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 101.509,

constituée aux termes d'un acte reçu par le notaire instrumentant, en date du 14 juin 2004, publié au Mémorial C numéro 878 du 30 août 2004,

dont les statuts ont été modifiés aux termes d'un acte reçu par Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, en date du 22 décembre 2010, publié au Mémorial C numéro 1030 du 17 mai 2011,

au capital social de TRENTE ET UN MILLE EUROS (€ 31.000,-), représenté par TROIS CENT DIX (310) ACTIONS d'une valeur nominale de CENT EUROS (€ 100,-),

- que sa mandante décide de dissoudre ladite société;
- que tout le passif de la société a été réglé, sinon dûment provisionné;
- qu'en sa qualité d'actionnaire unique, sa mandante reprend tout l'actif à son compte;
- que sa mandante reprend à son compte tout passif éventuel, même non encore connu, et qu'elle assume pour autant que de besoin, la qualité de liquidateur;
- que la liquidation de la société peut être considérée comme définitivement clôturée;
- que décharge est accordée aux Administrateurs et au Commissaires aux Comptes de la société;
- que les livres et documents de la société se trouvent conservés pendant cinq (5) ans à l'adresse au siège de ladite société.

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

Et après lecture faite et interprétation donnée au comparant, il a signé avec Nous notaire le présent acte.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 27 décembre 2013. Relation: EAC/2013/17297. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2014028056/41.

(140033561) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2014.

Global PepsiCo Luxembourg Holdings S. à r.l., Société à responsabilité limitée.

Capital social: USD 18.004,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 131.152.

In the year two thousand thirteen, the thirty-first day of December.

Before Us Me Carlo WERSANDT, notary residing in Luxembourg, (Grand Duchy of Luxembourg), undersigned.

Was held

an extraordinary general meeting (the Meeting) of the sole shareholder of Global PepsiCo Luxembourg Holdings S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) having its registered office at 7A, rue Robert Stümper, L-2557 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 131.152 and having a share capital of USD 18,002 (the Company). The Company was incorporated on 9 August 2007 pursuant to a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg,

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published in the Mémorial C, Recueil des Sociétés et Associations on 3 October 2007 under number 2178. The articles of association of the Company (the Articles) have been amended for the last time pursuant to a deed of Maître Henri HELLINCKX, notary residing in Luxembourg, on 9 June 2010, published in the Mémorial C, Recueil des Sociétés et Associations on 18 August 2010 under number 1682.

THERE APPEARED

PepsiCo, Inc., a company incorporated under the laws of the State of North Carolina, United States of America, having its registered office at 150 Fayetteville St., Box 1011, Raleigh NC 27601, United States of America, and its main office address at 700 Anderson Hill Road, Purchase, New York 10577, United States of America, listed on the New York Stock Exchange (NYSE Euronext) under the symbol PEP, a regulated market under the surveillance of the Securities Exchange Commission (the Sole Shareholder),

represented by Nathalie CHEVALIER, private employee, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

Said proxy, after having been signed ne varietur by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to the present deed to be filed with such deed with the registration authorities.

The Sole Shareholder has requested the undersigned notary to record the following:

I. That the Sole Shareholder holds all the shares in the share capital of the Company;

II. That the agenda of the Meeting is worded as follows:

1. Increase of the share capital of the Company to bring it from its present amount of eighteen thousand and two United States Dollars (USD 18,002) represented by eighteen thousand and two (18,002) shares in registered form, with a nominal value of one United States Dollar (USD 1.00) each, to eighteen thousand and four United States Dollars (USD 18,004) by way of the issuance of two (2) new shares of the Company, with a nominal value of one United States Dollar (USD 1.00) each, with the same rights and obligations as the existing shares by a contribution of a receivable that the Sole Shareholder holds against the Company;

2. Subscription to and payment of the share capital increase specified under item 1. above by a contribution of a receivable that the Sole Shareholder holds against the Company;

3. Subsequent amendment to article 5 of the articles of association (the Articles) in order to reflect the share capital and the share capital increase adopted under item 1. above;

4. Amendment to the register of shareholders of the Company in order to reflect the above changes with power and authority to any manager of the Company to proceed individually, on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company; and

5. Miscellaneous.

III. That the Sole Shareholder has taken the following resolutions:

First resolution

Sole Shareholder resolves to increase the share capital of the Company to bring it from its present amount of eighteen thousand and two United States Dollars (USD 18,002) represented eighteen thousand and two (18,002) shares in registered form, with a nominal value of one United States Dollar (USD 1.00) each, to eighteen thousand and four United States Dollars (USD 18,004) by way of the issuance of two (2) new shares of the Company, with a nominal value of one United States Dollar (USD 1.00) each, with the same rights and obligations as the existing shares by a contribution of a receivable amounting to two million United States Dollars (USD 2,000,000) that the Sole Shareholder holds against the Company.

Second resolution

The Sole Shareholder resolves to accept and record the following subscription to and full payment of the share capital increase as follows:

Subscription - Payment

Thereupon, the Sole Shareholder, prenamed and represented as stated above, declares that it subscribes for the two (2) newly issued shares of the Company, having a nominal value of one United States Dollar (USD 1.00) and to fully pay up such shares by a contribution of a receivable that it holds against the Company for an amount of two million United States Dollars (USD 2,000,000) (the Contribution) which shall be allocated as follows:

- an amount of two United States Dollars (USD 2.00) shall be allocated to the nominal share capital account of the Company, and

- the remaining amount of one million nine hundred ninety-nine thousand nine hundred and ninety-eight United States Dollars (USD 1,999,998) shall be allocated to the share premium reserve account of the Company.

The Claim is evidenced in the interim accounts of the Company as at 20 December 2013 (the "Interim Accounts").

The value of the Claim has been proved to the undersigned notary by a Statement of Contribution Value issued on December 23, 2013 by the Company which shows that the value of the Claim contributed to the Company is worth at least two million United States Dollars (USD 2,000,000).

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This Statement of Contribution Value and the Interim Accounts, after having been after having been signed "ne varietur" by the proxy-holder and the notary, will remain attached to the present deed in order to be recorded with it.

Third resolution

As a consequence of the preceding resolutions, the Sole Shareholder resolves to amend article 5 of the Articles first paragraph, so that it shall henceforth read as follows:

" **Art. 5. first paragraph.** The Company's capital is set at eighteen thousand and four United States Dollars (USD 18,004) represented by eighteen thousand and four (18,004) shares of one United States Dollar (USD 1.00) each.

(…)."

Fourth resolution

The Sole Shareholder resolves to amend to the register of shareholders of the Company in order to reflect the above changes with power and authority to any manager of the Company to proceed individually, on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately two thousand four hundred Euros (EUR 2,400.-).

Statement

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, the present deed is worded in English, followed by a French version. At the request of the same appearing party, in case of discrepancies between the English and the French texts, the English version will prevail.

WHEREOF, the present notarial deed is drawn in Luxembourg, on the year and day first above written.

The document having been read to the proxyholder of the appearing party, the proxyholder of the appearing party signed together with us, the notary, the present original deed.

Suit la version française du texte qui précède

L'an deux mille treize, le trente et un décembre.

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), soussigné,

s'est tenue

une assemblée générale extraordinaire (l'Assemblée) de l'associé de Global PepsiCo Luxembourg Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois dont le siège social se situe au 7A, rue Robert Stümper, L-2557 Luxembourg, Grand-Duché de Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 131.152 et disposant d'un capital social de USD 18.002 (la Société). La Société a été constituée le 9 août 2007, suivant un acte de Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations le 3 octobre 2007, numéro 2178. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois suivant un acte de Maître Henri HELLINCKX, notaire de résidence à Luxembourg, le 9 juin 2010, publié au Mémorial C, Recueil des Sociétés et Associations le 18 août 2010, numéro 1682.

A COMPARU:

PepsiCo, Inc., une société constituée selon les lois de l'Etat de Caroline du Nord, Etats-Unis d'Amérique, ayant son siège social au 150 Fayetteville St., Box 1011, Raleigh NC 27601, Etats-Unis d'Amérique, et son bureau principal au 700 Anderson Hill Road, Purchase, New York 10577, Etats-Unis d'Amérique, cotée à la bourse de New York (NYSE Euronext) sous le symbole PEP, un marché règlementé sous la surveillance de la "Securities Exchange Commission" (l'Associé Unique),

ici représentée par Nathalie CHEVALIER, employée privée, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par la mandataire agissant pour le compte de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

L'Associé Unique a requis le notaire instrumentant d'acter ce qui suit:

I. Que l'Associé Unique détient toutes les parts sociales dans le capital social de la Société;

II. Que l'ordre du jour de l'Assemblée est libellé comme suit:

1. Augmentation du capital social de la Société pour le porter de son montant actuel de dix-huit mille deux dollars américains (USD 18.002,-) représenté par dix-huit mille deux (18.002) parts sociales sous forme nominative d'une valeur nominale de un dollar américain (USD 1,-) chacune, à dix-huit mille quatre dollars américains (USD 18.004,-) par l'émission de deux (2) parts sociales nouvelles d'une valeur nominale de un dollar américain (USD 1,-) chacune, ayant les mêmes

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droits et obligations que les actions existantes par un apport d'une créance que l'Associé Unique détient à l'encontre la Société.

2. Souscription et libération à l'augmentation de capital comme mentionné au point 1. ci-dessus par un apport en nature de deux millions dollars américains (USD 2.000.000).

3. Modification subséquente de l'article 5 des statuts de la Société, afin de refléter l'augmentation du capital spécifiée au point 1. ci-dessus.

4. Modification du registre des associés de la Société afin d'y faire figurer les modifications ci-dessus avec pouvoir et autorité accordés à tout gérant de la Société, agissant individuellement, afin de procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émise dans le registre des associés de la Société.

5. Divers.

III. Que l'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société pour le porter de son montant actuel de dix-huit mille deux dollars américains (USD 18.002,-) représenté par vingt mille huit (18.002) parts sociales sous forme nominative d'une valeur nominale de un dollar américain (USD 1,-) chacune, à dix-huit mille quatre dollars américains (USD 18.004,-) par l'émission de deux (2) parts sociales nouvelles d'une valeur nominale de un dollar américain (USD 1,-) chacune, ayant les mêmes droits et obligations que les actions existantes par un apport d'une créance de deux millions dollars américains (USD 2.000.000) que l'Associé Unique détient à l'encontre de la Société.

Deuxième résolution

L'Associé Unique décide d'accepter et d'enregistrer la souscription et la libération intégrale de l'augmentation de capital social comme suit:

Souscription - Libération

L'Associé Unique, représenté comme dit ci-avant, déclare souscrire les deux (2) parts sociales nouvelles mentionnées ci-dessus, d'une valeur nominale de un dollar américain (USD 1,-), les libérer entièrement par apport d'une créance qu'il détient à l'encontre de la Société d'un montant total de deux millions dollars américains (USD 2.000.000) affecté comme suit:

- un montant de deux dollars américains (USD 2,-) au capital social de la Société;

- le solde au montant de un million neuf cent quatre-vingt-dix-neuf mille neuf cent quatre-vingt-dix-huit dollars américains (USD 1.999.998,-) au compte prime d'émission de la Société.

La Créance est prouvée par un bilan intermédiaire de la Société au 20 décembre 2013 (le "Bilan Intermédiaire").

La valeur de la Créance a été prouvée au notaire instrumentaire par une Déclaration sur la Valeur de l'Apport émise le 23 décembre 2013 par la Société qui montre que la valeur de la Créance apportée à la Société représente au moins deux millions de dollars américains (USD 2.000.000).

La Déclaration sur la Valeur de l'Apport et le Bilan Intermédiaire, après avoir été signés "ne varietur" par la mandataire et le notaire, resteront annexés au présent acte afin d'être enregistrés avec lui.

Troisième résolution

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, l'Associé Unique décide de modifier l'article 5, premier alinéa des statuts pour lui donner la teneur suivante:

« **Art. 5. (premier alinéa).** Le capital social est fixé à dix-huit mille quatre dollars américains (USD 18.004) représenté par dix-huit mille quatre (18.004) parts sociales d'une valeur nominale d'un dollar américain (USD 1,-) chacune.

Quatrième résolution

L'Associé Unique décide de modifier le registre des associés de la Société afin d'y faire figurer les modifications ci-dessus avec pouvoir et autorité accordés à tout gérant de la Société, agissant individuellement, afin de procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société.

Estimation des frais

Les dépenses, frais, honoraires et charges de quelque nature que ce soit, qui incombent à la Société en raison du présent acte s'élèvent approximativement à deux mille quatre cents euros (EUR 2.400,-).

Déclaration

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par le présent acte qu'à la requête de la partie comparante ci-dessus, le présent acte est rédigé en langue anglaise, suivi d'une traduction française. A la requête de la même partie 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.

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Et après lecture faite à la mandataire de la partie comparante, ladite mandataire a signé ensemble avec nous, le notaire, le présent acte.

Signé: CHEVALIER, C. WERSANDT.

Enregistré à Luxembourg A.C., le 03 janvier 2014. LAC/2014/336. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 17 février 2013.

Référence de publication: 2014024670/184.

(140029817) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Cedar Properties Fund, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 184.485.

STATUTS

L'an deux mille quatorze, le dix janvier.

Par-devant Maître Martine Schaeffer, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A COMPARU:

European Marketing & Research Services Ltd., une société constituée selon les lois du Royaume-Uni, avec siège social New Bridge Street House, 30-34 New Bridge Street, London EC4V 6BJ (Royaume-Uni) et enregistrée auprès du Companies House sous le numéro 5234316, ici représentée par Madame Marilyn KRECKÉ, employée privée, demeurant professionnellement au 74, avenue Victor Hugo, L-1750 Luxembourg, en vertu d'une procuration sous seing privé donnée à Luxembourg en date du 9 janvier 2014.

La procuration signée "ne varietur" par le mandataire de la comparante et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée qu'elle déclare constituer et dont il a arrêté les statuts comme suit:

A. Objet - Durée - Dénomination - Siège

Art. 1er. Il est formé par les présentes entre le propriétaire actuel des parts ci-après créées et tous ceux qui pourront le devenir par la suite, une société à responsabilité limitée (la "Société") qui sera régie par la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée, ainsi que par les présents statuts.

Art. 2. La Société a pour objet la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises ou étrangères et toutes autres formes de placements, l'acquisition par achat, souscription ou toute autre manière ainsi que l'aliénation par la vente, échange ou toute autre manière de valeurs mobilières de toutes espèces et la gestion, le contrôle et la mise en valeur de ces participations.

La Société peut également garantir, accorder des prêts ou assister autrement des sociétés dans lesquelles elle détient une participation directe ou indirecte, ou qui font partie du même groupe de sociétés que la Société.

La société peut par ailleurs réaliser, tant pour son compte personnel que pour le compte de tiers, toutes les opérations qui seraient utiles ou nécessaires à la réalisation de son objet social ou qui se rapporteraient directement ou indirectement à cet objet social.

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

Art. 4. La Société est constituée sous le nom de "Cedar Properties Fund".

Art. 5. Le siège social est établi à Luxembourg-Ville.

Il peut être transféré en toute autre localité du Grand-Duché en vertu d'une décision de l'assemblée générale des associés. A l'intérieur de la commune, le siège social pourra être transféré par décision du gérant ou du conseil de gérance. La Société peut ouvrir des agences ou succursales dans toutes autres localités du Grand-Duché de Luxembourg ou dans tous autres pays par décision du gérant ou du conseil de gérance.

B. Capital social - Parts sociales

Art. 6. Le capital social est fixé à la somme de douze mille cinq cents Euro (EUR 12.500,-) représenté par cent (100) parts sociales sans indication de valeur nominale.

Chaque part sociale donne droit à une voix dans les délibérations des assemblées générales ordinaires et extraordinaires.

Art. 7. Le capital social pourra, à tout moment, être modifié moyennant accord de la majorité des associés représentant au moins les trois quarts du capital social. Les parts sociales à souscrire seront offertes par préférence aux associés existants, proportionnellement à la partie du capital qui représente leurs parts sociales en cas de contribution en numéraire.

Art. 8. Les parts sociales sont indivisibles à l'égard de la Société qui ne reconnaît qu'un seul propriétaire pour chacune d'elles. Les copropriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par une seule et même personne.

Art. 9. Les parts sociales sont librement cessibles entre associés. Les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social. En cas de décès d'un associé, les parts sociales de ce dernier ne peuvent être transmises à des non-associés que moyennant l'agrément, donné en assemblée générale, des associés représentant les trois quarts des parts appartenant aux associés survivants. Dans ce dernier cas cependant, le consentement n'est pas requis lorsque les parts sont transmises, soit à des ascendants ou descendants, soit au conjoint survivant.

Art. 10. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne met pas fin à la Société.

C. Gérance

Art. 11. La Société est gérée par un ou plusieurs gérants, qui n'ont pas besoin d'être associés.

Les gérants sont nommés par l'assemblée générale des associés laquelle fixera la durée de leur mandat. Ils sont librement révocables à tout moment et sans cause.

En cas de pluralité de gérants, la Société sera engagée en toutes circonstances par la signature conjointe de deux gérants ou par la (les) autre(s) signature(s) de toute(s) autre(s) personne(s) à laquelle (auxquelles) pareil pouvoir de signature aura été délégué par le conseil de gérance.

La Société sera engagée en toutes circonstances par la signature unique d'un seul gérant.

Art. 12. En cas de pluralité de gérants, le conseil de gérance choisira en son sein un président et pourra également choisir parmi ses membres un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être gérant et qui sera en charge de la tenue des procès-verbaux des réunions du conseil de gérance et des assemblées des associés.

Le conseil de gérance se réunira sur la convocation du président ou de deux gérants, au lieu indiqué dans l'avis de convocation.

Le président présidera toutes les assemblées des associés et les réunions du conseil de gérance; en son absence, les associés ou le conseil de gérance pourront désigner à la majorité des personnes présentes un autre gérant pour assumer la présidence pro tempore de telles réunions.

Avis écrit de toute réunion du conseil de gérance sera donné à tous les gérants au moins vingt-quatre heures avant la date prévue pour la réunion par courrier électronique, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment de chaque gérant par écrit ou par courrier électronique, télécopieur ou tout autre moyen de communication similaire. Une convocation spéciale ne sera pas requise pour une réunion du conseil de gérance se tenant à une heure et un endroit déterminés dans une résolution préalablement adoptée par le conseil de gérance.

Tout gérant pourra se faire représenter à toute réunion du conseil de gérance en désignant par écrit ou par courrier électronique ou télécopie un autre gérant comme son mandataire. Un gérant peut présenter plusieurs de ses collègues.

Tout gérant peut participer à une réunion du conseil de gérance par conférence téléphonique, visio-conférence ou d'autres moyens de communication similaires où toutes les personnes prenant part à cette réunion peuvent s'entendre les unes les autres. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion.

Le conseil de gérance ne pourra délibérer ou agir valablement que si la majorité au moins des gérants est présente ou représentée à la réunion du conseil de gérance.

Les décisions sont prises à la majorité des voix des gérants présents ou représentés à cette réunion.

Le conseil de gérance pourra, à l'unanimité, prendre des résolutions par voie circulaire en exprimant son approbation au moyen d'un ou de plusieurs écrits ou par courrier électronique, télécopieur ou tout autre moyen de communication similaire, à confirmer par écrit, le tout ensemble constituant le procès-verbal faisant preuve de la décision intervenue.

Art. 13. Les procès-verbaux de toutes les réunions du conseil de gérance seront signés par le président ou, en son absence, par le vice-président, ou par deux gérants. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par deux gérants.

Art. 14. Le décès d'un gérant ou sa démission, pour quelque motif que ce soit, n'entraîne pas la dissolution de la Société.

Art. 15. Les gérants ne contractent, à raison de leurs fonctions, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société. Simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

D. Décisions de l'associé unique - Décisions collectives des associés

Art. 16. Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartient. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède ou représente.

Art. 17. Les décisions collectives ne sont valablement prises que pour autant qu'elles ont été adoptées par des associés représentant plus de la moitié du capital social.

Les statuts ne peuvent être modifiés que moyennant décision de la majorité des associés représentant les trois quarts du capital social.

Art. 18. Si la Société n'a qu'un seul associé, cet associé unique exerce les pouvoirs dévolus à l'assemblée des associés par les dispositions de la section XII de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée.

E. Année sociale - Bilan - Répartition des bénéfices

Art. 19. L'année sociale commence le premier jour du mois de janvier et se termine le dernier jour du mois de décembre de la même année.

Art. 20. Chaque année, au dernier jour du mois de décembre, les comptes sont arrêtés et le ou les gérant(s) dressent un inventaire comprenant l'indication des valeurs actives et passives de la Société. Tout associé peut prendre communication au siège social de l'inventaire et du bilan.

Art. 21. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10%) du capital social. Le solde est à la libre disposition de l'assemblée générale. Le conseil de gérance est autorisé à distribuer des dividendes intérimaires si les fonds nécessaires à une telle distribution sont disponibles.

F. Dissolution - Liquidation

Art. 22. En cas de dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateur(s), associé(s) ou non, nommé(s) par l'assemblée des associés qui fixera leurs pouvoirs et leurs émoluments. Le ou les liquidateur(s) auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

L'actif, après déduction du passif, sera partagé entre les associés en proportion des parts sociales détenues dans la Société.

Art. 23. Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions de la loi du 10 août 1915 telle qu'elle a été modifiée.

Souscription et libération

L'intégralité des cent (100) parts sociales a été souscrite par European Marketing & Research Services Ltd., préqualifiée.

Les actions ainsi souscrites sont entièrement libérées, de sorte que la somme de douze mille cinq cents euros (EUR 12.500,-) est dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire soussigné.

Dispositions transitoires

Le premier exercice social commence à la date de la constitution de la Société et finira le dernier jour du mois de décembre 2014.

Frais

Les parties ont évalué le montant des frais et dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à charge à raison de sa constitution à environ mille trois cents euros (EUR 1.300,-).

Résolutions

Et aussitôt, l'associée, représentant l'intégralité du capital social a pris les résolutions suivantes:

1. Le siège social de la Société est établi à L - 2449 Luxembourg, 8, boulevard Royal.

2. L'associé unique décide d'élire la personne suivante en tant que gérant de la société pour une durée indéterminée:

- M. Karim Van den Ende, employé privé, né le 26 octobre 1964 à Bruxelles (Belgique) et demeurant professionnellement au 17, boulevard Royal à L - 2449 Luxembourg.

DONT ACTE, fait et passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire de la comparante, celui-ci a signé le présent acte avec le notaire.

Signé: M. Krecké et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 20 janvier 2014. LAC/2014/2698. Reçu soixante-quinze euros EUR 75,-

Le Receveur ff. (signée): Carole FRISING.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, sur papier libre, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 février 2014.

Référence de publication: 2014024515/153.

(140029422) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Cassis S.A., Société Anonyme.

Siège social: L-4243 Esch-sur-Alzette, 56, rue Pierre Michels.

R.C.S. Luxembourg B 184.511.

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STATUTS

L'an deux mille quatorze, le trois février.

Pardevant Maître Roger ARRENSDORFF, notaire de résidence à Luxembourg, soussigné.

Ont comparu:

1.- Madame Christel GIRARDEAUX, directrice de sociétés, née à Marennes (France) le 27 octobre 1971, demeurant à L-3392 Roedgen, 5, rue de Luxembourg,

2.- La société AWORLD ADMINISTRATION INC., une société régie par les lois des Îles Vierges Britanniques, ayant son siège social à OMC Chambers, po box 3152, Road Town, Tortola (Iles Vierges Britanniques), inscrite au International Business Chamber sous le numéro BC 1395216, ici représentée par son directeur Christel GIRARDEAUX, directrice de société, demeurant à L-3392 Roedgen, 5, rue de Luxembourg.

Lesquels comparants ont requis le notaire de dresser l'acte constitutif d'une société anonyme qu'ils déclarent constituer entre eux et dont ils ont arrêté les statuts comme suit:

Art. 1er. Il est constitué par les présentes entre les comparants et tous ceux qui deviendront propriétaires des actions ci-après créées une société anonyme luxembourgeoise, dénommée: "CASSIS S.A.".

Art. 2. La société est constituée pour une durée illimitée à compter de ce jour. Elle peut être dissoute anticipativement par une décision des actionnaires délibérant dans les conditions requises pour un changement des statuts.

Art. 3. Le siège de la société est établi dans la commune d'Esch-sur-Alzette.

Lorsque des événements extraordinaires d'ordre militaire, politique, économique ou social feront obstacle à l'activité normale de la société à son siège ou seront imminents, le siège social pourra être transféré par simple décision du conseil d'administration dans toute autre localité du Grand-Duché de Luxembourg et même à l'étranger, et ce jusqu'à la disparition desdits événements.

Art. 4. La société a pour objet la consultance en matière de gestion de sociétés, ainsi que toute activité industrielle ou commerciale.

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

La société aura également pour objet toutes opérations industrielles, commerciales ou financières, mobilières ou immobilières se rattachant directement ou indirectement à son objet social ou qui sont de nature à en faciliter l'extension ou le développement.

Art. 5. Le capital souscrit est fixé à trente et un mille euros (31.000,- €) représenté par mille (1.000) actions de trente et un euros (31,- €) chacune, disposant chacune d'une voix aux assemblées générales.

Toutes les actions sont, au choix de l'actionnaire, nominatives ou au porteur.

Les actions de la société peuvent être créées, au choix du propriétaire, en titres unitaires ou en certificats représentatifs de deux ou plusieurs actions.

La société peut procéder au rachat de ses propres actions sous les conditions prévues par la loi.

Le capital autorisé est, pendant la durée telle que prévue ci-après, de trois cent dix mille euros (310.000,- €), qui sera représenté par dix mille (10.000) actions avec une valeur nominale de trente et un euros (31,-€).

Le capital autorisé et le capital souscrit de la société peuvent être augmentés ou réduits par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

En outre, le conseil d'administration est autorisé, pendant une période de cinq ans à compter de la publication de l'acte constitutif, 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. La société est administrée par un conseil composé de trois membres au moins et qui élit un président dans son sein. Elle peut être administrée par un administrateur unique dans le cas d'une société anonyme unipersonnelle. Ils sont nommés pour un terme n'excédant pas six années.

Art. 7. Le conseil d'administration est investi des pouvoirs les plus étendus pour gérer les affaires sociales et faire tous les actes de disposition et d'administration qui rentrent dans l'objet social, et tout ce qui n'est pas réservé à l'assemblée générale par les présents statuts ou par la loi, est de sa compétence. Il peut notamment compromettre, transiger, consentir tous désistements et mainlevées, avec ou sans paiement.

Le conseil d'administration est autorisé à procéder au versement d'acomptes sur dividendes aux conditions et suivant les modalités fixées par la loi.

Le conseil d'administration peut déléguer tout ou partie de la gestion journalière des affaires de la société, ainsi que la représentation de la société en ce qui concerne cette gestion à un ou plusieurs administrateurs, directeurs, gérants et/ou agents, associés ou non-associés.

La société se trouve engagée, soit par la signature collective de deux administrateurs et dans le cas d'une société anonyme unipersonnelle par la signature de l'administrateur unique, soit par la signature individuelle de la personne à ce déléguée par le conseil.

Art. 8. Les actions judiciaires, tant en demandant qu'en défendant, seront suivies au nom de la société par un membre du conseil ou la personne à ce déléguée par le conseil.

Art. 9. La surveillance de la société est confiée à un ou plusieurs commissaires. Ils sont nommés pour un terme n'excédant pas six années.

Art. 10. L'année sociale commence le 1 er janvier et finit le 31 décembre de chaque année.

Art. 11. L'assemblée générale annuelle se réunit de plein droit le 1 er mardi du mois de juin à 11.00 heures au siège social ou à tout autre endroit à désigner par les avis de convocation.

Si ce jour est un jour férié légal, l'assemblée se réunira le premier jour ouvrable suivant.

Art. 12. Pour pouvoir assister à l'assemblée générale, les propriétaires d'actions au porteur doivent en effectuer le dépôt cinq jours francs avant la date fixée pour la réunion; tout actionnaire aura le droit de voter par lui-même ou par mandataire, lequel dernier ne doit pas être nécessairement actionnaire.

Art. 13. L'assemblée générale a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société. Elle décide de l'affectation et de la distribution du bénéfice net.

L'assemblée générale peut décider que les bénéfices et réserves distribuables seront affectés à l'amortissement du capital sans que le capital exprimé ne soit réduit.

Art. 14. Pour tous les points non réglés aux présents statuts, les parties se soumettent aux dispositions de la loi du 10 août 1915 et aux lois modificatives.

Souscription

Le capital social a été souscrit comme suit:

1.- Christel GIRARDEAUX, susdite,	
une action	1
2.- Aworld Administration Inc., susdite,	
neuf cent quatre-vingt-dix-neuf actions	999
Total: mille actions	1.000

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Toutes les actions ainsi souscrites ont été libérées par des versements en numéraire, de sorte que le capital social au montant de trente et un mille euros (31.000,- €) est dès à présent à la disposition de la société, ainsi qu'il en a été justifié au notaire.

Déclaration

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

Évaluation des frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison des présentes, s'élève à environ neuf cent euros (EUR 900,-).

Dispositions transitoires

1) Le premier exercice social commence le jour de la constitution pour finir le 31 décembre 2014.

2) La première assemblée générale ordinaire aura lieu en 2015.

Assemblée générale extraordinaire

Et à l'instant les comparants, représentant l'intégralité du capital social, se sont réunis en assemblée générale extraordinaire, à laquelle ils se reconnaissent dûment convoqués et à l'unanimité, ils ont pris les résolutions suivantes:

Première résolution

Le nombre des administrateurs est fixé à trois (3) et celui des commissaires à un (1).

Sont nommés aux fonctions d'administrateur:

1.- Madame Christel GIRARDEAUX, directrice de sociétés, née à Marennes (France) le 27 octobre 1971, demeurant à L-3392 Roedgen, 5, rue de Luxembourg,

2.- La société AWORLD ADMINISTRATION INC., une société régie par les lois des Îles Vierges Britanniques, ayant son siège social à OMC Chambers, po box 3152, Road Town, Tortola (Iles Vierges Britanniques), inscrite au International Business Chamber sous le numéro BC 1395216, ayant pour représentant permanent son gérant Madame Christel GIRARDEAUX, directrice de sociétés, demeurant à L-3392 Roedgen, 5, rue de Luxembourg,

3.- Monsieur Roland DUPRÉ, directeur de sociétés, né à Phnom-Penh (Cambodge) le 3 juillet 1967, demeurant à L-2412 Howald, 19, Rangwee.

Deuxième résolution

Est nommé commissaire aux comptes:

- La société SOCOGESCO INTERNATIONAL S.A., ayant son siège social à L-1660 Luxembourg, 84, Grand-Rue, inscrit au registre du commerce et des sociétés sous le numéro B44.906.

Troisième résolution

Le mandat des administrateurs et du commissaire ainsi nommés prendra fin à l'issue de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice 2019.

Quatrième résolution

L'adresse de la société est fixée à L-4243 Esch-sur-Alzette, 56, rue Jean Pierre Michels.

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

Cinquième résolution

Le conseil d'administration est autorisé, conformément à l'article 60 de la loi sur les sociétés et de l'article 7 des présents statuts, à désigner un administrateur-délégué avec tous pouvoirs pour engager la société par sa seule signature pour les opérations de la gestion journalière.

Dont Acte, fait et passé à Luxembourg, en l'étude.

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par leurs nom, prénom usuel, état et demeure, les comparants ont tous signé avec Nous, notaire, le présent acte.

Signé: GIRARDEAUX, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils, le 7 février 2014. Relation: LAC / 2014 / 6130. Reçu soixante-quinze euros 75,00 €

Le Receveur ff. (signé): FRISING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Luxembourg, le 17 février 2014.

Référence de publication: 2014024537/154.

(140030030) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

BON AVENIR S.A., société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 156.544.

CLÔTURE DE LIQUIDATION

Il résulte du procès-verbal de l'assemblée générale extraordinaire des actionnaires, tenue le 3 décembre 2013, que la liquidation de [a société, décidée en date du 22 juillet 2013, a été clôturée et que BON AVENIR S.A., société de gestion de patrimoine familial, a définitivement cessé d'exister. Les livres et documents sociaux sont déposés et conservés pour une période de cinq ans au 42, rue de la Vallée, L-2661 Luxembourg.

Luxembourg, le 24/02/2014.

Pour: BON AVENIR S.A., société de gestion de patrimoine familial, société anonyme

Pour le Liquidateur: GRANT THORNTON LUX AUDIT S.A.

EXPERTA LUXEMBOURG

Société anonyme

Isabelle Maréchal-Gerlaxhe / Aurélie Katola

Référence de publication: 2014027661/19.

(140033934) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2014.

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

Siège social: L-2550 Luxembourg, 38, avenue du Dix Septembre.

R.C.S. Luxembourg B 178.371.

L'an deux mille treize, le vingtième jour de décembre.

Par-devant Maître Edouard DELOSCH, notaire de résidence à Diekirch, Grand-duché de Luxembourg.

A COMPARU:

Monsieur Frédéric MOUYSSET, pharmacien, né le 21 janvier 1968 à Marseille (France), de nationalité française, demeurant au 392 chemin du pélican à F-83000 Toulon, représenté par Monsieur Claude FAVRE, demeurant professionnellement à Luxembourg au 38 avenue du X septembre, L-2550 Luxembourg, en vertu d'une procuration signée le 12 décembre 2013 à Luxembourg.

Laquelle procuration restera, après avoir été signée "ne varietur" par le mandataire de la partie comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Lequel comparant, représenté comme dit ci-avant, a requis le notaire instrumentaire d'acter qu'il est le seul et unique associé actuel de «LUXPICOM S.à r.l.», société à responsabilité limitée, ayant son siège social au 38 avenue du X septembre à L-2550 Luxembourg, immatriculée au R.C.S. de Luxembourg section B sous le numéro 178.371, constituée par le notaire instrumentant en date du 20 juin 2013, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 2010 du 20 août 2013 (la «Société»).

Lequel comparant, représenté comme dit ci-avant, a pris les résolutions suivantes:

Première résolution

L'associé a décidé d'augmenter le capital social de la Société à concurrence de EUR 151.276,- (cent cinquante-et-un mille deux cent soixante seize euros), pour le porter de son montant actuel de EUR 12.500,- (douze mille cinq cents euros) à EUR 163.776,- (cent soixante trois mille sept cent soixante seize euros), par l'émission de 151.276 (cent cinquante et un mille deux cent soixante seize) parts sociales nouvelles d'une valeur nominale de EUR 1,- (un euro) chacune, jouissant des mêmes droits et obligations que les parts sociales existantes.

Souscription - Paiement

Est intervenu ensuite Monsieur Frédéric MOUYSSET, prénommé, (le «Souscripteur») qui déclare:

- souscrire en son nom propre, les 151.276 (cent cinquante et un mille deux cent soixante seize) nouvelles parts sociales et les libérer entièrement par apport en nature de 490 (quatre cent quatre vingt dix) parts sociales de EUR 1,- (un euro) de valeur nominale chacune et évaluée à EUR 308,726 (trois cent huit euros et sept cent vingt six centimes) chacune, c'est-à-dire une participation de quarante neuf pour cent (49 %) dans KI DEVELOPPEMENT, une société à responsabilité constituée et existant sous les lois françaises, avec siège à La Seyne sur Mer (F-83500) au 523, avenue de Rome Espace Vie-Zac Les Playes Jean Monnet Sud, immatriculée au registre du commerce et des sociétés de Toulon sous

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le numéro 531 593 010, représentant un montant de EUR 151.276,- (cent cinquante-et-un mille deux cent soixante seize euros) à concurrence duquel le capital a été augmenté (l' «Apport»).

Preuve de l'existence de l'apport

La preuve par le Souscripteur de la propriété de l'Apport a été rapportée au notaire soussigné.

Le Souscripteur a déclaré encore que l'Apport est libre de tout privilège ou gage et qu'il ne subsiste aucune restriction au libre transfert de l'Apport à la Société et que des instructions valables ont été données en vue d'effectuer toutes notifications, inscriptions ou autres formalités nécessaires pour effectuer un transfert valable de l'Apport à la Société.

Le Souscripteur a déclaré qu'une attestation du gérant de la Société, Monsieur Claude FAVRE, a été établie dans laquelle l'Apport est évalué.

Le Souscripteur a déclaré encore qu'un rapport d'évaluation a été établi en date du 19 novembre 2013, signé par Madame Laetitia JALABERT, par le cabinet d'expertise comptable KI EXPERT, une société constituée et existant sous les lois françaises, avec siège à La Seyne sur Mer (F-83500) au 523, avenue de Rome Espace Vie-Zac Les Playes Jean Monnet Sud, immatriculée au registre du commerce et des sociétés de Toulon sous le numéro 533 858 221 00013 dans lequel l'Apport est décrit et évalué (le «Rapport»).

Les conclusions du Rapport sont les suivantes:

«Il ressort une valeur des titres de trois cent huit mille sept cent vingt-six € (308 726 €) soit une valeur unitaire de la part sociale égale à trois cent huit € et soixante et douze centimes (308.72 €).

Ce qui représente pour quatre cent quatre-vingt-dix part sociales (490) une valeur globale de cent cinquante et un mille deux cent soixante et seize €uros (151 276 €).»

Le Rapport restera annexé au présent acte pour être soumis avec lui à la formalité de l'enregistrement.

Réalisation effective de l'apport

Monsieur Frédéric MOUYSSET, apporteur, prénommé, déclare que:

- il est le seul plein propriétaire de ses parts sociales et possédant les pouvoirs d'en disposer, celles-ci étant légalement et conventionnellement librement transmissibles;

- il n'existe aucun droit de préemption ou d'autre droits en vertu desquels une personne pourrait avoir le droit d'en acquérir une ou plusieurs;

- les transferts des parts sociales sont effectivement réalisés sans réserve aujourd'hui et les conventions de cessions ont été déjà signées, preuve en ayant été apportée au notaire soussigné;

- toutes autres formalités seront réalisées dans les Etats respectifs, à savoir la France, aux fins d'effectuer la cession et de la rendre effective partout et vis-à-vis de toutes tierces parties.

Deuxième résolution

Suite aux résolutions qui précèdent, le premier alinéa de l'article cinq des statuts se trouve modifié et aura dorénavant la teneur suivante:

Art. 5. (premier alinéa). «Le capital social de la Société est fixé à la somme de EUR 163.776,-(cent soixante trois mille sept cent soixante seize euros) représenté par 163.776 (cent soixante trois mille sept cent soixante seize) parts sociales d'une valeur nominale de EUR 1 (un euro) chacune, toutes intégralement souscrites et entièrement libérées.".

Frais

Tous les frais et honoraires incombant à la société à raison des présentes sont évalués à la somme de mille six cents euros (EUR 1.600,-).

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

Et après lecture faite et interprétation donnée au mandataire du comparant, connu du notaire par son nom, prénom usuel, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: C. FAVRE, DELOSCH.

Enregistré à Diekirch, le 24 décembre 2013. Relation: DIE/2013/15810. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé) pd: RECKEN.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Diekirch, le 14 février 2014.

Référence de publication: 2014024796/83.

(140029445) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

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Peakside Postit LP S.à r.l., Société à responsabilité limitée,
(anc. PREF II 2 S.à r.l.).

Capital social: EUR 12.500,00.

Siège social: L-2540 Luxembourg, 18-20, rue Edward Steichen.

R.C.S. Luxembourg B 176.318.

In the year two thousand and fourteen, on the thirty-first of January.

Before us Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

PREF II 1 S.à r.l., having its registered office at 18-20, Rue Edward Steichen, L-2540 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 176.317,

Here represented by Mr. Erwin VANDE CRUYS, private employee, residing professionally at L-1750 Luxembourg, 74, avenue Victor Hugo, by virtue of a proxy given under private seal in London on 29 January 2014 (the Sole Shareholder).

Which proxy, after having been signed "ne varietur" by the appearing party and the undersigned notary, will be registered with this deed.

The Sole Shareholder requests the notary to act that:

I. It is the Sole Shareholder of "PREF II 2 S.à r.l.", a limited liability company (société à responsabilité limitée), having its registered office at 18-20, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, with a share capital of twelve thousand five hundred euro (EUR 12,500.-), registered with the Luxembourg Trade Register, section B number 176.318, incorporated by a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg (Grand Duchy of Luxembourg), dated March 20 th , 2013, published in the Mémorial C, Recueil Spécial des Sociétés et Associations, number 1263 of May 29 2013. The articles of incorporation have not been amended since.

II. The agenda of the meeting is the following:

Agenda

1.To waive the convening notice rights;

2. To change the name of the Company from PREF II 2 S.à r.l. into Peakside Postit LP S.à r.l. and to consequently amend article 1 of the articles of incorporation of the Company so as to read as follows:

" **Art. 1. Name.** There is hereby formed a "Société à responsabilité limitée", private limited liability company under the name of "Peakside Postit LP S.à r.l. …"

Then the Sole Shareholder then took the following resolutions:

First resolution

The entirety of the share capital being represented at the present Meeting, the Meeting waives the convening notices, the sole shareholder represented considering himself as duly convened and declaring having perfect knowledge of the agenda which has been communicated to him in advance.

Second resolution

The sole shareholder resolves to change the name of the Company from PREF II 2 S.à r.l. into Peakside Postit LP S.à r.l. and to consequently amend article 1 of the articles of incorporation of the Company so as to read as follows:

" **Art. 1. Name.** There is hereby formed a "Société à responsabilité limitée", private limited liability company under the name of "Peakside Postit LP S.à r.l. …"

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the company incurs or for which it is liable by reason of the present deed, is approximately one thousand two hundred Euros (EUR 1,200.-).

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

The undersigned notary, who knows English, states that on request of the appearing parties, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

Whereof, the present notarial deed was drawn up and duly enacted in Luxembourg, on the day named at the beginning of this document.

The document having been read to the proxy-holder, she signed together with us, the notary, the present original deed.

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Suit la traduction française

L'an deux mille quatorze, le trente et un janvier.

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

A comparu:

PREF II 1 S.à r.l.,., une société à responsabilité limitée, ayant son siège social au 18-20, Rue Edward Steichen, L-2540 Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 176.317,

Ici représentée par Monsieur Erwin VANDE CRUYS, employé privé, demeurant professionnellement à 74, avenue Victor Hugo, L-1750 Luxembourg, en vertu d'une procuration donnée sous seing privé à Londres le 29 janvier 2014 (l'Associé Unique).

Ladite procuration après avoir été signée «ne varietur» par la partie présente et le Notaire soussigné, sera enregistrée avec le présent acte.

L'Associé Unique prie le notaire d'acter que:

I. Il est l'Associé Unique de la société «PREF II 2 S.à r.l.», société à responsabilité limitée ayant son siège social au 18-20, Rue Edward Steichen, L-2540, Grand-Duché de Luxembourg, avec un capital social de douze mille cinq cent euros (12,500.- EUR), inscrite au Registre de Commerce et des Sociétés de Luxembourg section B sous le numéro 176.318, constituée suivant acte de Maître Martine Schaeffer, notaire de résidence à Luxembourg (Grand-Duché du Luxembourg) reçu le 20 mars 2013, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 1263 du 29 mai 2013.

Les statuts de la société n'ont pas été changés depuis.

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

Ordre du jour:

1. Supprimer le droit de convocation;

2. Changer le nom de la Société de PREF II 2 S.à r.l. en Peakside Postit LP S.à r.l. et de modifier en conséquence l'article 1 des statuts de la Société de manière à lire comme suit:

« **Art. 1 er . Nom.** Il est formé une "Société à responsabilité limitée" sous le nom de "Peakside Postit LP S.à r.l...»

Première résolution

L'entièreté du capital social étant représentée à la présente Assemblée, l'assemblée renonce aux formalités de convocation, l'associé unique représenté se considérant dûment convoqué, déclare avoir parfaite connaissance de l'ordre du jour qui lui a été communiqué en avance.

Deuxième résolution

L'Associé Unique décide de changer le nom de la Société de PREF II 2 S.à r.l. en Peakside Postit LP S.à r.l. et de modifier en conséquence l'article 1 des statuts de la Société qui dorénavant se lira comme suit:

« **Art. 1 er . Nom.** Il est formé une "Société à responsabilité limitée" sous le nom de "Peakside Postit LP S.à r.l...»

Estimation des coûts

Les dépenses, coûts, frais et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison du présent acte sont estimés à environ mille deux cents euros (EUR 1.200.-)

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

Le notaire soussigné, qui comprend et parle la langue anglaise, constate que le ou les comparant(s) a/ont requis de documenter le présent acte en langue anglaise, suivi d'une version française et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi entre parties.

Dont acte, fait et passé à Luxembourg, les jours, mois et an mentionnés en tête du document.

Le document ayant été lu aux personnes présentes, celles-ci ont signé avec Nous le Notaire, le présent acte d'origine.

Signé: E. Vande Cruys et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 07 février 2014. LAC/2014/6167. Reçu soixante-quinze euros EUR 75,-

Le Receveur (signée): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, sur papier libre, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 février 2014.

Référence de publication: 2014024892/101.

(140029372) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

GO Partenaires 3, Société Anonyme.

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

R.C.S. Luxembourg B 161.421.

In the year two thousand and fourteen, on the first day of April.

Before Maître Carlo WERSANDT, notary, residing in Luxembourg, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting of the shareholders of GO Partenaires 3, a société anonyme governed by the laws of the Grand Duchy of Luxembourg, with registered office at 47, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, incorporated pursuant to a deed of Maître Jean-Joseph WAGNER, notary residing in Sanem, on 1 June 2011, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C"), numéro 1790 of 26 August 2011 and registered at the Luxembourg Register of Commerce and Companies under number B 161421 (the "Company"). The articles of association of the Company have been amended for the last time by a deed of Maître Jean-Joseph WAGNER, notary, residing in Sanem on 13 September 2012, published in the Mémorial C number 2662 of 30 October 2012.

The meeting was opened at 2.45 pm with Nicolas Gauzès, lawyer, with professional address in Luxembourg, in the chair, who appointed as secretary Florence Forster, lawyer, with professional address in Luxembourg.

The meeting elected as scrutineer Hervé Précigoux, lawyer, with professional address in Luxembourg.

The bureau of the meeting having thus been constituted, the chairman declared and requested the notary to record the following statements and declarations:

(i) The agenda of the meeting was the following:

Agenda

1. To approve the joint merger proposal drawn up in accordance with Articles 261 (1) and (2) of the law of August 1915 on commercial companies, as amended (the "1915 Law") and published in the Mémorial C, number 539 of 28 February 2014, in accordance with article 262 (1) of the 1915 Law (the "Joint Merger Proposal").

2. To acknowledge the reports issued by the board of directors and an independent auditor in relation to the transactions contemplated in the Joint Merger Proposal.

3. To approve the merger by absorption between eDreams ODIGEO (formerly LuxGEO Parent S.à r.l.), a société anonyme governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 282, route de Longwy, L-1940 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 159036 ("eDreams ODIGEO" or the "Absorbing Company") as the absorbing company and (i) AXEUROPE S.A., a société anonyme with registered office at 24, avenue Emile Reuter, L-2420 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 159139, (ii) Luxgoal S.à r.l., a société à responsabilité limitée with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 152268, (iii) G Co-Investment GP S.à r.l., a société à responsabilité limitée with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg, having a share capital of EUR 30,000 and registered with the Luxembourg Register of Commerce and Companies under number B 161761, (iv) G Co-Investment I S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 161794, (v) G Co-Investment II S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 161796, (vi) G Co-Investment III S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 175922, (vii) G Co-Investment IV S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 183199, (viii) GO Partenaires 3, a société anonyme with registered office at 47 avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 159139, as the absorbed companies (the "Absorbed Companies") in accordance with articles 261 ff. of the 1915 Law (the "Merger").

4. To approve, as a result of the Merger, the contribution by the Absorbed Companies of all their assets and liabilities to the Absorbing Company and the subsequent dissolution of the Absorbed Companies.

5. To approve, concomitantly with the Merger, the exchange of all class D shares of the Absorbing Company with a nominal value of one euro cent (EUR 0.01) held by shareholders which are not part of the Merger (the "Class D Shares"), as set out in the Joint Merger Proposal (the "Exchange").

6. To approve the condition and deferred effect of the Merger and the Exchange which require the approval of the shareholders meeting of all merging entities and will be conditional and effective upon the definitive setting of the price

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(the “Pricing”) of the shares of the Absorbing Company (the “Effective Date”) for the purpose of the proposed admission to trading and listing of the Absorbing Company on regulated markets in Spain, while being effective from an accounting perspective as of 1 April 2014.

7. To approve the contribution and exchange of all outstanding shares of the Absorbing Company to the Absorbing Company as a result of the Merger and the Exchange and their cancellation on the Effective Date.

8. To approve the creation and issuance by the Absorbing Company on the Effective Date of one single class of one hundred million (100,000,000) ordinary shares of a nominal value of one euro (EUR 1.-) (the “New Share(s)”) forming the entire issued capital of the Absorbing Company and their allotment to the shareholders of the Absorbed Companies and the holders of the Class D Shares in consideration of the contributions made as a result of the Merger and the Exchange and approve the allocation of the value of the contributions exceeding one hundred million euro (EUR 100,000,000.-) to the share premium.

9. To approve that (i) the valuation of the Absorbing Company and the Absorbed Companies is dependent on Pricing and may therefore only be set upon Pricing, (ii) the share exchange ratio applicable to the Merger and the Exchange is to determined upon Pricing and (iii) the final allocation of the New Shares issued as a result of the Merger and the Exchange will be made upon Pricing and will be calculated according to the exchange ratio set in the Joint Merger Proposal.

10. To approve that all the shares issued and to be issued by the Absorbing Company shall, without any option for the shareholders, be issued in dematerialised form as of the Effective Date.

11. To approve with effect immediately after the Merger the reduction of the nominal value of each New Share from its amount of one euro (EUR 1.-) per share to ten euro cents (EUR 0.10) per share without cancellation of any shares in issue nor any repayment to the shareholders but allocation of an amount corresponding to the resulting reduction of the share capital of an amount of ninety million euro (EUR 90,000,000.-) to the reserve of the Absorbing Company.

12. To amend the articles of association of the Absorbing Company to reflect the foregoing resolutions, as well as to reflect the decision of the general meeting of shareholders of the Absorbing Company held on 20 March 2014 approving the inclusion of the authorised capital clause in the Absorbing Company’s articles of association.

13. To confirm the subsequent amendment of the articles of association of the Absorbing Company, with effect as of the earlier of the admission to trading of the shares of the Absorbing Company on the Madrid, Barcelona, Valencia and Bilbao stock exchanges (the "Admission to Trading") or the settlement of the initial public offering to institutional investors in the United States and elsewhere (the "Settlement"), as approved during the extraordinary general meeting of share-holders of the Absorbing Company held on 20 March 2014.

14. To confirm the appointment of Mr. Robert A. Gray, Mr. James O’Hare and Mr. Philip C. Wolf as independent directors to the Absorbing Company’s board of directors, for a period of three (3) financial years, such appointment being conditional to the earlier of the Admission to Trading or the Settlement.

15. To grant power and authority to (i) decide on behalf of the Company and upon delegation of the General meeting of Shareholders for the purpose of the Merger and the Exchange to proceed with the Pricing and, in agreement with the representative of the other companies participating to the Merger set the price of the New Shares, (ii) upon Pricing, set the value of the contribution made to the Absorbing Company as a result of the Merger and the Exchange, approve the allocation of the New Shares, confirm the effectiveness of the Merger and the Exchange, confirm the coming into force of restated articles of association, and confirm and record the same in the presence of a Luxembourg notary, (iii) upon Admission to Trading and /or Settlement, confirm and record in the presence of a Luxembourg notary the subsequent amendment of the articles of association of the Absorbing Company, and (iv) generally perform any action and complete any formality useful of necessary to implement and give effect to the Merger and the Exchange and any resolution adopted by the general meeting of shareholders.

16. To authorize the board of directors of the Absorbing Company to redeem, in accordance with article 49-2 of the 1915 Law on one or several occasions, up to a maximum aggregate number of 5,405,405 (five million four hundred five thousand four hundred five) shares of the Absorbing Company during a period of five (5) years from the date of the issuance of the shares by the board of directors within the framework of the authorized capital on or about the date of Pricing and within an indicative price range of EUR 9.25 to EUR 11.50 per share.

17. To adopt the internal rules of procedure with respect to general shareholders’ meetings of the Absorbing Company and to delegate to any of the directors of the Absorbing Company the power to amend such rules as may be required from time to time, it being understood that such rules will become effective upon the Admission to Trading.

(i) The shareholders present or represented, the proxyholders of the represented shareholders and the number of shares held by the shareholders were shown on an attendance list; this attendance list, signed by the present shareholders, the proxyholders of the represented shareholders, the bureau of the meeting and the undersigned notary, will remain annexed to the present deed.

(ii) The proxies of the represented shareholders, signed by the proxyholders, the bureau of the meeting and the undersigned notary will also remain annexed to the present deed.

(iii) It results from the attendance list that among five million eight hundred and six (5,800,006) shares, all the shares are present or represented at the present meeting, and in consideration of the agenda and the provisions of articles 67-1

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and 68 of the 1915 Law, the present meeting is validly constituted and may validly deliberate on all items of the agenda which the shareholders have been duly informed of before this meeting.

(iv) In accordance with Article 267 (1) of the 1915 Law, the following documents have been put at the disposal of the shareholders of the Company at the Company's registered office at least one (1) month prior to the date of the present extraordinary general meeting of shareholders of the Company convened to approve the Merger:

- the Joint Merger Proposal;

- the annual accounts and the management reports of the Absorbing Company and the Absorbed Companies (together the "Merging Companies") for the last three financial years, except as further described below;

* AXEUROPE S.A. has been incorporated as of 18 February 2011 and the financial statements and relevant management report of this company are as of 31 March 2012 and as of 31 March 2013;

* G Co-Investment GP S.à r.l., G Co-Investment I S.C.A. and G Co-Investment II S.C.A. have been incorporated as of 27 June 2011 and the financial statements and relevant management report of these companies are as of 31 March 2012 and as of 31 March 2013;

* G Co-Investment III S.C.A. has been incorporated as of 26 February 2013 and has not closed its first financial year yet;

* Go Partenaires 3 has been incorporated as of 1 June 2011 and the financial statements and management report of this company are as of 31 March 2012 and as of 31 March 2013;

* G Co-Investment IV S.C.A. has been incorporated as of 13 December 2013 and has not closed its first financial year yet; and

* the Merging Companies have never prepared any management report as regards to their respective annual accounts, since each of the Merging Companies benefits from the exemption provided by Article 68 d) of the law of 19 December 2002 on annual accounts, as amended;

- the accounting statements of the Merging Companies as of 15 December 2013;

- the explanatory memorandum to the Joint Merger Proposal drawn up by the boards of directors of the Merging Companies (Article 267 paragraph 1 d) of the 1915 Law) as well as the supporting calculation model; and

- the report of the auditor ("réviseur d'entreprises agréé") prepared by KPMG Luxembourg S.à r.l. in relation to the Merger in accordance with Articles 266 (1) of the 1915 Law (the "Auditor Report on the Merger"), dated 27 February 2014 which stated the following conclusion:

"Based on the work performed, nothing has come to our attention that causes us to believe that:

* the exchange ratios described in the joint merger proposal are not relevant and reasonable;

* the valuation method adopted for the determination of the exchange ratios is not appropriate in the circumstances."

- the report of the réviseur d'entreprises agréé prepared in relation to the Exchange in accordance with Articles 26-2 of the 1915 Law (the "Auditor Report on the Exchange"), dated 27 February 2014 which stated the following conclusion:

"Based on the work performed, nothing has come to our attention that causes us to believe that the value of the contribution does not correspond at least to the number and value of the shares to be issued as consideration."

The Auditor Report on the Merger and the Auditor Report on the Exchange will remain annexed to the present deed.

An attestation from the Company certifying as to the availability of the documents listed above will remain annexed to the present deed.

(v) The Joint Merger Proposal has been lodged with the Luxembourg Register of Commerce and Companies on 24 February 2014 and has been published in the Mémorial C, under number 539 on 28 February 2014, in accordance with Article 262 of the 1915 Law. It shall then be examined and approved by the shareholders of the Company.

(vi) The extraordinary general meeting of shareholders then adopted the following resolutions:

First resolution

After examination, the meeting resolved to approve the Joint Merger Proposal.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Second resolution

The meeting resolved to acknowledge the reports issued by the board of directors and KPMG Luxembourg S.à r.l. in accordance with Article 226(1) of the 1915 Law in relation to the transactions contemplated in the Joint Merger Proposal.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

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Third resolution

The meeting resolved to approve the Merger.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fourth resolution

The meeting resolved to approve, as a result of the Merger, the contribution by the Absorbed Companies of all their assets and liabilities to the Absorbing Company and the subsequent dissolution of the Absorbed Companies.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fifth resolution

The meeting resolved to approve, concomitantly with the Merger, the Exchange.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Sixth resolution

The meeting resolved to approve the condition and deferred effect of the Merger and the Exchange which require the approval of the shareholders meeting of all merging entities and will be conditional upon Pricing and effective on the Effective Date, while being effective from an accounting perspective as of 1 April 2014.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Seventh resolution

The meeting resolved to approve the contribution and exchange of all outstanding shares of the Absorbing Company to the Absorbing Company as a result of the Merger and the Exchange and their cancellation on the Effective Date so that to reduce the share capital of the Absorbing Company to zero euro (EUR 0.-) by the effect of the Merger and the Exchange.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Eighth resolution

The meeting resolved to approve, conditionally on and subsequently to the approval of the completion of the cancellation set out in the seventh resolution above, the creation and issuance by the Company on the Effective Date one hundred million (100,000,000) New Share(s) with a nominal value of one euro (EUR 1.-) forming the entire issued capital of the Company and their allotment to the shareholders of the Absorbed Companies and the holders of the Class D Shares in consideration of the contributions made as a result of the Merger and the Exchange and approve the allocation of the value of the contributions exceeding one hundred million euro (EUR 100,000,000.-) to the share premium.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Ninth resolution

The meeting thereupon approved that (i) the valuation of the Absorbing Company and the Absorbed Companies is dependent on Pricing and may therefore only be set upon Pricing, (ii) the share exchange ratio applicable to the Merger and the Exchange is to determined upon Pricing and (iii) the final allocation of the New Shares issued as a result of the

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Merger and the Exchange will be made upon Pricing and will be calculated according to the exchange ratio set in the Joint Merger Proposal.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Tenth resolution

The meeting resolved to approve, subject to the approval of the eighth resolution above, that all the shares issued and to be issued by the Company shall, without any option for the shareholders, be issued in dematerialised form as of the Effective Date.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Eleventh resolution

The meeting resolved to approve with effect immediately after the Merger the reduction of the nominal value of each New Share from its amount of one euro (EUR 1.-) per share to ten euro cents (EUR 0.10) per share without cancellation of any shares in issue nor any repayment to the shareholders but allocation of an amount corresponding to the resulting reduction of the share capital of an amount of ninety million euro (EUR 90,000,000.-) to the reserve of the Absorbing Company.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Twelfth resolution

The meeting resolved to approve the amendment the articles of association of the Absorbing Company to reflect the foregoing resolutions as well as to reflect the decision of the general meeting of shareholders of the Absorbing Company held on 20 March 2014 approving the inclusion of the authorised capital clause in the Absorbing Company's articles of association.

The articles of association of the Absorbing Company will read as from the Effective Date as follows:

Chapter I. Form, Name, Registered office, Object, Duration

Art. 1. Form, Name. There hereby exits a société anonyme (the "Company") governed by the laws of the Grand Duchy of Luxembourg (the "Laws") and by the present articles of incorporation (the "Articles of Incorporation").

The Company may be composed of one single shareholder, owner of all the shares, or several shareholders.

The Company exists under the name of "eDreams ODIGEO".

Art. 2. Registered Office. The Company has its registered office in the City of Luxembourg.

The registered office may be transferred to any other place within the City of Luxembourg by a resolution of the Board of Directors.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Board of Directors.

In the event that, in the view of the Board of Directors, extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, the Company may temporarily transfer the registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the Laws. Such temporary measures will be taken and notified to any interested parties by the Board of Directors.

Art. 3. Object. The purpose of the Company is:

- to act as an investment holding company and to co-ordinate the business of any corporate bodies in which the Company is for the time being directly or indirectly interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by any person and any other asset of any kind and to hold the same as investments, and to sell, exchange and dispose of the same;

- to carry on any trade or business whatsoever and to acquire, undertake and carry on the whole or any part of the business, property and/or liabilities of any person carrying on any business;

- to invest and deal with the Company's money and funds in any way the Company's board of directors thinks fit and to lend money and give credit in each case to any person with or without security;

- to borrow, raise and secure the payment of money in any way the Company's board of directors thinks fit, including by way of public offer. It may issue by way of private or public placement (to the extent permitted by Luxembourg law) securities or instruments, perpetual or otherwise, convertible or not, whether or not charged on all or any of the Company's property (present and future) or its uncalled capital, and to purchase, redeem, convert and pay off those securities;

- to borrow, raise and secure the payment of money in any way the Company's board of directors thinks fit, including by the issue (to the extent permitted by Luxembourg law) of debentures and other securities or instruments, perpetual or otherwise, convertible or not, whether or not charged on all or any of the Company's property (present and future) or its uncalled capital, and to purchase, redeem, convert and pay off those securities;

- to acquire an interest in, amalgamate, merge, consolidate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, including any employees of the Company;

- to enter into any guarantee or contract of indemnity or suretyship, and to provide security for the performance of the obligations of and/or the payment of any money by any person (including any body corporate in which the Company has a direct or indirect interest or any person (a "Holding Entity") which is for the time being a member of or otherwise has a direct or indirect interest in the Company or any body corporate in which a Holding Entity has a direct or indirect interest and any person who is associated with the Company in any business or venture), with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property, assets or uncalled capital (present and future) or by other means; for the purposes of article 3 of the Company's articles of association "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of, indemnify and keep indemnified against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness or financial obligations of any other person;

- to purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it;

- to sell, lease, exchange, let on hire and dispose of any real or personal property and/or the whole or any part of the undertaking of the Company, for such consideration as the Company's board of directors thinks fit, including for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company; to hold any shares, debentures and other securities so acquired; to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or any part of the property and rights of the Company;

- enter into agreements including, but not limited to any kind of credit derivative agreements, partnership agreements, underwriting agreements, marketing agreements, distribution agreements, management agreements, advisory agreements, administration agreements and other services contracts, selling agreements, or other in relation to its purpose;

- to do all or any of the things provided in any paragraph of article 3 of the Company's articles of association (a) in any part of the world; (b) as principal, agent, contractor, trustee or otherwise; (c) by or through trustees, agents, subcontractors or otherwise; and (d) alone or with another person or persons;

- to do all things (including entering into, performing and delivering contracts, deeds, agreements and arrangements with or in favour of any person) that are in the opinion of the Company's board of directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers;

provided always that the Company will not enter into any transaction which would constitute a regulated activity of the financial sector or require a business license under Luxembourg law without due authorisation under Luxembourg law.

Art. 4. Duration. The Company is formed for an unlimited duration.

It may be dissolved at any time by a resolution of the general meeting of shareholders, voting with the quorum and majority rules set by the Articles of Incorporation for any amendment of the Articles of Incorporation and pursuant to article 33 of the Articles of Incorporation, without prejudice to any mandatory provisions of the Laws.

Chapter II. Capital, Shares

Art. 5. Issued Capital.

5.1 The subscribed share capital of the Company is ten million euros (€ 10,000,000) divided into one hundred million shares (100,000,000) with a par value of ten euro cents (€ 0.10) each (the "Shares"), all of which are fully paid up. In these Articles, "Shareholders" means the holders at the relevant time of the Shares and "Shareholder" shall be construed accordingly.

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5.1.1 The authorised, but unissued and unsubscribed share capital of the Company (the "Authorised Capital") is twenty-one million euros (€ 21,000,000). The Board of Directors is, accordingly, authorised to the increase the issued share capital of the Company up to thirty-one million euros (€ 31,000,000).

5.1.2 The Board of Directors is authorised to issue Shares ("Board Issued Shares") in one or more or several tranches up to the limit of the Authorised Capital from time to time subject as follows:

(a) such authorisation of the Board of Directors with respect to the Authorised Capital as described in the present Article 5.1.2 and Article 5.2 below will expire the earlier of (i) five (5) years from this authorisation or (ii) 3 April 2019 provided that a further period or periods of authorisation following that period may be approved by Shareholders' Resolution to the extent permitted by the 1915 Law;

(b) the Board of Directors may limit or cancel the Shareholders' preferential rights to subscribe for the Board Issued Shares and may issue the Board Issued Shares to such persons and at such price with or without a premium and paid up by contribution in kind or for cash or by incorporation of claims or capitalisation of reserves or in any other way as the Board of Directors may determine, subject to the 1915 Law;

(c) upon the Company's admission to trading on the Spanish regulated markets in Madrid, Barcelona, Bilbao and Valencia ("Admission to Trading"), save for with respect to Articles 5.2.1, 5.2.2 and 5.2.4 below as applicable, issuances of Board Issued Shares during the authorisation period described in Article above 5.1.2(a) may not in total exceed fifty percent (50%) of the Company's total subscribed share capital immediately following such Admission to Trading, in accordance with the following limits:

(i) issuances of Board Issued Shares during the authorisation period described in Article above 5.1.2(a) may in total represent up to fifty percent (50%) of the Company's total subscribed share capital immediately following Admission to Trading, if the Board of Directors does not limit or cancel the Shareholders' preferential rights to subscribe for such Board Issued Shares.

(ii) issuances of Board Issued Shares during the authorisation period described in Article above 5.1.2(a) may not in total exceed twenty percent (20%) of the Company's total subscribed share capital immediately following Admission to Trading, if in connection with such issuance the Board of Directors limits or cancels the Shareholders' preferential rights to subscribe for such Board Issued Shares.

5.1.3 The Shareholders' Meeting called upon to resolve, in accordance with the conditions prescribed for the amendments to the Articles (as provided for in Article 14.8.2 below), either upon an increase of issued share capital or upon the authorisation or amendment of the Authorised Capital clause as provided for in the Articles 5.2.1, 5.2.2 and 5.2.3 in this Article 5, may limit or cancel such preferential subscription rights in respect of such issuance or authorise the Board of Directors to do so; any proposal to that effect must be specifically announced in the convening notice; detailed reasons therefore must be set out in a report prepared by the Board of Directors and presented to the Shareholders' Meeting, dealing in particular with the proposed issue price.

5.2 Within the limits of the Authorised Capital set out in Article 5.1.1 and, unless stated otherwise, Article 5.1.2, the Board of Directors is authorised and empowered to:

5.2.1. issue Board Issued Shares prior to Admission to Trading for which Article 5.1.2(c) shall not apply;

5.2.2. conditional on Admission to Trading, issue performance stock rights ("PSRs"), entitling their holders to subscribe for, upon their exercise of such PSRs, new Board Issued Shares in an amount corresponding to up to 4.44% of the total issued share capital of the Company (including treasury shares, if any) as at Admission to Trading on a fully diluted basis (i.e., taking into account the total amount of Board Issued Shares which would be issued in the event of the exercise of all such PSRs), to be subscribed for by or on behalf of employees or management of the Company and/or any entity in which the Company has a direct or indirect interest within the framework of a long-term incentive plan;

5.2.3 issue convertible bonds and/or warrants entitling their holders to subscribe for new Board Issued Shares upon exercise of the convertible bonds and/or warrants and within the limits of the Authorised Capital, with or without share premium. Such new Board Issued Shares shall have the same rights as the existing Shares. The other terms and conditions of the convertible bonds and/or warrants shall be determined by the Board of Directors;

5.2.4 upon exercise of the PSRs, convertible bonds and/or warrants, issue the relevant Board Issued Shares. In the case of such an issuance of Board Issued Shares upon the exercise of the PSRs, Article 5.1.2(c) shall not apply. For the avoidance of doubt, the PSRs, convertible bonds and/or warrants must be issued during the period of authorisation set forth in Article 5.1.2(a) above, however their exercise and the issuance of the Board Issued Shares upon such exercise may occur after the expiration of the authorisation period;

5.2.5 determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants. Nevertheless, Board Issued Shares shall not be issued at a price below their par value;

5.2.6 issue such new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants without reserving for the existing Shareholders the preferential right to subscribe for and to purchase the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants;

5.2.7 do all things necessary or desirable to amend this Article 5 in order to reflect and record any change of issued Share capital made pursuant to Article 5.1.2;

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5.2.8 take or authorise any actions necessary or desirable for the execution and/or publication of such amendment in accordance with Luxembourg Law;

5.2.9 delegate to any Director or officer of the Company, or to any other person, the duties of accepting subscriptions and receiving payment for any Board Issued Shares and enacting any issue of Board Issued Shares before a notary.

Art. 6. Shares.

6.1 Each share entitles to one vote.

Subject to article 6.2, the shares will be in the form of registered shares, or in the form of bearer share, at the option of the shareholders, at the exception of those shares for which the Laws prescribe the registered form.

The shares are freely transferable.

Additional terms and conditions to those expressly stated in the present Articles of Incorporation may be agreed in writing by the shareholders in a shareholders agreement as regards the transfer of shares (or interests in such shares), such as, without limitation, any permitted transfer, tag along and drag along transfer provisions, rights of first refusal and/or rights of fist offer. Transfers of shares or interest therein must be made in compliance with any such additional terms and conditions and the present Articles of Incorporation. The Company is entitled to refuse to register any transfer of shares unless transferred in accordance with the Articles of Incorporation and in accordance with the terms and conditions of a shareholders agreement (as from time to time in effect) to which the Company is a party.

Each share is indivisible as far as the Company is concerned.

The co proprietors, the usufructuaries and bare owners of shares, the creditors and debtors of pledged shares must be represented towards the Company by a common representative, whether appointed amongst them or not.

With respect to the bearer shares, the Company shall issue bearer share certificates to the relevant shareholders in the form and with the indications prescribed by the Laws. The Company may issue multiple bearer share certificates.

The transfer of bearer shares shall be made by the mere delivery of the bearer share certificate(s).

With respect to the registered shares, a shareholders' register, which may be examined by any shareholder, will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number and class (if any) of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof. Each shareholder will notify its address and any change thereof to the Company by registered letter. The Company will be entitled to rely for any purposes whatsoever on the last address thus communicated. Ownership of the registered shares will result from the recordings in the shareholders' register. Certificates reflecting the recordings in the shareholders' register may be delivered to the shareholders upon their request. The Company may issue multiple registered share certificates.

Any transfer of registered shares will be registered in the shareholders' register by a declaration of transfer entered into the shareholders' register, dated and signed by the transferor and the transferee or by their representative(s) as well as in accordance with the rules on the transfer of claims laid down in article 1690 of the Luxembourg Civil Code. Furthermore, the Company may accept and enter into the shareholders' register any transfer referred to in any correspondence or other document recording the consent of the transferor and the transferee.

Ownership of a share carries implicit acceptance of the Articles of Incorporation and of the resolutions validly adopted by the general meeting of shareholders.

6.2 The Shares are issued in dematerialised form, in accordance with article 42bis of the 1915 Law and the law on dematerialised securities of 6 April 2013. The optional conversion of Shares to any other form by the holder of such Shares is prohibited.

All dematerialised shares are registered in a single issuance account opened with the following clearing institution: LuxCSD, with its registered address at 43, Avenue Monterey, L-2163 Luxembourg and its office and mailing address at 42, Avenue J.F. Kennedy, L-1855 Luxembourg.

The dematerialised shares are not in registered or bearer form and are only represented, and the property rights of the shareholder on the dematerialised shares are only established, by book-entry with the clearing institution in Luxembourg. For the purpose of the international shares circulation or for the exercise of shareholder rights ("droits associatifs") and right of action of the shareholders against the Company and third parties, the clearing institution shall issue certificates to the holders of securities accounts in respect of the dematerialised shares, against their written certification, that they hold the relevant shares on their own account or act by virtue of powers granted to them by the holder of shares' rights.

Dematerialised shares are freely transferable. Transfers of dematerialised shares are realised by account-to-account transfers.

For the purpose of identifying the shareholder, the Company may, at its own cost, request from the clearing institution, the name or corporate name, the nationality, date of birth or date of incorporation and the address of the holders in its books immediately or at term entitling them to voting rights at the Company's general meeting of shareholders, as well as the number of shares held by each of them and, if applicable, the restrictions the shares may have. The clearing institution provides to the Company the identification data it holds on the holders of securities accounts in its books and the number of shares held by each of them.

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The same information concerning the holders of shares on own account are gathered by the Company through the securities depositary or other persons, which directly or indirectly keep a securities account with the clearing institution at the credit of which appear the relevant shares.

The Company as issuer may request confirmation from the persons appearing on the lists so provided that they hold the shares for their own account.

When a person has not provided the information requested by the Company in accordance with this Article 6.2 within two months following the request or if it has provided incomplete or erroneous information in respect of its quality, or the quality of the shares it holds, the Company may, until such time that the information has been provided, suspend the voting rights of such holder of shares pro rata the proportion of shares for which the requested information has not been obtained.

Art. 7. [RESERVED]

Art. 8. Capital Increase and Capital Reduction. The issued and/or authorized capital of the Company may be increased or reduced one or several times by a resolution of the general meeting of shareholders adopted in compliance with the quorum and majority rules set by the Articles of Incorporation or, as the case may be, by the Laws for any amendment of the Articles of Incorporation.

The new shares to be subscribed for by contribution in cash will be offered by preference to the existing shareholders in proportion to the part of the capital which those shareholders are holding. The Board of Directors shall determine the period within which the preferred subscription right shall be exercised. This period may not be less than thirty (30) days.

Notwithstanding the above, the general meeting of shareholders, voting in compliance with the quorum and majority rules set by the Articles of Incorporation or, as the case may be, by the Laws for any amendment of the Articles of Incorporation may limit or withdraw the preferential subscription right.

Art. 9. Acquisition of own shares. The Company may acquire its own shares. The acquisition and holding of its own shares will be in compliance with the conditions and limits established by the Laws.

Art. 10. Other instruments. The Company, pursuant to a decision of the Board of Directors, may issue bonds, notes or other debt instruments in registered form or dematerialised form.

Chapter III. Board of directors, Auditors

Art. 11. Board of Directors. The Company shall be managed by a board of directors, composed of not less than four members, who need not be shareholders themselves (the "Board of Directors"). If and as long as the Company has only one (1) shareholder, the Board of Directors may comprise one (1) member only.

The members of the Board of Directors will be appointed by the general meeting of shareholders, who will determine their number and the duration of their mandate, which may not exceed six (6) years. They are eligible for re-appointment and may be removed at any time, with or without cause, by a resolution adopted by the general meeting of shareholders.

The general meeting of shareholders may decide to qualify the appointed members of the Board of Directors as class A director (the "Class A Director") or class B director (the "Class B Director").

In the event of a vacancy on the Board of Directors, the remaining members of the Board of Directors may elect by co-optation a new director to fill such vacancy until the next general meeting of shareholders, which shall ratify such co-optation or elect a new member of the Board of Directors instead.

The shareholders shall neither participate in nor interfere with the management of the Company.

Art. 12. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts necessary or useful for accomplishing the Company's object.

All powers not expressly reserved by the Articles of Incorporation or by the Laws to the general meeting of shareholders or to the auditor(s) are in the competence of the Board of Directors.

Art. 13. Delegation of Powers - Representation of the Company. The Board of Directors may delegate the daily management of the Company and the representation of the Company within such daily management to one or more persons or committees of its choice.

The Board of Directors may also delegate other special powers or proxies or entrust determined permanent or temporary functions to persons or committees of its choice.

The remuneration and other benefits granted to the person(s) to whom the daily management has been entrusted must be reported annually by the Board of Directors to the general meeting of shareholders.

The Company will be bound towards third parties by the individual signature of the sole Director or by the joint signatures of any two (2) members of the Board of Directors.

However, if the shareholders have qualified the Directors as Class A Directors or as Class B Directors, the Company will only be bound towards third parties by the joint signatures of one (1) Class A Director and one (1) Class B Director.

The Company will further be bound towards third parties by the joint signatures or single signature of any person to whom the daily management of the Company has been delegated, within such daily management, or by the joint signatures

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or single signature of any person to whom special signatory power has been delegated by the Board of Directors, within the limits of such special power.

Art. 14. Meetings of the Board of Directors. The Board of Directors shall appoint from among its members a chairman (the "Chairman"). It may also appoint a secretary, who need not be a member of the Board of Directors himself and who will be responsible for keeping the minutes of the meetings of the Board of Directors (the "Secretary").

The Board of Directors will meet upon call by the Chairman. A meeting of the Board of Directors must be convened if any two (2) of its members so require.

The Chairman will preside at all meetings of the Board of Directors, except that in his absence the Board of Directors may appoint another member of the Board of Directors as chairman pro tempore by majority vote of the directors present or represented at such meeting.

Except in cases of urgency or with the prior consent of all those entitled to attend, at least twenty-four hours written notice of meetings of the Board of Directors shall be given in writing and transmitted by any means of communication allowing for the transmission of a written text. Any such notice shall specify the time and the place of the meeting as well as the agenda and the nature of the business to be transacted. The notice may be waived by properly documented consent of each member of the Board of Directors. No separate notice is required for meetings held at times and places specified in a time schedule previously adopted by resolution of the Board of Directors.

The meetings of the Board of Directors shall be held in Luxembourg or at such other place as the Board of Directors may from time to time determine.

Any member of the Board of Directors may act at any meeting of the Board of Directors by appointing in writing, transmitted by any means of communication allowing for the transmission of a written text, another member of the Board of Directors as his proxy. Any member of the Board of Directors may represent one or several members of the Board of Directors.

A quorum of the Board of Directors shall be the presence or the representation of at least half (1/2) of the members of the Board of Directors holding office and, to the extent that the directors have been qualified as Class A Directors and Class B Directors, if at least one Class A Director and one Class B Director are present or represented. Decisions will be taken by a majority of the votes of the members of the Board of Directors present or represented at such meeting and, to the extent that the directors have been qualified as Class A Directors and Class B Directors, if at least by the vote of one Class A Director and one Class B Director.

One or more members of the Board of Directors may participate in a meeting by conference call, visioconference or any other similar means of communication enabling thus several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equivalent to a physical presence at the meeting. The Board of Directors may determine any additional rules regarding the above in its internal regulations.

A written decision, signed by all the members of the Board of Directors, is proper and valid as though it had been adopted at a meeting of the Board of Directors which was duly convened and held. Such a decision may be documented in a single document or in several separate documents having the same content and each of them signed by one or several members of the Board of Directors.

Art. 15. Resolutions of the Board of Directors. The resolutions of the Directors shall be recorded in writing.

The minutes of any meeting of the Board of Directors will be signed by the Chairman of the meeting and by the secretary (if any). Any proxies will remain attached thereto.

Copies or extracts of written resolutions adopted by the Directors as well as of the minutes of the general meeting of shareholders, to be produced in judicial proceedings or otherwise, may be signed by the sole Director or by any two (2) Directors acting jointly.

The resolutions adopted by the single Director shall be documented in writing and signed by the single Director.

Art. 16. Management Fees and Expenses. Subject to approval by the general meeting of shareholders, the members of the Board of Directors may receive a management fee in respect of the carrying out of their management of the Company and may, in addition, be reimbursed for all other expenses whatsoever incurred by the members of the Board of Directors in relation with such management of the Company or the pursuit of the Company's corporate object.

Art. 17. Conflicts of Interest. If any member of the Board of Directors of the Company has or may have any personal interest in any transaction of the Company, such member shall disclose such personal interest to the Board of Directors and shall not consider or vote on any such transaction.

Such transaction and such Director's interest therein shall be disclosed in a special report to the next general meeting of shareholders before any vote by the latter on any other resolution.

If the Board of Directors only comprises one (1) member it suffices that the transactions between the Company and its director, who has such an opposing interest, be recorded in writing.

The foregoing paragraphs of this article 17 do not apply if (i) the relevant transaction is entered into under fair market conditions and (ii) falls within the ordinary course of business of the Company.

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No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the mere fact that a member of the Board of Directors, or any officer of the Company has a personal interest in, or is a director, associate, member, shareholder, officer or employee of such other company or firm. Any person related as afore described to any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be automatically prevented from considering, voting or acting upon any matters with respect to such contract or other business.

Art. 18. Directors' Liability - Indemnification. No member of the Board of Directors commits himself, by reason of his functions, to any personal obligation in relation to the commitments taken on behalf of the Company.

Members of the Board of Directors are only liable for the performance of their duties.

The Company shall indemnify any member of the Board of Directors, officer or employee of the Company and, if applicable, their successors, heirs, executors and administrators, against damages and expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been director, officer or employee of the Company, or, at the request of the Company, any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified is not guilty of gross negligence or misconduct. The foregoing right of indemnification shall not exclude other rights to which the persons to be indemnified pursuant to the Articles of Incorporation may be entitled.

Art. 19. Confidentiality. Even after cessation of their mandate or function, any member of the Board of Directors, as well as any person who is invited to attend a meeting of the Board of Directors, shall not disclose information on the Company, the disclosure of which may have adverse consequences for the Company, unless such divulgation is required (i) by a legal or regulatory provision applicable to sociétés anonymes or (ii) for the public benefit.

Art. 20. Auditors. Except where according to the Laws, the Company's annual statutory and/or consolidated accounts must be audited by an approved statutory auditor, the business of the Company and its financial situation, including more in particular its books and accounts, shall be reviewed by one or more statutory auditors, who need not be shareholders themselves.

The statutory or approved statutory auditor(s), if any, will be appointed by the general meeting of shareholders, which will determine their number and the duration of their mandate. They are eligible for re-appointement. They may be removed at any time, with or without cause, by a resolution of the general meeting of shareholders, save in such cases where the approved statutory auditor may, as a matter of Luxembourg law, only be removed for serious causes or by mutual agreement.

Chapter IV. General meeting of shareholders

Art. 21. Powers of the General Meeting of Shareholders. The general meeting of shareholders shall have such powers as are vested with the general meeting of shareholders pursuant to the Articles of Incorporation and the Laws. The single shareholder carries out the powers bestowed on the general meeting of shareholders.

Any regularly constituted general meeting of shareholders of the Company represents the entire body of shareholders.

Art. 22. Annual General Meeting. The annual general meeting of shareholders will be held on the 5 September at 11.00 a.m. If such day is a day on which banks are not generally open for business in Luxembourg, the meeting will be held on the next following business day.

Art. 23. Other General Meetings. The Board of Directors or the statutory auditor(s) (if any) may convene general meetings of shareholders (in addition to the annual general meeting of shareholders). Such meetings must be convened if shareholders representing at least ten percent (10%) of the Company's capital so require.

General meetings of shareholders, including the annual general meeting of shareholders, will be held at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg, and may be held abroad if, in the judgement of the Board of Directors, which is final, circumstances of force majeure so require.

Art. 24. Notice of General Meetings. Shareholders will meet upon issuance (including, if appropriate, its publication) of a convening notice in compliance with the Articles of Incorporation or the Laws.

The convening notice sent to the shareholders will specify the time and the place of the meeting as well as the agenda and the nature of the business to be transacted at the relevant general meeting of shareholders. The agenda for a general meeting of shareholders shall also, where appropriate, describe any proposed changes to the Articles of Incorporation and, if applicable, set out the text of those changes affecting the object or form of the Company.

If all the shareholders are present or represented at a general meeting of shareholders and if they state that they have been duly informed of the agenda of the meeting, the meeting may be held without prior notice.

Art. 25. Attendance Representation. All shareholders are entitled to attend and speak at any general meeting of shareholders.

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A shareholder may act at any general meeting of shareholders by appointing in writing, transmitted by any means of communication allowing for the transmission of a written text, another person who need not be a shareholder himself, as a proxy holder. The Board of Directors may determine any conditions that must be fulfilled in order for a shareholder to take part in a general meeting of shareholders.

Shareholders, participating in a general meeting of shareholders by visioconference or any other similar means of telecommunication allowing for their identification, shall be deemed present for the purpose of quorum and majority computation. Such telecommunication methods shall satisfy all technical requirements to enable the effective participation in the meeting and the deliberations of the meeting shall be retransmitted on a continuous basis.

Art. 26. Proceedings. Any general meeting of shareholders shall be presided by the Chairman or by a person designated by the Board of Directors or, in their absence, by the general meeting of shareholders.

The Chairman of the general meeting of shareholders shall appoint a secretary.

The general meeting of shareholders shall elect one (1) scrutineer to be chosen from the persons attending the general meeting of shareholders.

The Chairman, the secretary and the scrutineer so appointed together form the bureau of the general meeting.

Art. 27. Adjournment. The Board of Directors may forthwith adjourn any general meeting of shareholders by four (4) weeks. The Board of Directors must adjourn a meeting if so required by shareholders representing at least twenty percent (20%) of the Company's issued capital.

Such adjournment automatically cancels any resolution already adopted prior thereto.

The adjourned general meeting of shareholders has the same agenda as the first one. Shares and proxies regularly deposited in view of the first meeting remain validly deposited for the second one.

Art. 28. Vote. An attendance list indicating the name of the shareholders and the number of shares for which they vote is signed by each one of them or by their proxy prior to the opening of the proceedings of the general meeting of shareholders.

The general meeting of shareholders may deliberate and vote only on the items comprised in the agenda.

Voting takes place by a show of hands or by a roll call, unless the general meeting of shareholders resolves to adopt another voting procedure.

The shareholders are authorized to cast their vote by ballot papers ("formulaires") expressed in the English language.

Any ballot paper ("formulaire") shall be delivered by hand with acknowledgment of receipt, by registered post, by special courier service using an internationally recognised courier company at the registered office of the Company or by fax at the fax number of the registered office of the Company.

Any ballot paper ("formulaire") which does not bear any of the following indications is to be considered void and shall be disregarded for quorum purposes:

- name and registered office and / or residence of the relevant shareholder;

- total number of shares held by the relevant shareholder in the share capital of the Company and, if applicable, number of shares of each class held by the relevant shareholder in the share capital of the Company;

- agenda of the general meeting;

- indication by the relevant shareholder, with respect to each of the proposed resolutions, of the number of shares for which the relevant shareholder is abstaining, voting in favour of or against such proposed resolution; and

- name, title and signature of the duly authorized representative of the relevant shareholder.

Any ballot paper ("formulaire") shall be received by the Company no later than five (5) p.m. (Luxembourg time) on the day on which banks are generally open for business in Luxembourg immediately preceding the day of the general meeting of shareholders. Any ballot paper ("formulaire") received by the Company after such deadline shall be disregarded for quorum purposes.

A ballot paper ("formulaire") shall be deemed to have been received:

(a) if delivered by hand with acknowledgment of receipt, by registered post or by special courier service using an internationally recognised courier company: at the time of delivery;

or

(b) if delivered by fax: at the time recorded together with the fax number of the receiving fax machine on the transmission receipt.

At any general meeting of shareholders other than a general meeting convened for the purpose of amending the Articles of Incorporation of the Company or voting on resolutions whose adoption is subject to the quorum and majority requirements of an amendment to the Articles of Incorporation, resolutions shall be adopted, irrespective of the number of shares represented, by a simple majority of votes cast.

At any general meeting of shareholders, convened in accordance with the Articles of Incorporation or the Laws, for the purpose of amending the Articles of Incorporation of the Company or voting on resolutions whose adoption is subject to the quorum and majority requirements of an amendment to the Articles of Incorporation, the quorum shall be at least

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one half (1/2) of all the shares issued and outstanding. If the said quorum is not present at a first meeting, a second meeting may be convened at which there shall be no quorum requirement. In order for the proposed resolutions to be adopted, and save as otherwise provided by the Laws, a two thirds (2/3 rds) majority of the votes cast by the shareholders present or represented is required at any such general meeting.

Art. 29. Minutes. The minutes of the general meeting of shareholders shall be signed by the members of the bureau present and may be signed by any shareholders or proxies of shareholders, who so request.

Chapter V. Financial year, Financial statements, Distribution of profits

Art. 30. Financial Year. The Company's financial year begins on the first day of April of each year and ends on the last day of March of the following year

Art. 31. Adoption of Financial Statements. The Board of Directors shall prepare, for approval by the shareholders, annual statutory and/or consolidated accounts in accordance with the requirements of the Laws and Luxembourg accounting practice.

The annual statutory and/or consolidated accounts are submitted to the general meeting of shareholders for approval.

Art. 32. Distribution of Profits. From the annual net profits of the Company, at least five per cent (5%) shall each year be allocated to the reserve required by law (the "Legal Reserve"). That allocation to the Legal Reserve will cease to be required as soon and as long as the Legal Reserve amounts to ten per cent (10%) of the issued capital of the Company.

After allocation to the Legal Reserve, the general meeting of shareholders shall determine how the remainder of the annual net profits, will be disposed of by allocating the whole or part of the remainder to a reserve or to a provision, by carrying it forward to the next following financial year or by distributing it, together with carried forward profits, distributable reserves or share premium, to the shareholders, each share entitling to the same proportion in such distributions.

Subject to the conditions fixed by the Laws and in compliance with the foregoing provisions, the Board of Directors may pay out an advance payment on dividends to the shareholders. The Board of Directors fixes the amount and the date of payment of any such advance payment.

Chapter VI. Dissolution, Liquidation

Art. 33. Dissolution, Liquidation. The Company may be dissolved by a resolution of the general meeting of shareholders adopted in compliance with the quorum and majority rules set by the Articles of Incorporation or, as the case may be, by the Laws for any amendment of the Articles of Incorporation.

Should the Company be dissolved, the liquidation will be carried out by the Board of Directors or such other persons (who may be physical persons or legal entities) appointed by a general meeting of shareholders, who will determine their powers and their compensation.

After the payment of all debts and charges against the Company and of the expenses of liquidation, the net assets shall be apportioned to the holders of the Shares.

Chapter VII. Applicable law

Art. 34. Applicable Law. All matters not governed by the Articles of Incorporation shall be determined in accordance with the Laws, in particular the law of 10 August 1915 on commercial companies, as amended." Vote in favour: five million seven hundred fifty-nine thousand nine hundred ninety-five (5,759,995) shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Thirteenth resolution

The meeting resolved to confirm the subsequent amendment of the articles of association of the Absorbing Company, with effect as of the earlier of Admission to Trading or the Settlement, as approved during the extraordinary general meeting of shareholders of the Absorbing Company held on 20 March 2014.

The articles of association of the Absorbing Company will be with effect as of the earlier of Admission to Trading or the Settlement read as follows:

1. Corporate form and name. This document constitutes the articles of incorporation (the "Articles") of eDreams ODIGEO (the "Company"), a public limited liability company (société anonyme) incorporated under the laws of the Grand Duchy of Luxembourg including the law of 10 August 1915 on commercial companies, as amended from time to time (the "1915 Law").

2. Registered office.

2.1 The registered office of the Company (the "Registered Office") is established in the city of Luxembourg, Grand Duchy of Luxembourg.

2.2 The Registered Office may be transferred:

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2.2.1 to any other place within the same municipality in the Grand Duchy of Luxembourg by the board of directors of the Company (the "Board of Directors");

2.2.2 to any other place in the Grand Duchy of Luxembourg (whether or not in the same municipality) by a resolution of the shareholders of the Company (a "Shareholders' Resolution") passed in accordance with these Articles and the laws from time to time of the Grand Duchy of Luxembourg including the 1915 Law ("Luxembourg Law").

2.3 Should a situation arise or be deemed imminent, whether military, political, economic, social or otherwise, which would prevent normal activity at the Registered Office, the Registered Office may be temporarily transferred abroad until such time as the situation becomes normalised; such temporary measures will not have any effect on the Company's nationality and the Company will, notwithstanding this temporary transfer of the Registered Office, remain a Luxembourg company. The decision as to the transfer abroad of the Registered Office will be made by the Board of Directors.

2.4 The Company may have offices and branches, both in the Grand Duchy of Luxembourg and abroad.

3. Objects. The objects of the Company are:

3.1 to act as an investment holding company and to co-ordinate the business of any corporate bodies in which the Company is for the time being directly or indirectly interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by any person and any other asset of any kind and to hold the same as investments, and to sell, exchange and dispose of the same;

3.2 to carry on any trade or business whatsoever and to acquire, undertake and carry on the whole or any part of the business, property and/or liabilities of any person carrying on any business;

3.3 to invest and deal with the Company's money and funds in any way the Board of Directors thinks fit and to lend money and give credit in each case to any person with or without security;

3.4 to borrow, incur, raise and secure the payment of money in any way the Board of Directors thinks fit, including by way of public offer. It may issue by way of private or public placement (to the extent permitted by Luxembourg Law) securities or instruments, perpetual or otherwise, convertible or not, whether or not charged on all or any of the Company's property (present and future) or its uncalled capital, and to purchase, redeem, convert and pay off those securities;

3.5 to borrow, incur, raise and secure the payment of money in any way the Board of Directors thinks fit, including by the issue (to the extent permitted by Luxembourg Law) of debentures and other securities or instruments, perpetual or otherwise, convertible or not, whether or not charged on all or any of the Company's property (present and future) or its uncalled capital, and to purchase, redeem, convert and pay off those securities;

3.6 to acquire an interest in, amalgamate, merge, consolidate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co operation, joint venture, reciprocal concession or otherwise with any person, including any employees of the Company;

3.7 to enter into any guarantee or contract of indemnity or suretyship, and to provide security for the performance of the obligations of and/or the payment of any money by any person (including any body corporate in which the Company has a direct or indirect interest or any person (a "Holding Entity") which is for the time being a member of or otherwise has a direct or indirect interest in the Company or any body corporate in which a Holding Entity has a direct or indirect interest and any person who is associated with the Company in any business or venture), with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property, assets or uncalled capital (present and future) or by other means; for the purposes of this Article 3.7 "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of, indemnify and keep indemnified against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness or financial obligations of any other person;

3.8 to purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it;

3.9 to sell, lease, exchange, let on hire and dispose of any real or personal property and/or the whole or any part of the undertaking of the Company, for such consideration as the Board of Directors thinks fit, including for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company; to hold any shares, debentures and other securities so acquired; to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or any part of the property and rights of the Company;

3.10 enter into agreements including, but not limited to any kind of credit derivative agreements, partnership agreements, underwriting agreements, marketing agreements, distribution agreements, management agreements, advisory agreements, administration agreements and other services contracts, selling agreements, or other in relation to its purpose;

3.11 to do all or any of the things provided in any paragraph of this Article 3 (a) in any part of the world; (b) as principal, agent, contractor, trustee or otherwise; (c) by or through trustees, agents, sub-contractors or otherwise; and (d) alone or with another person or persons;

3.12 to do all things (including entering into, performing and delivering contracts, deeds, agreements and arrangements with or in favour of any person) that are in the opinion of the Board of Directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers;

PROVIDED ALWAYS that the Company will not enter into any transaction which would constitute a regulated activity of the financial sector or require a business license under Luxembourg Law without due authorisation under Luxembourg Law.

4. Duration. The Company is established for an unlimited duration.

5. Share capital.

5.1 The subscribed share capital of the Company is ten million euros (€ 10,000,000) divided into one hundred million shares (100,000,000) with a par value of ten euro cents (€ 0.10) each (the "Shares"), all of which are fully paid up. In these Articles, "Shareholders" means the holders at the relevant time of the Shares and "Shareholder" shall be construed accordingly.

5.1.1 The authorised, but unissued and unsubscribed share capital of the Company (the "Authorised Capital") is twenty-one million euros (€ 21,000,000). The Board of Directors is, accordingly, authorised to the increase the issued share capital of the Company up to thirty-one million euros (€ 31,000,000).

5.1.2 The Board of Directors is authorised to issue Shares ("Board Issued Shares") in one or more or several tranches up to the limit of the Authorised Capital from time to time subject as follows:

(a) such authorisation of the Board of Directors with respect to the Authorised Capital as described in the present Article 5.1.2 and Article 5.2 below will expire the earlier of (i) five (5) years from this authorisation or (ii) 3 April 2019 provided that a further period or periods of authorisation following that period may be approved by Shareholders' Resolution to the extent permitted by the 1915 Law;

(c) the Board of Directors may limit or cancel the Shareholders' preferential rights to subscribe for the Board Issued Shares and may issue the Board Issued Shares to such persons and at such price with or without a premium and paid up by contribution in kind or for cash or by incorporation of claims or capitalisation of reserves or in any other way as the Board of Directors may determine, subject to the 1915 Law;

(d) upon the Company's admission to trading on the Spanish regulated markets in Madrid, Barcelona, Bilbao and Valencia ("Admission to Trading"), save for with respect to Articles 5.2.1, 5.2.2 and 5.2.4 below as applicable, issuances of Board Issued Shares during the authorisation period described in Article above 5.1.2(a) may not in total exceed fifty percent (50%) of the Company's total subscribed share capital immediately following such Admission to Trading, in accordance with the following limits:

(i) issuances of Board Issued Shares during the authorisation period described in Article above 5.1.2(a) may in total represent up to fifty percent (50%) of the Company's total subscribed share capital immediately following Admission to Trading, if the Board of Directors does not limit or cancel the Shareholders' preferential rights to subscribe for such Board Issued Shares.

(ii) issuances of Board Issued Shares during the authorisation period described in Article above 5.1.2(a) may not in total exceed twenty percent (20%) of the Company's total subscribed share capital immediately following Admission to Trading, if in connection with such issuance the Board of Directors limits or cancels the Shareholders' preferential rights to subscribe for such Board Issued Shares.

5.1.3 The Shareholders' Meeting called upon to resolve, in accordance with the conditions prescribed for the amendments to the Articles (as provided for in Article 14.8.2 below), either upon an increase of issued share capital or upon the authorisation or amendment of the Authorised Capital clause as provided for in the Articles 5.2.1, 5.2.2 and 5.2.3 in this Article 5, may limit or cancel such preferential subscription rights in respect of such issuance or authorise the Board of Directors to do so; any proposal to that effect must be specifically announced in the convening notice; detailed reasons therefore must be set out in a report prepared by the Board of Directors and presented to the Shareholders' Meeting, dealing in particular with the proposed issue price.

5.2 Within the limits of the Authorised Capital set out in Article 5.1.1 and, unless stated otherwise, Article 5.1.2, the Board of Directors is authorised and empowered to:

5.2.1 issue Board Issued Shares prior to Admission to Trading for which Article 5.1.2(c) shall not apply;

5.2.2 conditional on Admission to Trading, issue performance stock rights ("PSRs"), entitling their holders to subscribe for, upon their exercise of such PSRs, new Board Issued Shares in an amount corresponding to up to 4.44% of the total issued share capital of the Company (including treasury shares, if any) as at Admission to Trading on a fully diluted basis (i.e., taking into account the total amount of Board Issued Shares which would be issued in the event of the exercise of all such PSRs), to be subscribed for by or on behalf of employees or management of the Company and/or any entity in which the Company has a direct or indirect interest within the framework of a long-term incentive plan;

5.2.3 issue convertible bonds and/or warrants entitling their holders to subscribe for new Board Issued Shares upon exercise of the convertible bonds and/or warrants and within the limits of the Authorised Capital, with or without share premium. Such new Board Issued Shares shall have the same rights as the existing Shares. The other terms and conditions of the convertible bonds and/or warrants shall be determined by the Board of Directors;

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5.2.4 upon exercise of the PSRs, convertible bonds and/or warrants, issue the relevant Board Issued Shares. In the case of such an issuance of Board Issued Shares upon the exercise of the PSRs, Article 5.1.2(c) shall not apply. For the avoidance of doubt, the PSRs, convertible bonds and/or warrants must be issued during the period of authorisation set forth in Article 5.1.2(a) above, however their exercise and the issuance of the Board Issued Shares upon such exercise may occur after the expiration of the authorisation period;

5.2.5 determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants. Nevertheless, Board Issued Shares shall not be issued at a price below their par value;

5.2.6 issue such new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants without reserving for the existing Shareholders the preferential right to subscribe for and to purchase the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants;

5.2.7 do all things necessary or desirable to amend this Article 5 in order to reflect and record any change of issued Share capital made pursuant to Article 5.1.2;

5.2.8 take or authorise any actions necessary or desirable for the execution and/or publication of such amendment in accordance with Luxembourg Law;

5.2.9 delegate to any Director or officer of the Company, or to any other person, the duties of accepting subscriptions and receiving payment for any Board Issued Shares and enacting any issue of Board Issued Shares before a notary.

5.3 The Shares are issued in dematerialised form, in accordance with article 42bis of the 1915 Law and the law on dematerialised securities of 6 April 2013. The optional conversion of Shares to any other form by the holder of such Shares is prohibited.

5.4 All dematerialised Shares are registered in a single issuance account opened with the following clearing institution: LuxCSD, with its registered address at 43, Avenue Monterey, L-2163 Luxembourg and its office and mailing address at 42, Avenue J.F. Kennedy, L-1855 Luxembourg.

5.5 The dematerialised Shares are not in registered or bearer form and are only represented, and the property rights of the Shareholder on the dematerialised Shares are only established, by book-entry with the clearing institution in Luxembourg. For the purpose of the international shares circulation or for the exercise of shareholder rights ("droits associatifs") and right of action of the Shareholders against the Company and third parties, the clearing institution shall issue certificates to the holders of securities accounts in respect of the dematerialised Shares, against their written certification, that they hold the relevant Shares on their own account or act by virtue of powers granted to them by the holder of Shares' rights.

5.6 Dematerialised Shares are freely transferable. Transfers of dematerialised Shares are realised by account-to-account transfers.

5.7 For the purpose of identifying the Shareholder, the Company may, at its own cost, request from the clearing institution, the name or corporate name, the nationality, date of birth or date of incorporation and the address of the holders in its books immediately or at term entitling them to voting rights at the Company's Shareholders' Meeting, as well as the number of Shares held by each of them and, if applicable, the restrictions the Shares may have. The clearing institution provides to the Company the identification data it holds on the holders of securities accounts in its books and the number of Shares held by each of them.

The same information concerning the holders of Shares on own account are gathered by the Company through the securities depositary or other persons, which directly or indirectly keep a securities account with the clearing institution at the credit of which appear the relevant Shares.

The Company as issuer may request confirmation from the persons appearing on the lists so provided that they hold the Shares for their own account.

When a person has not provided the information requested by the Company in accordance with this Article 5.7 within two months following the request or if it has provided incomplete or erroneous information in respect of its quality, or the quality of the Shares it holds, the Company may, until such time that the information has been provided, suspend the voting rights of such holder of Shares pro rata the proportion of Shares for which the requested information has not been obtained.

5.8 The Company may establish a share premium account (the "Share Premium Account") into which any premium paid on any Share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.

The Company may, without limitation, accept equity or other contributions without issuing Shares or other securities in consideration for the contribution and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.

All Shares have equal rights.

5.9 The subscribed share capital may be increased by a Shareholders' Resolution adopted in accordance with the conditions required for the amendment of the Articles and in accordance with Luxembourg Law.

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5.10 The Company may reduce its subscribed share capital subject as provided in the 1915 Law. Subject to the provisions of the 1915 Law (and article 49-8 in particular), Shares may be issued on terms that they are to be redeemed at the option of the Company or the holder, and the Shareholders' Meeting may determine the terms, conditions and manner of redemption of any such Shares. In this case, the Articles shall specify that such Shares are redeemable Shares in accordance with the provisions of the 1915 Law. Subject to the provisions of the 1915 Law, the Shareholders' Meeting may also authorise the Company to acquire itself or through a person acting in his own name but on the Company's behalf, its own Shares by simple majority of the votes cast, regardless of the proportion of the capital represented by Shareholders attending the Shareholders' Meeting.

5.11 Subject to the provisions of the 1915 Law, the Shareholders' Meeting may decide to create new classes of Shares and determine the features, rights and restrictions of such classes of Shares.

5.12 If any Shares are issued on terms that they are not fully paid up on issue, then payment of the balance due shall be made at such time and upon such conditions as the Board of Directors may determine provided that all such Shares are treated equally.

6. Indivisibility of shares.

6.1 Each Share is indivisible.

6.2 The Company will recognise only one owner per Share. If the ownership of a Share is joint ("indivis") all holders of a Share shall notify the Company in writing as to which of them is to be regarded as their representative; the Company will then deal with that representative as if it were the sole Shareholder in respect of that Share including for the purposes of voting, dividend and other payment rights.

7. Transfer of shares. The Shares will be freely transferable in accordance with the 1915 Law and article 5.6 of the present Articles and subject to complying with applicable law.

8. Other instruments. The Company, pursuant to a decision of the Board of Directors, may issue bonds, notes or other debt instruments in registered form or dematerialised form.

9. Company website. The Company may have a corporate website whose content, access and regulation shall comply with Luxembourg law and with applicable regulations of those jurisdictions where the Shares of the Company are admitted to trading on a secondary market from time to time, if any. The Board of Directors may modify, move or cancel such corporate website.

10. The directors.

10.1 In case of plurality of Shareholders, the Company shall be managed by a Board of Directors consisting of at least 5 (five) members but no more than 15 (fifteen) members (such members shall hereafter collectively be referred to as "Directors" and individually as a "Director").

10.2 The Board of Directors has the power to take all or any action which is necessary or useful to realise any of the corporate objects of the Company, with the exception of those reserved by Luxembourg Law or these Articles to the Shareholders' Meeting.

10.3 If some or all of the Shares of the Company are the subject of the Admission to Trading, the Board of Directors shall be composed of a number of executive and non-executive Directors (proprietary and independent) according to its share capital structure and the number of independent Directors shall, to the extent possible, represent at least one third of the total number of Directors. Exceptions may be made in the case of a vacancy caused by death, retirement, resignation, dismissal, removal or otherwise until the appointment of the successor of the relevant terminating independent Director. For the purpose of the present Articles, "independent Directors" shall mean, unless otherwise defined by the Spanish corporate governance regulations, as amended from time to time, Directors appointed because of their personal and professional situation and whose role may not be affected by their relationship with the Company, significant Shareholders or other Directors.

For the purpose of the present Articles, "proprietary Directors" shall mean Directors appointed by the Shareholders' Meeting but upon nomination of a specific Shareholder, unless defined otherwise by the Spanish corporate governance regulations, as amended from time to time.

10.4 Where it has been established at a general meeting of Shareholders (a "Shareholders' Meeting") that the Company has only one Shareholder, the Board of Directors can consist of one Director until the ordinary Shareholders' Meeting following the establishment of the existence of more than one Shareholder.

10.5 A Director need not be a Shareholder.

10.6 A legal entity may be a Director (a "Corporate Director"), in which case it must designate an individual as a permanent representative to perform that role in its name and for its account. The revocation by a Corporate Director of its representative is conditional upon the simultaneous appointment of a successor.

10.7 Each Director shall be appointed by a Shareholders' Meeting for a term of three (3) Financial Years of the Company (as defined in Article 17 below) subject to possible renewal, as provided for in Article 10.9 below.

10.8 The Directors shall be appointed by the Shareholders' Meeting by simple majority of the Shareholders present or represented at such general meeting. The nomination and appointment procedure shall be as follows:

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10.8.1 Two (2) Directors shall be appointed from among candidates put forward by Luxgoal 3 S.à r.l. ("Luxgoal 3") and/or its Affiliates, as the case may be, (the "Luxgoal 3 Group") as long as the Luxgoal 3 Group holds at least 17.5% of the Shares issued by the Company; if Luxgoal 3 Group's shareholding in the Company falls below 17.5% of the share capital, but remains above 7.5% of the share capital then only one (1) Director shall be appointed from among candidates put forward by the Luxgoal 3 Group. For the avoidance of doubt, if the Luxgoal 3 Group's shareholding in the Company falls below 7.5%, it will have no specific entitlement under this Article 10.8.1 for its candidates to be appointed as Directors whether or not its shareholding later increases such that it exceeds 7.5% of the share capital. If Luxgoal 3 Group's shareholding in the Company falls below 17.5%, the Luxgoal 3 Group shall ensure that one of the Directors appointed from a list of candidates put forward by it shall immediately resign. If the shareholding of the Luxgoal 3 Group in the Company falls below 7.5%, the Luxgoal 3 Group shall ensure that the other Director appointed from a list of candidates put forward by it shall immediately resign. The Board of Directors shall appoint a new independent Director as a replacement for such resigning Director. Such replacement Director shall be selected and appointed by the Board of Directors as soon as possible following the resignation of the relevant Director and in accordance with Article 10.12.

10.8.2 Two (2) Directors shall be appointed from among candidates put forward by AXA LBO Fund IV, AXA LBO Fund IV Supplementary and AXA CO-investment III LP and/or their Affiliates, as the case may be, (the "Ardian Group") as long as the Ardian Group holds at least 17.5% of the Shares issued by the Company; if the Ardian Group's shareholding in the Company falls below 17.5% of the share capital, but remains above 7.5% of the share capital then only one Director shall be appointed from among candidates put forward by the Ardian Group. For the avoidance of doubt, if the Ardian Group's shareholding in the Company falls below 7.5%, it will have no specific entitlement under this Article 10.8.2 for its candidates to be appointed as Directors whether or not its shareholding later increases such that it exceeds 7.5% of the share capital. If following the initial public offering of the Shares in the Company and as a result of the disposal of any Shares other than in such initial public offering (including any over-allotment option Shares), the Ardian Group's shareholding in the Company is below 17.5%, the Ardian Group shall ensure that one of the Directors appointed from a list of candidates put forward by it shall immediately resign. If the shareholding of the Ardian Group in the Company falls below 7.5%, the Ardian Group shall ensure that the other Director appointed from a list of candidates put forward by it shall immediately resign. The Board of Directors shall appoint a new independent Director as a replacement for such resigning Director. Such replacement Director shall be selected and appointed by the Board of Directors as soon as possible following the resignation of the relevant Director and in accordance with Article 10.12.

10.8.3 The independent Directors shall be appointed by the Shareholders' Meeting, or by the Board of Directors in accordance with Article 10.12, upon proposal of the Remuneration and Nomination Committee. The Chairman of the Board of Directors shall be entitled to propose to the Remuneration and Nomination Committee candidates for independent directorships provided that the Remuneration and Nomination Committee may concurrently, independently search for and consider alternative candidates for such positions, in addition to those proposed by the Chairman of the Board of Directors.

10.8.4 For the sake of this Article 10.8, "Affiliates" shall mean with respect to a given Person (i.e., individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships), any Person who (a) directly or indirectly, controls, or is controlled by, or is under a common control with, the relevant Person, (b) from time to time, is managed by (i) the same investment manager as the relevant Person is managed by or (ii) an investment manager that is controlled by the same Person that controls the relevant Person or (c) with respect to a natural Person, is a member of the same family.

10.9 A Director may be re-elected. Independent Directors, however, shall only be re-elected to the extent that the aggregate time served by such independent Director (i.e., taking into account, for the avoidance of doubt, the sum of the time served by such independent Director for each of his/her term(s) as independent Director) does not exceed a period of twelve (12) consecutive Financial Years.

A Director may be removed from office at any time by a Shareholders' Meeting. However, the Board of Directors shall not propose the removal of any independent Director prior to the expiration of the term for which such Director was appointed, except where good cause is found by the Board and, if any, upon a prior recommendation of the Remuneration and Nomination Committee.

10.10 Any Director shall report and, if applicable, also resign in those instances where the credit and reputation of the Company might be damaged due to his behaviour.

10.11 Directors who voluntarily give up their place before their tenure expires shall explain the reasons to the Board of Directors.

10.12 In the event that a Director appointed by a Shareholders' Meeting ceases to be a Director for any reason, the remaining Directors may fill the vacancy on a provisional basis provided that after such appointment Articles 10.2 and 10.8 shall be complied with; a Director so appointed will hold office only until the conclusion of the next Shareholders' Meeting, unless his appointment is confirmed by the Shareholders at that Shareholders' Meeting. Directors so appointed will have the same powers as other Directors appointed by the Shareholders' Meeting.

10.13 The members of the Board of Directors are entitled to remuneration, decided in aggregate by the Shareholders' Meeting. The Board of Directors shall resolve on the sharing of such aggregate remuneration between the members of the Board of Directors and may grant additional remuneration within the limits of any budget approved by the Share-

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holders' Meeting to Directors who are in charge of specific duties or missions within their mandate as member of the Board of Directors. The Remuneration and Nomination Committee shall assist the Board of Directors with this task.

10.14 The Board of Directors shall appoint a member as chairman (the "Chairman"), who may also be the chief executive officer ("CEO") of the Company. If the Chairman is indeed the CEO, at least one independent Director shall be appointed by the Board of Directors as vice chairman (the "Vice Chairman(s)") and will have authority to convene a Board Meeting (as defined in Article 13 of the present Articles) or include items on the agenda, coordinate and hear the concerns of non executive directors and to lead the Board's evaluation of the Chairman and CEO.

11. Representation. Subject as provided by Luxembourg Law and these Articles, the Company is validly bound or represented towards third parties by:

11.1 if the Company has one Director, the sole signature of that Director;

11.2 if the Company has more than one Director, the joint signature of any two Directors;

11.3 the sole signature of any Daily Manager (as defined in Article 12.1) to the extent powers have been delegated to him under Article 12.1;

11.4 the sole signature of any other person to whom such a power has been delegated in accordance with Article 12.4 to the extent such a power has been delegated to him.

12. Delegation of powers.

12.1 The day to day management of the business of the Company and the power to represent the Company with respect thereto may be delegated to one or more Directors, officers, managers or other agents (each a "Daily Manager"), acting alone or jointly.

12.2 A Daily Manager need not be a Shareholder.

12.3 The appointment and removal, powers, duties and emoluments of the Daily Managers will be determined by the Board of Directors.

12.4 The Board of Directors may delegate any of their powers for specific tasks to the CEO, any Director or one or more ad hoc agents and may remove any such agent and determine any such agent's powers and responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

12.5 Furthermore, the Board of Directors shall appoint an audit committee (the "Audit Committee") and a remuneration and nomination committee (the "Remuneration and Nomination Committee") and may appoint other committees, in order to conduct certain tasks and functions expressly delegated to such committee. The committees will examine specific topics chosen by the Board of Directors and report to the Board of Directors about them. Decision-making will remain a collective responsibility of the Board of Directors and the committee may only make suggestions to the Board of Directors.

12.6 The purpose of the Audit Committee shall in particular be to assist the Board of Directors in fulfilling its oversight responsibilities relating to the integrity of the financial statements, including periodically reporting to the Board of Directors on its activities and the adequacy and the effectiveness of the internal controls systems, the risk management system and the internal audit systems; and to make recommendations for the appointment, compensation, retention and oversight of, and consider the independence of, the external auditors and perform such other duties imposed by applicable laws and regulations of the regulated market or markets on which the Shares may be listed, as well as any other duties entrusted to the committee by the Board of Directors. The Audit Committee shall have a minimum of three (3) members, a majority of which shall be independent and which shall include at least one (1) Director appointed in accordance with Articles 10.8.1 or 10.8.2 for so long as such person is a Director thereunder, and shall be chaired by an independent Director. Audit Committee members shall not be executive Directors.

12.7 The purpose of the Remuneration and Nomination Committee shall in particular be to make proposals of the appointment and/or removal of Directors, to review the remuneration policy of the Company as the Board of Directors deems fit, to make proposals, together with the CEO, as to the individual remuneration of Directors and to advise on any benefit or incentive schemes. This committee will have a minimum of three (3) members and shall be formed exclusively of non-executive Directors of which the majority shall be independent Directors. The Remuneration and Nomination Committee shall include at least one (1) Director appointed in accordance with Articles 10.8.1 or 10.8.2 for so long as such person is a Director thereunder. The Remuneration and Nomination Committee shall be chaired by an independent Director.

12.8 The Board of Directors may appoint a secretary of the Company, who need not be a member of the Board of Directors, and determine his responsibilities, powers and authorities. The secretary shall ensure the implementation of the rules and procedures governing the operation of the Board of Directors, under the authority of the Chairman. The secretary shall prepare minutes summarising the deliberations during the meetings of the Board of Directors and noting any decisions taken by the Board of Directors, in conjunction with the Chairman.

13. Board meetings.

13.1 Meetings of the Board of Directors ("Board Meetings") may be convened by the Chairman or Vice Chairman. In addition, any Director appointed upon nomination by the Luxgoal 3 Group and Ardian Group pursuant to Articles 10.8.1

and 10.8.2 may also call a Board Meeting as long as the Luxgoal 3 Group or the Ardian Group, as applicable, holds at least 7.5% of the Company's share capital.

13.2 The Board of Directors may validly debate and take decisions at a Board Meeting without complying with all or any of the convening requirements and formalities if all the Directors have waived the relevant convening requirements and formalities either in writing or, at the relevant Board Meeting, in person or by an authorised representative.

13.3 A Director may appoint any other Director (but not any other person) to act as his representative (a "Director's Representative") at a Board Meeting to attend, deliberate, vote and perform all his functions on his behalf at that Board Meeting. A Director can act as representative for more than one other Director at a Board Meeting provided that (without prejudice to any quorum requirements) at least a simple majority of the number of Directors needed in order to reach the required quorum for such Board Meeting is physically present.

13.4 The Board of Directors can only validly debate and take decisions if at least half of the Directors are present or represented. Decisions of the Board of Directors shall be adopted by a simple majority of the Directors present or represented. In the case of an equality of votes, the Chairman will have a second or casting vote.

13.5 A Director or his Director's Representative may validly participate in a Board Meeting through the medium of video-conferencing equipment or telecommunication means allowing the identification of each participating Director. These means must have technical features which ensure an effective participation in the meeting allowing all the persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of such persons in the meeting. A person participating in this way is deemed to be present in person at the meeting and shall be counted in the quorum and entitled to vote. Subject to Luxembourg Law, all business transacted in this way by the Directors shall, for the purposes of these Articles, be deemed to be validly and effectively transacted at a Board Meeting, notwithstanding that fewer than the number of directors (or their representatives) required to constitute a quorum are physically present in the same place. A Board Meeting held in this way is deemed to be held at the Registered Office.

13.6 A resolution in writing signed by all the Directors (or in relation to any Director, his Director's Representative) shall be as valid and effective if it had been passed at a Board Meeting duly convened and held and may consist of one or several documents in the like form each signed by or on behalf of one or more of the Directors concerned.

13.7 The minutes of a Board Meeting shall be signed by the Chairman of the Meeting and extracts of the minutes of a Board Meeting may be certified by any Director present at the Board Meeting.

13.8 Any Director having an interest in a transaction (a "Conflicted Transaction") submitted for approval to the Board of Directors conflicting with that of the Company, shall advise the Board of Directors thereof and cause a record of his statement to be included in the minutes of the meeting. He may not take part in the deliberations relating to that transaction. At the next following Shareholders' Meeting, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the Directors may have had an interest conflicting with that of the Company.

Article 13.7.1 will not apply to day to day operations entered into under normal conditions.

14. Shareholders' meetings.

14.1 The Shareholders' Meeting shall have the widest powers to adapt or ratify any action relating to the Company.

14.2 In case of plurality of Shareholders, the Shareholders' Meeting shall represent the entire body of Shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

14.3 The regulations of the general shareholders' meetings (the "Regulations") and any amendment to the Regulations are adopted by the Shareholders' Meeting of the Company by simple majority. The objective of the Regulations is mainly to develop the rules for the convening, preparation, and holding of the Company's Shareholders' Meetings, in accordance with the Spanish corporate governance regulations, if and as long as the Company's Shares are admitted to trading in one of the regulated markets in Spain. The Regulations are available on the Company's website. In case of contradiction between the Regulations and the present Articles, the latter shall prevail.

14.4 Convening of Shareholders' Meeting

14.4.1 The Board of Directors, as well as the Auditors, may convene a Shareholders' Meeting.

14.4.2 They shall be obliged to convene it so that it is held within a period of one month if Shareholders representing at least five per cent (5%) of the Company's share capital require so in writing with an indication of the agenda. If, following such request made by such Shareholders, the Shareholders' Meeting is not held within the prescribed period, the Shareholders' Meeting may be convened by an agent, appointed by the judge presiding the chamber of the Tribunal d'Arrondissement dealing with commercial matters and sitting as in urgency matters on the application of one or more Shareholders who together hold the aforementioned proportion of the share capital.

14.5 Length and form of notice

14.5.1 Convening notices for every Shareholders' Meeting (the "Convening Notice") shall be published:

(a) in the Official Gazette and in a Luxembourg newspaper at least thirty (30) days before the date of the Shareholders' Meeting;

(b) in such media which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis (the "EEA Publication"), at least thirty (30) days before the date of the Shareholders' Meeting, and

(c) on the Company's website for an uninterrupted period starting from the day of publication of the Convening Notice up to and including the date of the Shareholders' Meeting.

Convening Notices for Shareholders' Meetings will also be published in accordance with all applicable laws and in particular the on-going disclosure and stock exchange requirements to which the Company is subject.

If the required quorum as required in Article 14.8 is not met on the date of the first convened Shareholders' Meeting another meeting may be convened by publishing the Convening Notice in the Official Gazette, a Luxembourg newspaper and the EEA Publication at least seventeen (17) days prior to the date of the reconvened meeting provided that (i) the first Shareholders' Meeting was properly convened in accordance with the above provisions; and (ii) no new item has been added to the agenda.

14.5.2 The Convening Notice is sent at least thirty (30) days, or at least seventeen (17) days period, as applicable, referred to in Article 14.5.1, to the members of the Board of Directors and the approved independent auditors (réviseurs d'entreprises agréés) (the "Addressees"). This communication shall be sent by letter to the Addressees, except for those Addressees who have expressly and in writing agreed to receive communication by other means, in which case such Addressee(s) may receive the convening notice by such other means of communication.

14.6 Additional agenda items

Shareholders representing at least five per cent (5%) of the Company's share capital may (i) request the addition of one or several items to the agenda of any Shareholders' Meeting and (ii) table draft resolutions for items included or to be included on the agenda of a Shareholders' Meeting. Such requests must:

14.6.1 be in writing and sent to the Company by post or electronic means to the address provided in the Convening Notice (as defined under Article 14.5.1) and be accompanied by a justification or draft resolution to be adopted in the Shareholders' Meeting;

14.6.2 include the postal or electronic address at which the Company may acknowledge receipt of the requests;

14.6.3 be received by the Company at least twenty-two (22) days before the date of the relevant Shareholders' Meeting.

14.6.4 the Company shall acknowledge receipt of requests referred to above within forty-eight (48) hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15 th) day before the date of the relevant Shareholders' Meeting.

14.7 Waiver of formalities of notice

In case all the Shareholders are present or represented at a Shareholder Meeting and if they declare that they have been informed of the agenda of the meeting, they may waive all convening requirements and formalities of publication of the notice for such Shareholders' Meeting.

14.8 Proceedings, quorum and majority

14.8.1 Unless otherwise provided by the 1915 Law or by the Articles, all decisions by the annual or ordinary Shareholders' Meeting shall be taken by simple majority of the votes cast, regardless of the proportion of the share capital represented by Shareholders attending the meeting (with, at least one Shareholder present in person or by proxy and entitled to vote).

14.8.2 A Shareholders' Meeting convened to amend any provisions of the Articles, including to alter the share capital of the Company, shall not validly deliberate unless at least one half of the capital is represented and the agenda indicates the proposed amendments to the Articles. If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by Article 14.4 provided that (i) the first Shareholders' Meeting was properly convened in accordance with the provisions of Article 14.5.1 above; and (ii) the agenda for the reconvened meeting does not include any new item. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast.

14.8.3 Votes cast shall not include votes attaching to Shares in respect of which the Shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

14.8.4 The right of a Shareholder to participate in a Shareholders' Meeting and exercise voting rights attached to its Shares are determined by reference to the number of Shares held by such Shareholder at midnight (00:00) on the day falling fourteen (14) days before the date of the Shareholders' Meeting (the "Record Date"). Each Shareholder shall, on or before the Record Date, indicate to the Company its intention to participate at the Shareholders' Meeting. The Company determines the manner in which this declaration is made. For each Shareholder who indicates his intention to participate in the Shareholders' Meeting, the Company records his name or corporate denomination and address or registered office, the number of Shares held by him on the Record Date and a description of the documents establishing the holding of Shares on that date.

14.8.5 Shareholders may be authorised to participate in a Shareholders' Meeting by electronic means, ensuring, notably, any or all of the following forms of participation: (a) a real-time transmission of the Shareholders' Meeting; (b) a real-time two-way communication enabling Shareholders to address the Shareholders' Meeting from a remote location; and (c) a mechanism for casting votes, whether before or during the Shareholders' Meeting, without the need to appoint a proxy

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who is physically present at the meeting. Any Shareholder which participates in a meeting through such means shall be deemed to be present at the place of the meeting for the purposes of the quorum and majority requirements. The use of electronic means allowing Shareholders to take part in a meeting may be subject only to such requirements as are necessary to ensure the identification of Shareholders and the security of the electronic communication, and only to the extent that they are proportionate to achieving that objective.

14.9 Chairman of the Shareholders' Meeting

The Chairman of the Board of Directors shall preside as chairman at a Shareholders' Meeting or shall appoint another person to act as chairman at a Shareholders' Meeting. If at a meeting the Chairman is not present within five (5) minutes after the time fixed for the start of the meeting and the Chairman has not appointed another person to chair the Shareholders' Meeting, the Directors present shall select one of them to be chairman of the meeting. If only one Director is present and willing and able to act, he shall be the chairman of the Shareholders' Meeting. In the absence of any Director, the Shareholders present and entitled to vote shall choose one of them to be the chairman.

Without prejudice to any other power which he may have under the provisions of the Articles, the chairman may take such action as he thinks fit to promote the orderly conduct of the business of the meeting as specified in the notice of Shareholders' Meeting.

14.10 Adjournment and postponement of general meetings of Shareholders

The Board of Directors is entitled to adjourn a meeting, while in session, to four (4) weeks. It must do so at the request of Shareholders representing at least one-fifth of the capital of the Company. Any such adjournment, which shall also apply to Shareholders' Meetings called for the purpose of amending the Articles, shall cancel any resolution passed. The second meeting shall be entitled to pass final resolutions provided that, in cases of amendments to the Articles, the conditions as to quorum laid down in article 67-1 of the 1915 Law are fulfilled.

14.11 Attendance and voting by proxy

14.11.1 A Shareholder may be represented at any Shareholders' Meeting by appointing as its proxy in writing (or by fax or e-mail or other form approved by the Board of Directors) executed under the hand of the appointer, or if the appointer is a company, under its seal or under the hand of its duly authorised officer or attorney or other person authorised to sign, an individual or a legal person, who need not be a Shareholder. Such proxy shall enjoy the same rights to speak and ask questions during the Shareholders' Meeting as those to which the Shareholder thus represented would be entitled. The notification to the Company of the appointment of the proxy by the Shareholder shall be made in writing either by post or by electronic means.

14.11.2 The Board of Directors may only require such evidence as necessary to ensure the identification of Shareholders or proxies and the verification of the content of voting instructions, as the case may be, and only to the extent that it is proportionate to achieving those objectives.

14.11.3 Unless the contrary is stated in it, the appointment of a proxy shall be deemed to confer authority to exercise all such rights, as the proxy thinks fit. A person acting as a proxy may represent more than one Shareholder without limitation as to the number of Shareholders so represented by him/her/it.

14.11.4 Delivery or receipt of an appointment of proxy does not prevent a Shareholder attending and voting in person at the meeting or an adjourned meeting.

14.11.5 The appointment of a proxy shall (unless the contrary is stated in it) be valid for an adjournment of the meeting to which it relates.

14.12 Appointment of proxy

The form of appointment of a proxy and any reasonable evidence required by the Board of Directors in accordance with Article 14.11 shall:

14.12.1 in the case of an instrument of proxy in hard copy form, be delivered to the Registered Office or another place in Luxembourg specified in the notice convening the meeting or in the form of appointment of proxy or other accompanying document sent by the Company in relation to the meeting, not later than two (2) Business Days (with "Business Days" being days on which banks are generally open for business in Luxembourg, Madrid, Barcelona, Bilbao and Valencia) before the date of the relevant meeting or adjourned meeting; and

14.12.2 in the case of an appointment of a proxy sent by electronic means, need to be received at the electronic address indicated by the Company:

14.12.3 in the notice calling the meeting;

(a) in an instrument of proxy sent out by the Company in relation to the meeting;

(b) in an invitation to appoint a proxy issued by the Company in relation to the meeting; or

(c) on the website maintained by or on behalf of the Company on which any information relating to the meeting required by law is made available,

(d) need to be received not later than two (2) Business Days (before the date of the relevant meeting or adjourned meeting.

14.13 Voting results

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The Company shall for each resolution publish on its website the results of the votes passed at the Shareholders' Meeting, including the number of Shares for which votes have been validly cast and the proportion of capital represented by such validly cast votes, the total number of votes validly cast, the number of votes cast for and against each resolution and, where applicable, the number of abstentions.

15. Annual shareholders' meeting - Place and date. At least one meeting of the Shareholders shall be held each year in the City of Luxembourg, at a place specified in the notice convening the meeting in Luxembourg City on the second to last Wednesday of the month of July at 4.00 p.m. CET. If such date is not a business day in Luxembourg, such Shareholders' Meeting shall be held on the immediately preceding business day.

16. Auditors.

16.1 The Company is supervised by one or more certified auditors (réviseur d'entreprise agréé), (the "Auditor").

16.2 The general meeting appoints the Auditor(s) and determines their number, their remuneration and the term of their office. The appointment may, however, not exceed a period of six (6) years. In case the Auditors are elected without mention of the term of their mandate, they are deemed to be elected for six (6) years from the date of their election.

16.3 The Auditors may be re-appointed.

17. Business year. The Company's financial year starts on 1 st April and ends on the 31 st March of each year (the "Financial Year").

18. Distributions on shares.

18.1 From the net profits of the Company determined in accordance with Luxembourg Law, five per cent (5%) shall be deducted and allocated to a legal reserve fund. That deduction will cease to be mandatory when the amount of the legal reserve fund reaches one tenth of the Company's nominal capital.

18.2 Subject to the provisions of Luxembourg Law and these Articles, the Company may by Shareholders' Resolution declare dividends to Shareholders pro rata the number of Shares held by them.

18.3 Subject to the provisions of Luxembourg Law and these Articles, the Board of Directors may pay interim dividends to Shareholders pro rata the number of Shares held by them.

19. Dissolution and liquidation. The liquidation of the Company shall be decided by a Shareholders' Meeting by a resolution adopted in accordance with the conditions required for the amendment of the Articles and in accordance with Luxembourg Law.

20. Interpretation and Luxembourg law.

20.1 In these Articles:

20.1.1 a reference to:

(a) one gender shall include each gender;

(b) (unless the context otherwise requires) the singular shall include the plural and vice versa;

(c) a "person" includes a reference to any individual, firm, company, corporation or other body corporate, government, state or agency of a state or any joint venture, association or partnership, works council or employee representative body (whether or not having a separate legal personality);

(d) a statutory provision or statute includes all modifications thereto and all re-enactments (with or without modifications) thereof.

20.1.2 the words "include" and "including" shall be deemed to be followed by the words "without limitation" and general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words;

20.1.3 the headings to these Articles do not affect their interpretation or construction.

In addition to these Articles, the Company is also governed by all applicable provisions of Luxembourg Law.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fourteenth resolution

The meeting resolved to confirm the appointment of Mr. Robert A. Gray, Mr. James O'Hare and Mr. Philip C. Wolf as independent directors to the Absorbing Company's board of directors, for a period of three (3) financial years, such appointment being conditional to the earlier of the Admission to Trading or the Settlement, as approved during the extraordinary general meeting of shareholders held on 20 March 2014.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fifteenth resolution

The meeting resolved to grant power and authority to Séverine Michel, or any director of the Company, each of them acting individually, with power of substitution to (i) decide on behalf of the Company and upon delegation of the general meeting of shareholders for the purpose of the Merger and the Exchange to proceed with and confirm the Pricing and, in agreement with the representative of the other companies participating to the Merger set the price of the New Shares (ii) upon Pricing, set the value of the contribution made to the Absorbing Company as a result of the Merger and the Exchange in accordance with the Joint Merger Proposal, approve the allocation of the New Shares in accordance with the Joint Merger Proposal, confirm the effectiveness of the Merger and the Exchange, and confirm the coming into force of restated articles of association of the Absorbing Company, and (iii) upon Admission to Trading and /or Settlement, confirm the subsequent amendment of the articles of association of the Absorbing Company.

The meeting resolved to further grant power and authority to Séverine Michel, or any director of the Absorbing Company or any lawyer at Linklaters LLP, Luxembourg, or any lawyer at Clifford Chance, Luxembourg, each of them acting individually, with power of substitution to, upon confirmation of each of the above, confirm and record the same in the presence of a Luxembourg notary to the extent useful or necessary and generally perform any action and complete any formality useful of necessary to implement and give effect to the Merger, the Exchange, the changes to the share capital of the Absorbing Company, the allocation of the New Shares, the dematerialisation of the Absorbing Company's shares, any amendment to the articles of association of the Absorbing Company and generally any and all resolutions adopted by the general meeting of shareholders of the Absorbing Company.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Sixteenth resolution

The meeting resolved to authorize the board of directors of the Absorbing Company to redeem, in accordance with article 49-2 of the 1915 Law on one or several occasions, up to a maximum aggregate number of 5,405,405 (five million four hundred five thousand four hundred five) shares of the Absorbing Company during a period of five (5) years from the date of the issuance of the shares by the board of directors within the framework of the authorized capital on or about the date of Pricing and within an indicative price range of EUR 9.25 to EUR 11.50 per share.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Seventeenth resolution

The meeting resolved to adopt the internal rules of procedure with respect to general shareholders' meetings of the Absorbing Company and to delegate to any of the directors of the Absorbing Company the power to amend such rules as may be required from time to time, it being understood that such rules will become effective upon the Admission to Trading.

Vote in favour: all the shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Notary's statement

In accordance with Articles 271 (2) and 273 of the 1915 Law, the undersigned notary (i) declares and certifies having verified the existence and validity, under Luxembourg law, of the Joint Merger Proposal and of the legal acts and formalities imposed in order to render the Merger effective.

There being no other business on the agenda, the meeting was adjourned at 3.00 p.m..

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 French version; on request of the same person and in case of divergences between the English and the French text, the English text will prevail.

Whereupon the present deed was drawn up in Luxembourg by the undersigned notary, on the day referred to at the beginning of this document.

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

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Suit la traduction française de l'acte qui précède:

(N.B Pour des raisons techniques, la version française est publiée au Mémorial C-N° 1022 du 23 avril 2014.)

Signé: N. GAUZES, F. FORSTER, H. PRECIGOUX, C. WERSANDT.

Enregistré à Luxembourg A.C., le 8 avril 2014. LAC/2014/16623. Reçu soixante-quinze euros (75,- €).

Le Receveur ff. (signé): Carole FRISING.

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

Luxembourg, le 16 avril 2014.

Référence de publication: 2014055988/1363.

(140064637) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.

Agaka S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 127.350.

DISSOLUTION

L'an deux mille treize.

Le vingt-quatre décembre.

Pardevant Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette.

A COMPARU

La société DEV INVEST, SPRL, avec siège social à B-7500 Tournai, 101, avenue de Maire

ici représenté par Madame Sofia AFONSO-DA CHAO CONDE, employée privée, avec adresse professionnelle à Esch/Alzette, agissant en vertu d'une procuration sous seing privé lui délivrée annexée aux présentes.

La prédite mandataire, agissant ès-qualités, prie le notaire instrumentant de documenter:

- que sa mandante est seule propriétaire de toutes les actions de la société anonyme AGAKA S.A., avec siège social à L-2311 Luxembourg, 3, Avenue Pasteur,

inscrite au Registre de Commerce et des Sociétés à Luxembourg section B numéro 127.350,

constituée aux termes d'un acte reçu par le notaire instrumentant, en date du 12 avril 2007, publié au Mémorial C numéro 1215 du 20 juin 2007.

Que le capital social est fixé à cinquante mille euros (EUR 50.000,-), représenté par cinq cents (500) actions, d'une valeur nominale de cent euros (EUR 100,-),

- que sa mandante décide de dissoudre ladite société;

- que tout le passif de la société a été réglé, sinon dûment provisionné;

- qu'en sa qualité d'actionnaire unique, sa mandante reprend tout l'actif à son compte;

- que sa mandante reprend à son compte tout passif éventuel, même non encore connu, et qu'elle assume pour autant que de besoin, la qualité de liquidateur;

- que la liquidation de la société peut être considérée comme définitivement clôturée;

- que décharge est accordée aux Administrateurs et au Commissaire aux Comptes de la société;

- que les livres et documents de la société se trouvent conservés pendant cinq (5) ans à l'adresse du siège de ladite société.

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

Et après lecture faite et interprétation donnée à la comparante, elle a signé avec Nous notaire le présent acte.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 03 janvier 2014. Relation: EAC/2014/242. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2014031548/39.

(140035265) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

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