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° 1023 **23 avril 2014**

SOMMAIRE

Universal Credit S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 142.879.

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Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire du 20 février 2014

En date du 20 février 2014, l'Assemblée Générale Ordinaire a décidé:

- de renouveler les mandats de Monsieur James Pope, Monsieur Patrick Zurstrassen, Madame Frances Hutchinson, Monsieur Jürgen Meisch, Monsieur Yves Wagner et Monsieur Roland Frey en qualité d'Administrateurs jusqu'à la prochaine Assemblée Générale Ordinaire en 2015,

- de renouveler le mandat de Deloitte Audit Sàrl en qualité de Réviseur d'Entreprises jusqu'à la prochaine Assemblée Générale Ordinaire en 2015.

Luxembourg, le 24 février 2014.

Pour extrait sincère et conforme

Pour Universal Credit S.A.

Caceis Bank Luxembourg

Référence de publication: 2014031443/18.

(140034439) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Stena Forth Lux 1 S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.001,00.

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

R.C.S. Luxembourg B 165.626.

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Auszug der Beschlussfassungen des Alleinigen Gesellschafters vom 3. Februar 2014

Der alleinige Gesellschafter hat beschlossen, die Gesellschaft PricewaterhouseCoopers mit Gesellschaftssitz in L-1471 Luxembourg, 400, route d'Esch, eingetragen im Handels-/ und Gesellschaftsregister von Luxemburg unter Nummer B 65477, mit sofortiger Wirkung zum zugelassenen Wirtschaftsprüfer der Gesellschaft bis zur Abhaltung der Jahreshauptversammlung der Gesellschafter im Jahre 2014, welche über die Annahme des Jahresabschlusses des Gesellschaftsjahres endend zum 31.12.2013 entscheidet, zu ernennen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014031372/15.

(140034696) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Z Men S.à r.l., Société à responsabilité limitée.

Capital social: EUR 50.350,00.

Siège social: L-2420 Luxembourg, 11, avenue Emile Reuter.

R.C.S. Luxembourg B 122.410.

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Extrait du Procès-Verbal de la Réunion du Conseil d'Administration tenue le 20 février 2014

Première résolution:

Les adresses professionnelles de Messieurs les gérants Gérard Becquer, Cédric Stébel et Graeme Stening figurant sur l'extrait du registre de commerce et des sociétés, sont incorrectes et doivent être changées comme suit:

Monsieur Gérard Becquer réside professionnellement au n° 5, Rue Guillaume Kroll, L-1882 Luxembourg,

Monsieur Cédric Stébel réside professionnellement au n° 28, Boulevard Royal, L-2449 Luxembourg, Monsieur Graeme Stening réside professionnellement au n° 45, Pall Mall, London, SW1Y 5JG, Royaume Uni.

Deuxième résolution:

Le Conseil de Gérance décide de transférer le siège social de la société, situé au n° 11A, Boulevard Prince Henri L-1724 Luxembourg, au n° 11, Avenue Emile Reuter, L-2420 Luxembourg.

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

Z MEN Sàrl

Société à responsabilité limitée

Référence de publication: 2014031474/21.

(140034907) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Blue Island Properties, Société Anonyme.

Siège social: L-8124 Bridel, 15, rue des Carrefours.

R.C.S. Luxembourg B 89.477.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire des actionnaires qui a eu lieu à Luxembourg, le 15 février 2014 à 10.00 heures.

L'Assemblée Générale a décidé de reconduire les mandats des membres du Conseil d'Administration, Monsieur Marius Kaskas, 15 rue des Carrefours, L-8124 Bridel, Monsieur Yves Mertz, 15 rue des Carrefours, L-8124 Bridel, la société ALGEMENE NEDERLANDSE BEHEERMAATSCHAPPIJ SA, RC Luxembourg B 80766, représentée par Monsieur Marius Kaskas prénommé.

L'Assemblée Générale a décidé de reconduire CER INTERNATIONAL SA, Withfield Tower, 4792 Coney Drive, Belize city, Belize comme Commissaire aux Comptes.

Les mandats des administrateurs ainsi que du Commissaire aux Comptes prendront fin à l'issue de l'assemblée générale statutaire de l'an 2019.

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

Pour extrait conforme
Signature
Un administrateur

Référence de publication: 2014031593/21.

(140035175) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Development Capital 1 S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 78.555.

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Extrait des résolutions du liquidateur prises en date du 24 février 2014

Le liquidateur de la Société a décidé comme suit:

- de transférer le siège social de la Société du 19-21 Boulevard du Prince Henri, L - 1724 Luxembourg, vers le 20 Rue de la Poste, L-2346 Luxembourg avec effet immédiat.

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

CITCO C&T (Luxembourg) S.A.
Société Anonyme
Signature
Employé

Référence de publication: 2014031653/16.

(140035771) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Thames Acquisition I S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 176.963.

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Extrait des résolutions écrites de l'Associé unique en date du 25 février 2014

En date du 25 février 2014, l'Associé unique de la société Thames Acquisition I S.à r.l. a prit les résolutions suivantes:

1. L'Associé unique décide de nommer, avec effet immédiat et pour une durée indéterminée Monsieur Carlo Heck, né le 5 août 1976 à Hambourg (Allemagne), demeurant professionnellement au 44, Avenue J.F. Kennedy, L-1855 Luxembourg en tant que gérant de catégorie A.

2. L'Associé unique décide de nommer, avec effet immédiat et pour une durée indéterminée Monsieur Jérôme Léon, né le 15 juin 1981 à Brest (France), demeurant professionnellement au 44, Avenue J.F. Kennedy, L-1855 Luxembourg en tant que gérant de catégorie B.

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

Référence de publication: 2014031990/17.

(140035156) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Munchen Major Capital S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 129.638.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031971/16.

(140035339) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Munchen Minor Capital S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 129.639.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031972/16.

(140035338) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

OKS Europe S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 15-17, avenue Gaston Diderich.

R.C.S. Luxembourg B 143.824.

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EXTRAIT

Il résulte de la décision prise par l'actionnaire unique, en date du 22 janvier 2014, que:

- La démission de M. Bernd MUELLER en qualité de membre du Conseil d'Administration et d'Administrateur-Délégué, avec effet à compter du 30 septembre 2013, a été acceptée.

- M. John PETERS, né le 25 juin 1957 au Royaume-Uni, demeurant à 14 Kell Lane, Wainstalls, West Yorkshire, HX2 7UN, Royaume-Uni, a été nommé membre du Conseil d'Administration, avec effet à compter du 22 janvier 2014, jusqu'à la tenue de l'assemblée générale qui se tiendra en 2017.

Le Conseil d'Administration se compose comme suit:

- M. Vinit KHANNA;

- Mme Geeta KHANNA;

- M. Terence FERNANDES;

- M. John PETERS.

Pour extrait conforme

Vinnit Khanna

Administrateur

Référence de publication: 2014031875/22.

(140035351) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Polyusus Lux III S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 183.031.

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Rectificatif concernant l'extrait déposé au RCS le 20 février 2014, réf. LU140032636

Capvis General Partner IV Ltd. a transféré à Capvis General Partner III Ltd., avec siège social au 28, New Street, JE2 3TE St. Helier, Jersey, immatriculée au Jersey Financial Services Commission sous le numéro 95863,

125,000 parts sociales de classe A,

125,000 parts sociales de classe B,

125,000 parts sociales de classe C,

125,000 parts sociales de classe D

125,000 parts sociales de classe E,

125,000 parts sociales de classe F,

125,000 parts sociales de classe G,

125,000 parts sociales de classe H,

125,000 parts sociales de classe I,

125,000 parts sociales de classe J.

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

Référence de publication: 2014031905/22.

(140035401) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Bielefeld Capital S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 129.633.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 31 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031964/16.

(140035341) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Bielefeld Management S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 109.991.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031965/16.

(140035336) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Bielefeld SP S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 109.981.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031966/16.

(140035335) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Group Capital S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 129.641.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031967/16.

(140035340) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

S.M.S. Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 109.745.

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Extrait des résolutions prises lors de l'assemblée générale extraordinaire du 20 février 2014

- La révocation de Monsieur Paul Johnston, avec adresse professionnelle, 39 St James Street, SW1A 1JD Londres, de ses fonctions d'administrateur de catégorie A, avec effet immédiat.

- Expiration des mandants de l'entièreté du conseil d'administration conformément à l'article 7 des statuts.

- L'Assemblée nomme en qualité d'administrateur de catégorie A de Monsieur Silvio Scaglia, demeurant 20 Curzon Street, W1J7TD Londres et de Monsieur Paolo Barbieri, avec adresse professionnelle au 28, Boulevard d'Avranches à L-1160 Luxembourg, ainsi que les mandats d'administrateur de catégorie B de Madame Monica Aschei, avec adresse privée, 20, Curzon Street, GB - W1 J7TD Londres et de Monsieur Serge Marion, employé privé, avec adresse professionnelle au 28, Boulevard d'Avranches à L-1160 Luxembourg. Ces mandats se termineront lors de l'assemblée qui se tiendra en l'année 2017.

Luxembourg, le 20/02/2014.

Pour extrait sincère et conforme

Pour la Société

Signature

Un mandataire

Référence de publication: 2014031928/22.

(140035463) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Group Management S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 109.985.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031968/16.

(140035437) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

SL Group SP S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 109.979.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 30 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031969/16.

(140035436) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Fonds Direkt Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 70.709.

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Auszug aus dem Protokoll der Ordentlichen Generalversammlung der Fonds Direkt Sicav

Die Ordentliche Generalversammlung der Fonds Direkt Sicav vom 26. Februar 2014 hat folgende Beschlüsse gefasst:

Zur Wiederwahl des Verwaltungsrates stellen sich:

- Herr Claude Kremer (Vorsitzender)

- Herr Detlev Born (stellv. Vorsitzender)

- Herr Ralf Hammerl (Mitglied)

- Herr Dominik Schneider (Mitglied)

Alle Herren mit Berufsadresse: 4, rue Thomas Edison, L-1445 Strassen.

Die genannten Herren werden einstimmig von den Aktionären bis zur nächsten Ordentlichen Generalversammlung im Jahre 2015 als Mitglieder des Verwaltungsrates gewählt.

Die Aktionäre beschließen einstimmig bis zur nächsten Ordentlichen Generalversammlung im Jahre 2015, PricewaterhouseCoopers Société coopérative, 400, route d'Esch, L-1471 Luxembourg als Wirtschaftsprüfer wieder zu wählen.

Luxembourg, den 26. Februar 2014.

Für Fonds Direkt Sicav

DZ PRIVATBANK S.A.

Référence de publication: 2014031705/22.

(140035407) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

European Motorway Investments 2, Société à responsabilité limitée.

Capital social: EUR 20.000,00.

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

R.C.S. Luxembourg B 148.122.

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EXTRAIT

L'associé unique, dans ses résolutions du 24 février 2014 a renouvelé les mandats des gérants.

- Mrs Karen DEAL, gérant de catégorie A, Investment Manager, 12, Charles II Street, SW1Y 4QU Londres, Royaume-Uni.

- Mrs Stéphanie GRISIUS, gérant de catégorie B, M. Phil. Finance B. Sc. Economics, 6, rue Adolphe, L-1116 Luxembourg.

- Mr Manuel HACK, gérant de catégorie B, maître ès sciences économiques, 6, rue Adolphe, L-1116 Luxembourg.

- Mr Laurent HEILIGER, gérant de catégorie B, licencié en sciences commerciales et financières, 6, rue Adolphe, L-1116 Luxembourg.

- Mr Bryn JONES, gérant de catégorie A, Investment Manager, 12, Charles II Street, SW1Y 4QU Londres, Royaume-Uni.

Leurs mandats prendront fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2014.

Luxembourg, le 24 février 2014.

Pour EUROPEAN MOTORWAY INVESTMENTS 2

Société à responsabilité limitée

Référence de publication: 2014031674/22.

(140035251) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

German Residential Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 159.181.

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Il résulte des décisions de l'associé unique de La Société en date du 31 janvier 2014:

- Acceptation de la démission de Russell Perchard entant que gérant classe B avec effet au 31 janvier 2014.

- Acceptation de la démission de Philip Gittins en tant que gérant classe B avec effet au 31 Janvier 2014

- Nomination de Monsieur Amine Zouari, né le 18 mars 1979 à Tunis en Tunisie, Avec adresse professionnelle au 40, avenue Monterey, L-2163, Luxembourg, pour le poste de gérant classe B avec effet au 31 Janvier 2014.

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

Luxembourg, le 24 février 2014.

Pour La société

Référence de publication: 2014031733/16.

(140035343) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Epicentre Europe Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 179.929.

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Il est porté à la connaissance de tiers que suite à un contrat de cession de parts sociales en date du 29 octobre 2013 l'associé unique Gold Taurus Foundation, a transféré:

- Les 100 parts sociales qu'il détenait dans Epicentre Europe Holding S.à r.l. à la société Pan European Ventures S.A., ayant son siège social à 40, avenue Monterey, L-2163, Luxembourg.

Le nouvel actionnariat s'établit donc comme suit:

- La société Pan European Ventures S.A. détient 100 parts sociales dans Epicentre Europe Holding S.à r.l.

Pour la société

Un mandataire

Référence de publication: 2014031668/16.

(140035318) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Fondation Lydie Schmit, Fondation.

Siège social: L-1728 Luxembourg, 34, rue du Marché-aux-Herbes.

R.C.S. Luxembourg G 62.

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Le conseil d'administration de la Fondation Lydie Schmit a été complété par décision du conseil du 24 février 2014 par Madame Renée Wagener, née le 21 novembre 1962, habitant 8, rue des Trévires, L-2628 Luxembourg.

Luxembourg, le 26 février 2014.

Ben Fayot

Président

Référence de publication: 2014031703/12.

(140035321) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Finanter Incorporation S.A., Société Anonyme.

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

R.C.S. Luxembourg B 12.790.

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Par décision de l'assemblée générale ordinaire tenue en date du 19 février 2014, le mandat des Administrateurs Mesdames Margarita TORRABADELLA BETONO, Catarina TAVARES PAULO FLORES, Messieurs Joao Manuel FLORES PEREIRA et Ramon Eduardo DE GARAY AGUILAR, tous au 100, Paseo Castellana, E-28046 Madrid, ainsi que le mandat du Commissaire aux Comptes, AUDIT TRUST S.A., société anonyme, ayant son siège social au 42, Rue de la Vallée, L-2661 Luxembourg ont été renouvelés.

Leur mandat s'achèvera à l'issue de l'assemblée générale annuelle de 2020.

Luxembourg, le 25 février 2014.

Pour: FINANTER INCORPORATION S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Susana Goncalves Martins

Référence de publication: 2014031716/19.

(140035101) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

European Road Infrastructure Investments, Société à responsabilité limitée.

Capital social: EUR 40.000,00.

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

R.C.S. Luxembourg B 148.123.

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EXTRAIT

L'associé unique, dans ses résolutions du 24 février 2014, a renouvelé les mandats des gérants:

- Mme Karen DEAL, Investment Manager, 12, Charles II Street, SW1Y4QU Londres, Royaume-Uni, gérant de catégorie A,

- Mr Stéphane KOFMAN, Investment Manager, 12, Charles II Street, SW1Y4QU Londres, Royaume-Uni, gérant de catégorie A,

- Mr Manuel HACK, Maître ès sciences économiques, 6, rue Adolphe, L-1116 Luxembourg, gérant de catégorie B,

- Mr Laurent HEILIGER, licencié en sciences commerciales et financières, 6, rue Adolphe, L-1116 Luxembourg, gérant de catégorie B,

- Mme Stéphanie GRISIUS, M. Phil. Finance B. Sc. Economics, 6, rue Adolphe, L-1116 Luxembourg, gérant de catégorie B.

Leurs mandats prendront fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2014.

Luxembourg, le 24 février 2014.

Pour EUROPEAN ROAD INFRASTRUCTURE INVESTMENTS

Société à responsabilité limitée

Référence de publication: 2014031695/23.

(140035253) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Goal.com (Holdco) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 140.301.

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EXTRAIT

Suite à l'Assemblée Générale Ordinaire et Extraordinaire du 8 janvier 2014, la modification suivante a été adoptée:

- La démission de GRANT THORNTON TAX & ACCOUNTING S.A. de sa fonction de Commissaire aux comptes a été acceptée avec effet immédiat.

Pour extrait sincère et conforme

Référence de publication: 2014032269/12.

(140036068) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 118.350.

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Extrait du procès-verbal de l'assemblée générale ordinaire des associés de la société tenue à Luxembourg le 21 février 2014

L'assemblée générale des associés a décidé de renouveler le mandat de Monsieur Daniel ADAM jusqu'à la tenue de l'assemblée générale appelée à approuver les comptes annuels au 31 décembre 2013.

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

Référence de publication: 2014032272/12.

(140036207) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Garage J.P. Strotz Sàrl, Société à responsabilité limitée.

Siège social: L-9560 Wiltz, 21A, rue du X Septembre.

R.C.S. Luxembourg B 99.208.

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

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

Signature.

Référence de publication: 2014032271/10.

(140036345) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

GKS S.A., Société Anonyme.

Siège social: L-9160 Ingeldorf, 8, route d'Ettelbruck.

R.C.S. Luxembourg B 108.698.

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Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014032277/10.

(140036428) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Garage J.P. Strotz Sàrl, Société à responsabilité limitée.

Siège social: L-9560 Wiltz, 21A, rue du X Septembre.

R.C.S. Luxembourg B 99.208.

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Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014032270/10.

(140036344) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Arcoro, Société Civile Immobilière, Société Civile Immobilière.

Siège social: L-3317 Bergem, 3, Um Breimentrausch.

R.C.S. Luxembourg E 5.274.

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STATUTS

L'an deux mille quatorze, le quatorze février.

Les personnes:

- Monsieur Romain Feyereisen, né à Esch/Alzette le 01 avril 1959, demeurant à 3. um Breimentrausch, L-3317 Bergem;

- Madame Colette Schneider, épouse Feyereisen, née à Dudelange le 08 novembre 1958, demeurant à 3, um Breimentrausch, L-3317 Bergem;

- Madame Lynn Feyereisen, née à Luxembourg le 15 janvier 1986, demeurant au Gewaennchen 15, L-5828 Fentange;

- Monsieur Cédric Feyereisen, né à Luxembourg le 10 janvier 1990, demeurant à 3, um Breimentrausch, L-3317 Bergem;

Ont arrêtés comme suit les statuts d'une société civile qu'ils vont constituer entre eux:

Art. 1 er . La société a pour objet l'acquisition, la gestion, la mise en valeur et l'exploitation d'immeubles à acquérir exclusivement pour son propre compte, ainsi que toutes opérations pouvant se rattacher directement ou indirectement à l'objet social.

Art. 2. La société prend la dénomination de ARCORO, Société Civile Immobilière.

Art. 3. La société est constituée pour une durée indéterminée. Elle pourra être dissoute par anticipation par décision de l'assemblée générale extraordinaire des associés décidant à la majorité des voix des participants.

Art. 4. Le siège social est établi dans la commune de Mondercange.

Art. 5. Le capital social est fixé à deux mille euros (EUR 2.500,-) représenté par cent (100) parts d'une valeur nominale de vingt-cinq euros (EUR 25,-) chacune, réparties comme suit:

a) Monsieur Romain Feyereisen, précité	49 parts sociales
b) Madame Colette Schneider, précitée	49 parts sociales
c) Madame Lynn Feyereisen, précitée	1 part sociale
d) Monsieur Cédric Feyereisen, précité	1 part sociale
Total	100 parts sociales

Toutes les parts ont été entièrement libérées par des versements en espèces de sorte que la somme de deux mille cinq cents euros (EUR 2.500,-) se trouve dès à présent à la libre disposition de la société.

Art. 6. La cession des parts s'opérera par acte authentique ou par acte sous seing privé en observant l'article 1690 du Code Civil.

Sous réserve de conventions particulières entre associés, les parts sont librement cessibles entre associés.

Sous réserve de conventions particulières entre associés, elles ne pourront être cédées à des tiers non associés qu'avec l'agrément des associés décidant à l'unanimité.

Art. 7. La société ne sera pas dissoute par le décès d'un ou de plusieurs associés, mais continuera entre le ou les survivants et les héritiers de l'associé ou des associés décédés.

L'interdiction, la faillite, la liquidation judiciaire ou la déconfiture d'un ou de plusieurs associés ne mettra pas fin à la société qui continuera entre les autres associés, à l'exclusion du ou des associés en état d'interdiction, de faillite, de liquidation judiciaire ou de déconfiture.

Chaque part est indivisible à l'égard de la société.

Les copropriétaires indivis sont tenus, pour l'exercice de leurs droits, de se faire représenter auprès de la société par un seul d'entre eux ou par un mandataire commun pris parmi les autres associés.

Les droits et obligations attachés à chaque part le suivent dans quelque main qu'elle passe. La propriété d'une part emporte de plein droit adhésion aux statuts et aux résolutions prises par l'assemblée générale.

Art. 8. Chaque part donne droit dans la propriété de l'actif social et dans la répartition des bénéfices à une fraction proportionnelle au nombre de parts existantes.

Art. 9. La Société est administrée par un ou plusieurs gérants, associés ou non, nommés par l'assemblée des associés à la majorité des parts sociales.

Art. 10. Les décisions modifiant les statuts sont prises à la majorité des trois quarts (3/4) de toutes les parts existantes.

Art. 11. Les articles 1832 et 1872 du Code Civil trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Assemblée générale extraordinaire

Les prédits associés se sont réunis en assemblée générale et ont pris, à l'unanimité des voix, les résolutions suivantes:

1) Le nombre des gérants est fixé à deux (2).

2) Sont nommés gérant pour une durée indéterminée Monsieur Romain Feyereisen et Madame Colette Schneider, précités.

La société se trouve valablement engagée en toutes circonstances à l'égard des tiers, par la signature conjointe des gérants.

Ils peuvent conférer des pouvoirs à des tiers.

3) Le siège social de la société est établi à 3, um Breimentrausch, L-3317 Bergem.

Déclaration

La présente société est constituée entre les époux, Monsieur Romain Feyereisen et Madame Colette Schneider ainsi que leurs enfants Lynn Feyereisen et Cédric Feyereisen, tous les quatre précités.

Par conséquent, les comparants déclarent que la présente société constitue une société familiale au sens de l'article 7 de la loi du 29 décembre 1971 concernant l'impôt frappant les rassemblements de capitaux dans les sociétés civiles et commerciales.

Dont acte, fait et passé à Bergem.

Romain Feyereisen / Colette Schneider / Lynn Feyereisen / Cédric Feyereisen.

Référence de publication: 2014025074/71.

(140029307) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2014.

Nuvola S.A., Société Anonyme.

Siège social: L-3515 Dudelange, 214A, route de Luxembourg.

R.C.S. Luxembourg B 96.045.

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Extrait de l'assemblée générale extraordinaire tenue en date du 17 février 2014:

1. Les actionnaires acceptent la démission de Monsieur Romain Bontemps de sa fonction d'administrateur de catégorie A.

2. Les actionnaires nomment Madame Brigitte Laschet, demeurant professionnellement 1, rue Peternelchen L-2370 Howald, administrateur de catégorie A.

Son mandat viendra à échéance lors de l'assemblée générale se tenant en 2015.

Luxembourg, le 20 février 2014.

Pour la société

Référence de publication: 2014031271/15.

(140034902) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Actiogest S.A., Société Anonyme.

Siège social: L-8041 Bertrange, 209, rue des Romains.

R.C.S. Luxembourg B 48.384.

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DISSOLUTION

L'an deux mille treize, le vingt-trois décembre.

Par devant Maître Paul Decker, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

Ont comparu:

1. M. Alain Van Kasteren, né le 23 mai 1957 à Luxembourg et demeurant à L-8016 Strassen, 29 rue des Carrières; et

2. M. Jean-Baptiste Wagner, né le 28 septembre 1937 à Wommelgem (B) et demeurant à L-8041 Strassen, 112 rue des Romains.

Lesquels comparants sont les seuls et uniques actionnaires de «Actiogest S.A.», une société anonyme ayant son siège social au 209, rue des Romains L-8041 Bertrange, constituée suivant acte reçu par Maître Georges d'HUART, notaire de résidence à Pétange, en date du 28 juillet 1994, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 477 en 1994,

immatriculée au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 48.384 (la "Société").

Le capital social de la Société est de huit cent soixante-dix mille euros (870.000,-EUR) divisé en dix mille (10.000) actions d'une valeur nominale de quatre-vingt-sept euros (87,-EUR) chacune, toutes souscrites et entièrement libérées.

Les actionnaires déclarent avoir parfaite connaissance des statuts et de la situation financière de la Société et déclarent expressément dissoudre et procéder à la liquidation immédiate de la Société.

En agissant tant en qualité de liquidateurs de la Société, qu'en qualité d'actionnaires, ils déclarent que tous les actifs ont été réalisés, que tous les actifs deviendront la propriété des actionnaires et que les passifs connus de la Société vis-à-vis des tiers ont été réglés entièrement ou dûment provisionnés. Par rapport à d'éventuels passifs actuellement inconnus de la Société et non payés à l'heure actuelle, les actionnaires assumeront irrévocablement l'obligation de les payer, de sorte que la liquidation de la Société est à considérer comme clôturée et liquidée.

Décharge pleine et entière est accordée par les actionnaires aux membres du conseil d'administration ainsi qu'au commissaire aux comptes de la Société pour l'exécution de leurs mandats jusqu'à ce jour.

Les livres et documents de la Société seront conservés pendant cinq (5) ans au siège social de la Société.

Pour l'accomplissement des formalités relatives aux transcriptions, publications, radiations, dépôts et autres formalités à faire en vertu des présentes, tous pouvoirs sont donnés au porteur d'une expédition des présentes. Toutefois, aucune confusion de patrimoine entre la Société dissoute et l'avoir social de ou remboursement aux actionnaires ne pourra se faire avant le délai de trente jours (article 69 (2) de la loi sur les sociétés commerciales) à compter de la publication et sous réserve qu'aucun créancier de la Société présentement dissoute et liquidée n'aura exigé la constitution de sûretés.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à mille euros (1.000,- EUR).

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par son nom, prénoms usuels, états et demeures, ceux-ci ont signé le présent acte avec le notaire.

Signé: A.VAN KASTEREN, J-B WAGNER, P. DECKER.

Enregistré à Luxembourg A.C., le 30/12/2013. Relation: LAC/2013/60420. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

POUR COPIE CONFORME, délivré au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg le 19.02.2014.

Référence de publication: 2014025807/48.

(140031687) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

Alucoor S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-8080 Bertrange, 1, rue Pletzer.

R.C.S. Luxembourg B 177.419.

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L'an deux mille quatorze, le septième jour du mois de février.

Pardevant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

Ont comparu:

1° Monsieur Marc LEHMANN, chef de projet, né le 10 Juin 1956 à Haguenau (France), demeurant à F-67120 Molsheim, 18, rue notre Dame;

2° Madame Geneviève MICHEL épouse LEHMANN, employée privée, le 6 mars 1962 à Strasbourg (France), demeurant à F-67120 Molsheim, 18, rue notre Dame;

3° Monsieur Julien LEHMANN, employé privé, né le 5 mai 1989 à Schiltigheim (France), demeurant à F-67000 Strasbourg, 43A, Boulevard Clemenceau;

4° Monsieur Rodolphe BLONDEAU, employé privé, né le 5 juillet 1981 à Chartres (France), demeurant à F-28170 Chateauneuf en Thymerais, 1, Sente de la Petite Friche;

Tous ici représentés par Monsieur Thierry Bichel, administrateur de sociétés, demeurant professionnellement à L-5365 Munsbach, 2 rue Gabriel Lippmann, en vertu de quatre procurations sous seing privé, lesquelles, après avoir été signées "ne varietur" par le mandataire des comparants et le notaire soussigné, resteront annexées au présent acte pour être enregistrées avec lui.

Le comparant prénommé sous 1°, représenté comme dit ci-avant, déclare être l'unique associé de la société à responsabilité limitée ALUCOOR S.à r.l., avec siège social à L-5366 Munsbach, 182, rue Principale, inscrite au Registre de commerce et des sociétés à Luxembourg sous le numéro B 177.419, constituée suivant acte reçu par le notaire instrumentant, en date du 13 mai 2013, publié au Mémorial C numéro 1647 du 10 juillet 2013 (la «Société»).

- Monsieur Marc LEHMANN, prénommé sous 1° et représenté comme dit ci-avant, déclare céder trente (30) parts sociales dans la Société à Madame Geneviève MICHEL épouse LEHMANN, prénommée sous 2°, représentée comme dit ci-avant et ce acceptant, au prix convenu entre parties, ce dont quittance hors la comptabilité du notaire instrumentant.

- Monsieur Marc LEHMANN, prénommé sous 1°, et représenté comme dit ci-avant, déclare céder trente-quatre (34) parts sociales dans la Société à Monsieur Julien LEHMANN, prénommé sous 3°, représenté comme dit ci-avant et ce acceptant, au prix convenu entre parties, ce dont quittance hors la comptabilité du notaire instrumentant.

- Monsieur Marc LEHMANN, prénommé sous 1°, et représenté comme dit ci-avant, déclare céder trente et une (31) parts sociales dans la Société à Monsieur Rodolphe BLONDEAU, prénommé sous 4°, représenté comme dit ci-avant et ce acceptant, au prix convenu entre parties, ce dont quittance hors la comptabilité du notaire instrumentant.

Ensuite, Monsieur Marc LEHMANN, prénommé sous 1°, agissant en sa qualité de gérant unique de la Société, non présent aux présentes, a ratifié les cessions de parts sociales conformément à l'article 1690 du code civil suivant déclaration qui restera annexée au présent acte pour être enregistrée avec lui.

Sur ce qui précède, les comparants prénommés de 1° à 4°, agissant en leur qualité de seuls associés de la Société, ont pris les résolutions suivantes:

Première résolution

Suite aux cessions de parts sociales précédentes, les cent vingt-cinq parts sociales de la Société sont désormais détenues comme suit:

1° Monsieur Marc LEHMANN, prénommé, trente parts sociales	30
2° Madame Geneviève MICHEL épouse LEHMANN, prénommée trente parts sociales	30
3° Monsieur Julien LEHMANN, prénommé, trente-quatre parts sociales	34
4° Monsieur Rodolphe BLONDEAU, prénommé, trente et une parts sociales	31
Total: cent vingt-cinq parts sociales	125

Deuxième résolution

En conséquence, les associés décident d'adapter les articles 1, 3 et 8 des statuts. Lesdits articles seront lus comme suit:

« **Art. 1 er .** Il est formé par les présentes une société à responsabilité limitée qui sera régie par les dispositions légales en vigueur et notamment celles de la loi modifiée du 10 août 1915 sur les sociétés commerciales, ainsi que par les présents statuts.»

« **Art. 3.** La société prend la dénomination de «Alucoor S.à r.l.», Société à responsabilité limitée.»

« **Art. 8.** Les décisions des associés sont prises en assemblée générale ou par consultation écrite à la diligence de la gérance.

Une décision n'est valablement prise qu'après avoir été adoptée par des associés représentant plus de cinquante pour cent (50%) du capital social.

Aussi longtemps que la société n'a qu'un seul associé, il exercera tous les pouvoirs réservés à l'assemblée générale des associés par la loi ou par les présents statuts.

Les résolutions prises par l'associé unique seront inscrites sous forme de procès-verbaux.»

Troisième résolution

Les associés décident d'autoriser la gérance à procéder à un versement d'acomptes sur dividendes et ajout d'un dernier paragraphe à l'article 7 des statuts comme suit:

Art. 7. (quatrième paragraphe). «La gérance est autorisée à verser des acomptes sur dividendes à condition qu'avant toute distribution, la gérance soit en possession de comptes intermédiaires de la société fournissant la preuve de l'existence de fonds suffisants à la distribution de ces acomptes sur dividendes.»

Quatrième résolution

Les associés décident de transférer le siège social de la Société de L-5366 Munsbach, 182, rue Principale, vers L-8080 Bertrange, 1, rue Pletzer et en conséquence de modifier la première phrase de l'article 4 des statuts pour lui donner la teneur suivante:

Art. 4. (première phrase). "Le siège de la société est établi dans la commune de Bertrange."

Pouvoirs

Les comparants, agissant dans un intérêt commun, donnent pouvoir à tous clercs et employés de l'Étude du notaire soussigné, à l'effet de faire dresser et signer tous actes rectificatifs éventuels des présentes.

Frais

Les frais, dépenses et rémunérations quelconques, incombant à la société et mis à sa charge en raison des présentes, s'élèvent approximativement à la somme de mille euros (EUR 1.000,-).

Dont procès-verbal, passé à Senningerberg, les jours, mois et an qu'en tête des présentes.

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

Signé: Thierry Bichel, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 7 février 2014. LAC / 2014 / 6199. Reçu 75.-€.

Le Receveur (signé): Irène Thill.

- Pour copie conforme - délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 24 février 2014.

Référence de publication: 2014027629/87.

(140033856) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2014.

County Homesearch Limited, Luxembourg branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1610 Luxembourg, 42-44, avenue de la Gare.

R.C.S. Luxembourg B 184.664.

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Les Activités de la succursale sont à lire de la manière suivante:

«La succursale a pour objet la fourniture de services d'assistance en matière d'orientation et d'établissement (également dénommés «services de destination») en faveur d'employés qui déménagent au Luxembourg.»

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

Luxembourg, le 21 février 2014.

County Homesearch Limited, Luxembourg branch

Signature

Référence de publication: 2014027722/14.

(140033593) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2014.

Doctena S.A., Société Anonyme.

Capital social: EUR 120.000,00.

Siège social: L-1855 Luxembourg, 35A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 176.487.

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In the year two thousand and fourteenth, on the fifth day of February.

Before us, Maître Jean-Paul Meyers, civil law notary residing in Rambrouch, Grand Duchy of Luxembourg,

is held

an extraordinary general meeting of the shareholders (the "General Meeting") of "DOCTENA S.A." (the "Company"), a société anonyme governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 176487, with registered office at L-1855 Luxembourg, 35A, avenue J.F. Kennedy, with a corporate capital of ninety-six thousand Euros (96,000.- €) divided into nine hundred and sixty (960) shares fully paid up with a nominal value of one hundred Euro (100.- €) each and incorporated following a notarial deed on 29 March 2013 before the undersigned notary, published in the Luxembourg Official Gazette, Mémorial C, Recueil des Sociétés et Associations, number 1261 of 29 May 2013. The Company's articles of incorporation have been amended for the last time on 31 December 2013 by a deed of the undersigned notary, not yet published in the Luxembourg Official Gazette.

The General Meeting is declared open at 15:15h and is chaired by Marc MOLITOR residing professionally in Luxembourg.

The chairman appoints as secretary and the meeting elects as scrutineer: Patrick KERSTEN residing professionally in Luxembourg.

The bureau of this General Meeting being thus constituted, the chairman declares and requests the notary to record that:

(i) The agenda of the General Meeting is as follows:

Agenda

1. Increase of the share capital by the amount of 24,000.- €, so as to raise it from its present amount of 96,000.- € to 120,000.- € by the emission of 240 new shares with the same rights;

2. Subscription of the newly emitted shares by five new shareholders with an aggregate share premium of three hundred seventy-six thousand Euros (376,000.- €) and waiver of the preferential subscription rights;

3. Modification of article 5, first sentence of the Articles of incorporation in accordance with the capital increase;

4. Appointment of Mr Pietro LONGO as additional director of the Company;

5. Miscellaneous.

(ii) The shareholders present or represented, the proxies of the represented shareholders, and the number of the shares held by them are shown on an attendance list which, signed by the shareholders or their proxies, by the bureau of the General Meeting and by the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

(iii) The proxies of the represented shareholders, signed ne varietur by the appearing parties and the undersigned notary, will also remain annexed to the present deed.

(iv) It appears from the said attendance list that all of the nine hundred and sixty (960) shares representing one hundred percent (100%) of the Company's subscribed capital are present or represented at the General Meeting, which consequently is regularly constituted and may validly deliberate on all the items on the agenda.

(v) The shareholders present or represented declare that they consider themselves as having been duly convened to the General Meeting and that they have been duly informed of the agenda of the General Meeting, waving the requirements for convening notices.

(vi) The General Meeting, having been regularly constituted, may validly deliberate on the agenda items.

Thereupon, the General Meeting, each time unanimously, passes the following resolutions:

First resolution

The General Meeting resolved to increase the share capital of the Company by an amount of twenty-four thousand Euros (24,000.- €), so as to bring it from its present amount of ninety-six thousand Euros (96,000.- €) divided into nine hundred sixty (960) shares fully paid up with a nominal value of one hundred Euro (100.- €) each, to the amount of one hundred and twenty thousand Euros (120,000.- €), represented by one thousand and two hundred (1,200) shares with a nominal value of one hundred Euro (100.- €) each.

The General Meeting resolved to issue two hundred forty (240) new ordinary Shares with a nominal value of one hundred Euro (100.- €) each. The newly issued Shares will have the same rights and obligations as the existing Shares.

Second resolution

The General Meeting, having duly noted that the current shareholders have waived to their preferential rights of subscription, decides to admit to the subscription of:

(a) thirty (30) new shares by Mr Johan van der Windt, company Manager, born in Vlaardingen (The Netherlands) on 24 January 1968, residing at 18, rue de l'orée du bois, L-7215 Béreldange,

(b) thirty (30) new shares by TRESHOLD EAGLE, a société anonyme governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 77997, with registered office at 59, rue de Bridel, L-7217 Béreldange,

(c) sixty (60) new shares by Mr Yves Schaus, Investment manager, born in Luxembourg on 2 Mai 1973, residing at 47 Palace Gardens Terrace, London W8 4SB, United Kingdom,

(d) thirty (30) new shares by Lennox Consulting S.A., a société anonyme governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 168606, with registered office at 19, rue Eugène Ruppert, L-2453 Luxembourg,

(e) thirty (30) new shares by Mr Laurent Heiliger, licencié en sciences commerciales et financières, born in Luxembourg on 10 February 1973, residing at 6, rue d'Amsterdam, L-1126 Luxembourg, and

(f) sixty (60) new shares by Mr Pietro Longo, Manager, born in Luxembourg on 13 September 1970, residing at 17, rue de la Vallée, L-8046 Strassen, each, "a Subscriber" and collectively, "the Subscribers", each represented by Marc MOLITOR professionally residing in Luxembourg, Grand Duchy of Luxembourg, by virtue of proxies given under private seal.

Intervention - Subscription - Payment

Then intervene at the General Meeting the prenamed Subscribers, each duly represented as stated above:

(a) Mr Johan van der Windt, prenamed, who declares to subscribe to the thirty (30) new shares with a nominal value of one hundred Euro (100.- €), fully paid up, together with a share premium of forty-seven thousand Euros (47,000.- €), by a contribution in cash,

(b) TRESHOLD EAGLE, aforementioned, who declares to subscribe to the thirty (30) new shares with a nominal value of one hundred Euro (100.- €), fully paid up, together with a share premium of forty-seven thousand Euros (47,000.- €), by a contribution in cash,

(c) Mr Yves Schaus, prenamed, who declares to subscribe to the sixty (60) new shares with a nominal value of one hundred Euro (100.- €), fully paid up, together with a share premium of ninety-four thousand Euros (94,000.- €), by a contribution in cash,

(d) Lennox Consulting S.A., aforementioned, who declares to subscribe to the thirty (30) new shares with a nominal value of one hundred Euro (100.- €), fully paid up, together with a share premium of forty-seven thousand Euros (47,000.- €), by a contribution in cash,

(e) Mr Laurent Heiliger, prenamed, who declares to subscribe to the thirty (30) new shares with a nominal value of one hundred Euro (100.- €), fully paid up, together with a share premium of fourty-seven thousand Euros (47,000.- €), by a contribution in cash, and

(f) Mr Pietro Longo, prenamed, who declares to subscribe to the sixty (60) new shares with a nominal value of one hundred Euro (100.- €), fully paid up, together with a share premium of ninety-four thousand Euros (94,000.- €), by a contribution in cash.

The total amount of four hundred thousand Euros (400,000.- €) of readily available cash paid by the Subscribers as provided above is acknowledged by the General Meeting.

Of this Cash Contribution, the amount of twenty-four thousand Euros (24,000.- €) is allocated to the share capital of the Company and the amount of tree hundred seventy-six Euros (376,000.- €) is allocated to the share premium account.

Evidence of the payment of the Cash Contribution has been given to the undersigned notary by means of a blocking certificate confirming the availability of the amount of the Cash Contribution on the Company's bank account and the notary expressly acknowledges the availability of the funds so paid.

Third resolution

The General Meeting resolved to amend the first sentence of article 5 of the Company's articles of association, which shall henceforth read as follows:

" **Art. 5.** The corporate capital is set at one hundred and twenty thousand Euros (120,000.- €), represented by one thousand two hundred (1,200) shares, fully paid up, with a nominal value of one hundred Euro (100.- €) each.",

the rest of this Article remaining unchanged.

Fourth resolution

The General Meeting resolved to appoint Mr Pietro Longo, Manager, born in Luxembourg on 13 September 1970, residing at 17, rue de la Vallée, L-8046 Strassen, as additional director of the Company for a term ending at the annual general meeting of the shareholders of the Company to be held in 2016.

Estimate of costs

The expenses, costs, remuneration or charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated at approximately 2,100.- €.

Power

The above appearing party(ies) hereby give(s) power to any agent and / or employee of the office of the signing notary, acting individually to proceed with the registration, listing, deletion, publication or any other useful or necessary operations following this deed and possibly to draw up, correct and sign any error, lapse or typo to this deed.

Declaration

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English, followed by a French version; and further states, on request of the same appearing persons, that in case of any divergence between the English and the French texts, the English version shall prevail.

WHEREOF the present deed is drawn up in Luxembourg, on the day as stated at the beginning of this document.

The document having been read to the Bureau, the appearing parties and proxyholders, they signed, together with the notary, the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le cinquième jour du mois de février.

Par-devant Maître Jean-Paul Meyers, notaire de résidence à Rambrouch, Grand-Duché de Luxembourg,

s'est tenue

une assemblée générale extraordinaire des actionnaires (l'«Assemblée Générale») de «DOCTENA S.A.» (la «Société»), une société anonyme régie par les lois du Grand-Duché de Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 176487 et avec siège social au L-1855 Luxembourg, 35A, avenue J.F. Kennedy, avec un capital social de quatre-vingt-seize mille Euros (96.000,- EUR) représenté par neuf cent soixante (960) actions entièrement libérées d'une valeur nominale de cent Euros (100,- EUR) chacune et constituée par acte notarié du 29 mars 2013 reçu par le notaire instrumentaire, publié au Journal Officiel de Luxembourg, Mémorial C, numéro 1261 du 29 mai 2013. Les statuts de la Société ont été modifiés en dernier lieu le 31 décembre 2013 suivant acte du notaire soussigné, non encore publié au Journal Officiel de Luxembourg.

L'Assemblée Générale est déclarée ouverte à 15:15 heures et est présidée par Marc MOLITOR avec adresse professionnelle à Luxembourg.

Le président désigne comme secrétaire et l'Assemblée élit comme scrutateur: Patrick KERSTEN avec adresse professionnelle à Luxembourg.

Le bureau de l'Assemblée Générale étant ainsi constitué, le président déclare et prie le notaire instrumentant d'acter:

(i) Que l'Assemblée Générale a pour ordre du jour:

Ordre du jour

1. Augmentation du capital social d'un montant de 24.000,- €, pour le porter de son montant actuel de 96.000,- € à 120.000,-€ par l'émission de 240 nouvelles actions ayant les mêmes droits;

2. Souscription des actions nouvellement émises par cinq nouveaux actionnaires avec une prime d'émission de 376.000,- € et renonciation au droit de souscription préférentiel;

3. Modification de l'article 5, première phrase des Statuts en conséquence de l'augmentation de capital;

4. Nomination de Monsieur Pietro LONGO comme administrateur supplémentaire de la Société;

5. Divers.

(ii) Les actionnaires présents ou représentés, les mandataires des associés représentés, ainsi que le nombre de parts sociales qu'ils détiennent, sont indiqués sur une liste de présence, laquelle, signée par les actionnaires présents ou leurs mandataires, par les membres du bureau et par le notaire instrumentaire, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

(iii) Les procurations des actionnaires représentés, après avoir été paraphées ne varietur par les parties comparantes et le notaire instrumentaire, resteront pareillement annexées au présente acte.

(iv) Il ressort de ladite liste de présence que l'intégralité des neuf cent soixante (960) actions représentant 100% (cent pour cent) du capital social souscrit de la Société est présent ou représenté à l'Assemblée Générale, laquelle est, par conséquent, régulièrement constituée et peut délibérer valablement sur tous les points inscrits à l'ordre du jour.

(v) Les actionnaires présents ou représentés déclarent se considérer comme ayant été valablement convoqués à l'Assemblée Générale et qu'ils ont été dûment informés de l'ordre du jour de l'Assemblée Générale, et qu'ils renoncent aux formalités de lettres de convocations.

(vi) L'Assemblée Générale, étant valablement constituée, peut délibérer sur les points de l'ordre du jour.

Ensuite, l'Assemblée Générale adopte, chaque fois à l'unanimité des voix, les résolutions suivantes:

Première résolution

L'Assemblée Générale décide d'augmenter le capital social de la Société d'un montant de vingt-quatre mille Euros (24.000,- €), pour le porter de son montant actuel de quatre-vingt-six mille Euros (96.000,- €), divisé en neuf cent soixante (960) actions entièrement libérées d'une valeur nominale de cent Euros (100,- €) chacune, au montant de cent vingt mille Euros (120.000,- €), représenté par mille deux cents (1.200) actions d'une valeur nominale de cent Euros (100,- €) chacune.

L'Assemblée Générale décide d'émettre deux cent quarante (240) nouvelles Actions d'une valeur nominale de cent Euros (100,- €) chacune. Les nouvelles Actions auront les mêmes droits et obligations que les actions existantes.

Deuxième résolution

L'Assemblée Générale, après avoir dûment constaté que les actionnaires actuels ont renoncé à leur droit préférentiel de souscription, décide d'admettre à la souscription de:

(a) trente (30) actions nouvelles par Monsieur Johan van der Windt, directeur de sociétés, né le 24 janvier 1968 à Vlaardingen (Pays-Bas), demeurant à L-7215 Béreldange, 18, rue de l'orée du bois,

(b) trente (30) actions nouvelles par TRESHOLD EAGLE, une société anonyme régie par les lois du Grand-Duché de Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 77997 et avec siège social au 59, rue de Bridel, L-7217 Béreldange,

(c) soixante (60) actions nouvelles par Monsieur Yves Schaus, gestionnaire de patrimoine, né le 2 mai 1973 à Luxembourg, demeurant au 47 Palace Gardens Terrace, Londres W8 4SB, Royaume-Uni,

(c) trente (30) actions nouvelles par Lennox Consulting S.A., une société anonyme régie par les lois du Grand-Duché de Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 168606 et avec siège social au 19, rue Eugène Ruppert, L-2453 Luxembourg,

(d) trente (30) actions nouvelles par Monsieur Laurent Heiliger, licencié en sciences commerciales et financières, né le 10 février 1973 à Luxembourg, demeurant au 6, rue d'Amsterdam, L-1126 Luxembourg, et

(e) soixante (60) actions nouvelles par Monsieur Pietro Longo, directeur, né le 13 septembre 1970 à Luxembourg, demeurant au 17, rue de la Vallée, L-8046 Strassen,

chacun, «un Souscripteur», et collectivement, «les Souscripteurs»,

chacun représenté par Marc MOLITOR dont l'adresse professionnelle est établie à Luxembourg, Grand-Duché de Luxembourg, en vertu de procurations conférées sous seing privé.

Intervention - Souscription - Paiement

Sont ensuite intervenus à la présente assemblée les prénommés Souscripteurs, chacun dûment représenté comme dit ci-avant:

(a) Monsieur Johan van der Windt, prénommé, lequel déclare souscrire aux trente (30) actions nouvelles d'une valeur nominale de cent Euros (100,- €), et les libérer intégralement, ensemble avec une prime d'émission de quarante-sept mille euros (47.000,- €), par apport en numéraire,

(b) TRESHOLD EAGLE, pré-mentionnée, laquelle déclare souscrire aux trente (30) actions nouvelles d'une valeur nominale de cent Euros (100,-€), et les libérer intégralement, ensemble avec une prime d'émission de quarante-sept mille euros (47.000,- €), par apport en numéraire,

(c) Monsieur Yves Schaus, prénommé, lequel déclare souscrire aux soixante (60) actions nouvelles d'une valeur nominale de cent Euros (100,- €), et les libérer intégralement, ensemble avec une prime d'émission de quatre-vingt-quatorze mille euros (94.000,- €), par apport en numéraire,

(d) Lennox Consulting S.A., pré-mentionnée, laquelle déclare souscrire aux trente (30) actions nouvelles d'une valeur nominale de cent Euros (100,- €), et les libérer intégralement, ensemble avec une prime d'émission de quarante-sept mille euros (47.000,- €), par apport en numéraire,

(e) Monsieur Laurent Heiliger, prénommé, lequel déclare souscrire aux trente (30) actions nouvelles d'une valeur nominale de cent Euros (100,-€), et les libérer intégralement, ensemble avec une prime d'émission de quarante-sept mille euros (47.000,- €), par apport en numéraire, et

(f) Monsieur Pietro Longo, prénommé, lequel déclare souscrire aux soixante (60) actions nouvelles d'une valeur nominale de cent Euros (100,- €), et les libérer intégralement, ensemble avec une prime d'émission de quatre-vingt-quatorze mille euros (94.000,- €), par apport en numéraire.

L'Assemblée Générale reconnaît que le montant total de quatre cent mille Euros (400.000,-€) payé par les Souscripteurs comme prévu dans le tableau ci-dessus est liquide et disponible.

Du montant total de cet Apport en Espèces, la somme de vingt-quatre mille Euros (24.000,- €) est allouée au capital social de la Société et la somme de trois cent soixante-seize mille Euros (376.000,- €) est allouée au compte prime d'émission.

La preuve du paiement de l'Apport en Espèces a été remise au notaire soussigné par le biais d'un certificat de blocage confirmant la disponibilité du montant de l'Apport en Espèces sur le compte bancaire de la Société et le notaire acte expressément la disponibilité des fonds ainsi versés.

Troisième résolution

L'Assemblée Générale décide de modifier la première phrase de l'article 5 des Statuts, pour lui donner dorénavant la teneur suivante:

« **Art. 5.** Le capital social est fixé à cent-vingt mille Euros (120.000,- €) représenté par mille deux cents (1.200) actions, entièrement libérées, d'une valeur nominale de cent Euros (100,- €) chacune.»,

le reste de l'article demeurant inchangé.

Quatrième résolution

L'Assemblée Générale décide de nommer Monsieur Pietro Longo, directeur, né le 13 septembre 1970 à Luxembourg, demeurant au 17, rue de la Vallée, L-8046 Strassen, en tant qu'administrateur supplémentaire de la Société pour une période expirant lors de l'assemblée générale annuelle de la Société qui se tiendra en 2016.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société en raison de la présente sont estimés à approximativement 2.100,- €.

Pouvoirs

Le(s) comparant(s) donne(nt) par la présente pouvoir à tout clerc et/ou employé de l'étude du notaire soussigné, agissant individuellement, afin de procéder à l'enregistrement, l'immatriculation, la radiation, la publication ou toutes autres opérations utiles ou nécessaires dans la suite du présent acte et, le cas échéant pour corriger, rectifier, rédiger, ratifier et signer toute erreur, omission ou faute(s) de frappe(s) au présent acte.

Déclaration

Le notaire soussigné qui comprend et parle l'anglais déclare qu'à la requête de la partie comparante, le présent acte a été établi en anglais, suivi d'une version française. A la requête de la même partie comparante, et en cas de divergence entre le texte anglais et le texte français, la version anglaise fera foi.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au Bureau, aux parties comparantes et aux mandataires, ils ont signé, ensemble avec le notaire, le présent acte.

Signé: Molitor, Kersten, Jean-Paul Meyers.

Enregistré à Redange/Attert, le 10 février 2014. Relation: RED/2014/328. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Kirsch.

POUR EXPEDITION CONFORME, délivrée sur papier libre, aux fins d'enregistrement auprès du R.C.S.L. et de la publication au Mémorial C, Recueil des Sociétés et Associations.

Rambrouch, le 17 février 2014. Jean-Paul MEYERS.

Référence de publication: 2014024581/256.

(140029876) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

AI Reliance Investments (Luxembourg) II S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 177.817.

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In the year two thousand and fourteen, on the sixth of January.

Before the undersigned, Maître Jean-Joseph WAGNER, notary residing in Sanem, Grand Duchy of Luxembourg.

There appeared:

"AI Global Investments S.à r.l.", a société à responsabilité limitée, incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2-4 rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 140.619, here represented by Mrs. Christèle PIERRE-ALEXANDRE, lawyer, with professional address in Luxembourg, by virtue of a proxy given in Luxembourg on the 3 rd of January 2014.

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

Such appearing party is the sole shareholder of " AI Reliance Investments (Luxembourg) II S.à r.l.", (hereinafter the "Company"), a société à responsabilité limitée incorporated under the laws of the Grand Duchy of Luxembourg with its registered office at 2-4 Rue Beck, L-1222 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 177.817, incorporated pursuant to a notarial deed dated May 31, 2013, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C") dated 25 July 2013, number 1787, page 85761.

The appearing party representing the whole corporate capital require the notary to enact the following resolutions:

First resolution

The sole shareholder decides to increase the Company's share capital by an amount of one million six hundred and eighty thousand US dollars (USD 1,680,000.-), so as to raise it from its present amount of twenty thousand US dollars (USD 20,000.-) up to one million seven hundred thousand US dollars (USD 1,700,000.-) by the issue of one million six hundred and eighty thousand (1,680,000) shares, each having a par value of one US dollar (USD 1.-) (collectively referred as the "New Shares"), having the same rights and obligations as set out in the Company's articles of incorporation as amended by the below resolutions, paid up by a contribution in cash.

Subscription/Payment

All the one million six hundred and eighty thousand (1,680,000) New Shares are subscribed by AI Global Investments S.à r.l., prenamed, and paid up by the contribution in cash.

The global amount of one million six hundred and eighty thousand US dollars (USD 1,680,000.-) relating to these New Shares allotted to it, is entirely allocated to the share capital, as specified above.

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

Second resolution

As a consequence of the above-mentioned resolution, article 5.1 of the articles of incorporation of the Company is amended and now reads as follows:

" **5.1.** The Company's share capital is set at one million seven hundred thousand US dollars (USD 1,700,000.-) represented by one million seven hundred thousand (1,700,000) shares of one US Dollar (USD 1.00) each and having such rights and obligations as set out in these Articles. In these Articles, "Shareholders" means the holders at the relevant time of the Shares and "Shareholder" shall be construed accordingly."

Costs and Expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to two thousand five hundred euro.

Whereof, the present deed is drawn up in Luxembourg, on the day stated at the beginning of this document.

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

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

Suit la traduction en français du texte qui précède

L'an deux mille quatorze, le six janvier.

Par-devant Maître Jean-Joseph WAGNER, notaire résidant à Sanem, Grand-Duché de Luxembourg.

A COMPARU:

«AI Global Investments S.à r.l.», une société à responsabilité limitée constituée et régie selon les lois luxembourgeoises ayant son siège social au 2-4 rue Beck, L-1222 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du registre de Commerce et des Sociétés de Luxembourg sous le numéro B 140.619, ici représenté par Christèle PIERRE-ALEXANDRE, avocat, ayant son adresse professionnelle au Luxembourg, en vertu d'une procuration sous seing privé donnée à Luxembourg en date du 3 janvier 2014.

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

Laquelle partie comparante est l'associé unique d'«AI Reliance Investments (Luxembourg) II S.à r.l.» (ci-après la «Société»), une société à responsabilité limitée constituée et régie selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 2-4 Rue Beck, L-1222 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 177.817, constituée suivant un acte du notaire soussigné en date du 31 mai 2013, dont les statuts ont été publiés au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial C») le 25 juillet 2013, numéro 1787, page 85761.

Laquelle partie comparante, représentant l'intégralité du capital social, a requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'associé unique décide d'augmenter le capital social de la Société à concurrence d'un million six cent quatre-vingt mille dollars US (USD 1.680.000,-), afin de le porter de son montant actuel de vingt mille dollars US (USD 20.000,-) jusqu'à un million sept cent mille dollars US (USD 1.700.000,-), par l'émission d'un million six cent quatre-vingt mille (1.680.000) parts sociales, chacune ayant une valeur nominale d'un Dollar US (USD 1,-) (les "Nouvelles Parts Sociales"), payées par un apport en numéraire et ayant les mêmes droits et obligations tels qu'indiqués dans les statuts de la Société et tels que modifiés par les résolutions ci-dessous.

Souscription/Paiement

L'ensemble des Nouvelles Parts Sociales est souscrit par AI Global Investments S.à r.l., prénommé, et payé par l'apport en numéraire.

Le montant global d'un million six cent quatre-vingt mille dollars US (USD 1.680.000,-), relativement aux Nouvelles Parts Sociales qui lui sont attribuées est entièrement alloué au capital social de la Société, tel que mentionné précédemment.

Les documents justificatifs de la souscription ont été présentés au notaire soussigné.

Deuxième résolution

L'associé unique décide de modifier l'article 5.1 des statuts de la Société, qui doit désormais être lu comme suit:

« **5.1.** Le capital social de la Société est d'un million sept cent mille dollars US (USD 1.700.000,-), représenté par un million sept cent mille (1.700.000) parts sociales, d'une valeur d'un Dollar US (USD 1,-) chacune ayant les droits et obligations tel que prévus par les Statuts. Dans les présents Statuts, «Associés» signifie les détenteurs au moment opportun de Parts Sociales et «Associé» devra être interprété conformément.»

Frais et Dépenses

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge à raison des présentes, sont évalués sans nul préjudice à la somme de deux mille cinq cents euros.

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

Le notaire soussigné qui comprend et parle l'anglais, constate que le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande de la partie comparante et en cas de divergences entre le texte français et le texte anglais, ce dernier fait foi.

Et après lecture faite et interprétation donnée à la mandataire de la partie comparante, connue du notaire instrumentant par nom, prénom usuel, état et demeure, la mandataire de la partie comparante a signé avec le notaire le présent acte.

Signé: C. PIERRE-ALEXANDRE, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 8 janvier 2014. Relation: EAC/2014/444. Relation: EAC/2014/444. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014025812/105.

(140031173) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

G Co-Investment II S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 161.796.

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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 G Co-Investment II S.C.A, a société en commandite par actions governed by the laws of the Grand Duchy of Luxembourg, with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg, incorporated pursuant to a deed of Maître Carlo WERSANDT, notary residing in Luxembourg, on 27 June 2011, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C"), number 2151 of 19 September 2011 and registered at the Luxembourg Register of Commerce and Companies under number B 161796 (the "Company"). The articles of association of the Company have been amended for the last time by a deed of Maître Carlo WERSANDT residing in Luxembourg on 30 June 2011, published in the Mémorial C number 2053 of 5 September 2011.

The meeting was opened at 3.30 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 (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 shareholders 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 one (1) class A share, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class B shares, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class C shares, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class D shares, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class E shares, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class F shares, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class G shares, seventeen million five hundred sixty-six thousand seven hundred twenty-two (17,566,722) class H shares, seventeen million five hundred sixty-six thousand seven hundred twenty-three (17,566,723) class I shares, and seventeen million five hundred sixty-six thousand seven hundred twenty-three (17,566,723) class J shares of the Company, one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J shares are duly present or represented at the present meeting, and in consideration of the agenda and the provisions of articles 67-1 and 68 of the 1915 Law, the present meeting is validly constituted and may validly deliberate on all items of the agenda which 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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 manager and KPMG Luxembourg S.à r.l. in accordance with Article 266 (1) of the 1915 Law in relation to the transactions contemplated in the Joint Merger Proposal.

Vote in favour: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Third resolution

The meeting resolved to approve the Merger.

Vote in favour: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three

hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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 Absorbing 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 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.

Vote in favour: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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 Absorbing Company shall, without any option for the shareholders, be issued in dematerialised form as of the Effective Date.

Vote in favour: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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, sub-contractors 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.

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;

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.

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 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.

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.

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 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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:

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;

(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;

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.

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:

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 Shareholders' 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 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

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 agrée), (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.

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

Vote in favour: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245)

class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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 manager of G Co-Investment GP S.à r.l., 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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: one (1) class A share, seventeen million three hundred seventy-one thousand two hundred thirty-eight (17,371,238) class B shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class C shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class D shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class E shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class F shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class G shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class H shares, seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class I shares, and seventeen million three hundred seventy-one thousand two hundred forty-five (17,371,245) class J 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 3.45 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.

Suit la traduction française de l'acte qui précède:

(N.B Pour des raisons techniques, la version française est publiée au Mémorial C-N° 1024 du 23 avril 2014.)

Signé: N. GAUZES, F. FORSTER, H. PRÉCIGOUX, C. WERSANDT.

Enregistré à Luxembourg A.C., le 8 avril 2014. LAC/2014/16626. 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: 2014055976/1516.

(140064651) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.

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

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

R.C.S. Luxembourg B 180.627.

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

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

Luxembourg, le 18 février 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014032302/14.

(140035834) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck