# 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° 1025** **23 avril 2014**


## SOMMAIRE

**Cornet Investments S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2449 Luxembourg, 28, boulevard Royal.

R.C.S. Luxembourg B 152.669.

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*Extrait du procès-verbal du Conseil de Gérance de la société Cornet Investments S.à r.l. tenu le 24 Février 2014*

Le conseil de gérance prend acte du changement de siège social de la Société Cornet Investments S.à r.l du 15, boulevard Joseph II L-1840 Luxembourg au 28, Boulevard Royal L-2449 Luxembourg.

Référence de publication: 2014032155/11.

(140036395) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Cornet Investments S.à r.l., Société à responsabilité limitée.**

Siège social: L-1840 Luxembourg, 15, boulevard Joseph II.

R.C.S. Luxembourg B 152.669.

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Les comptes annuels au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014032157/9.

(140036453) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Conseil National des Femmes du Luxembourg, asbl, Association sans but lucratif.**

Siège social: L-1347 Luxembourg, 2, Circuit de la Foire Internationale.

R.C.S. Luxembourg F 1.571.

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*Modification des statuts du Conseil National des Femmes du Luxembourg, association sans but lucratif inscrite au RCS n° F1571 adoptée en assemblée générale extraordinaire du 12 décembre 2011 au siège de l'association, 2, Circuit de la Foire Internationale L-1347 Luxembourg*

Conseil National des Femmes du Luxembourg, association sans but lucratif

**Art.3.** La phrase suivante est portée en fin de l'article:

«Le Conseil National des Femmes du Luxembourg peut détenir et mettre à disposition de femmes en détresse sociale ou matérielle un logement pour une durée déterminée, soit gratuitement, soit contre indemnisation.»

Luxembourg, le 12 décembre 2011.

Conseil National des Femmes du Luxembourg

Joëlle Letsch

*Présidente*

Référence de publication: 2014032151/18.

(140035886) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Constellation Hotels Holding GP S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 184.137.

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- Constituée suivant acte reçu par Me Carlo WERSANDT, notaire de résidence à L-Luxembourg, en date du 31 décembre 2013, en cours de publication.

En date du 31 décembre 2013, Monsieur François Faber, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt, a cédé 12.500 parts sociales de valeur nominale EUR 1,00 chacune de la société Constellation Hotels Holding GP S.à r.l. à Dreamworks Finance (company limited by shares) ayant son siège social à Walker House, 87, Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands.

Luxembourg, le 26 février 2014.

*Pour la société Constellation Hotels Holding GP S.à r.l.*

FIDUCIAIRE FERNAND FABER

Référence de publication: 2014032189/16.

(140036454) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Canna Luxembourg S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1470 Luxembourg, 70, route d'Esch.

R.C.S. Luxembourg B 104.357.

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Les comptes annuels ajustés du 1 er janvier 2013 au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour extrait conforme
Signature
*Un mandataire*

Référence de publication: 2014032169/13.

(140035883) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Candos S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 82.589.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 27 février 2014.

Référence de publication: 2014032168/10.

(140036466) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Candos S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 82.589.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 27 février 2014.

Référence de publication: 2014032167/10.

(140036465) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**CODEX Luxembourg s.à r.l., Société à responsabilité limitée.**

Siège social: L-3816 Schifflange, 12, Résidence Belle-Vue.

R.C.S. Luxembourg B 148.634.

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

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

Référence de publication: 2014032181/9.

(140036199) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Compagnie Financière Saint Paul S.A., Société Anonyme.**

Siège social: L-1371 Luxembourg, 223, Val Sainte Croix.

R.C.S. Luxembourg B 65.275.

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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.

Luxembourg, le 27 février 2014.
FIDUCIAIRE FERNAND FABER
Signature

Référence de publication: 2014032186/12.

(140036236) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**D.S.O. Services S.à r.l., Société à responsabilité limitée.**

Siège social: L-1631 Luxembourg, 13, rue Glesener.

R.C.S. Luxembourg B 161.065.

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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: 2014032195/10.

(140036517) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**D.R.E.A.S. S.à. r.l., Société à responsabilité limitée.**

**Capital social: EUR 31.000,00.**

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

R.C.S. Luxembourg B 127.588.

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Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014032194/9.

(140035987) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Concorde Industrie Trading S.A., Société Anonyme,**

**(anc. Abelia Consult S.A.).**

Siège social: L-4123 Esch-sur-Alzette, 4, rue du Fossé.

R.C.S. Luxembourg B 81.806.

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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: 2014032188/10.

(140036329) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Compagnie Immobilière des Ardennes S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 85.292.

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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.

Alex WEBER

*Notaire*

Référence de publication: 2014032187/11.

(140036029) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Cergrafhold S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 49.272.

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*Extrait des résolutions des administrateurs prises en date du 27 janvier 2014*

Les administrateurs de la Société ont décidé comme suit:

- de transférer le siège social de la Société du 19 - 21, Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg vers le 20, RUE DE LA POSTE, L-2346 LUXEMBOURG, LUXEMBOURG avec effet au 27 janvier 2014.

Luxembourg, le 27 janvier 2014.

Signature

*Mandataire*

Référence de publication: 2014032171/14.

(140036203) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Cerlux S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 74.794.

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*Extrait des résolutions des administrateurs prises en date du 27 janvier 2014*

Les administrateurs de la Société ont décidé comme suit:

- de transférer le siège social de la Société du 19-21, Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg vers le 20, RUE DE LA POSTE, L-2346 LUXEMBOURG, LUXEMBOURG avec effet au 27 janvier 2014.

Luxembourg, le 27 janvier 2014.

Signature

*Mandataire*

Référence de publication: 2014032172/14.

(140036202) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**CLEGM S.A., Société Anonyme.**

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 167.484.

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*Extrait des résolutions de l'assemblée générale tenue le 27 Février 2014*

L'Assemblée décide de démissionner avec effet immédiat:

Madame Lynda Natacha Caro, entrepreneur, née 08 avril 1978 à Saint-Denis (Fr) et résident à Duarffstrooss n°4 L-9990 Weiswampach comme Administrateur.

L'Assemblée décide de nommer avec effet immédiat

Le mandat de l'administrateur Monsieur Dominique MOUNIER, conseiller, né le 03 Février 1945 à Saint-Etienne (Fr), demeurant 11 rue de Gramont

60200 COMPIEGNE FRANCE

Pour extrait conforme

Luxembourg, le 27 Février 2014.

Référence de publication: 2014032180/17.

(140036336) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Compagnie de Lorraine S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 60.559.

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

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

Référence de publication: 2014032183/9.

(140036111) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Elaco - Holding S.A., Société Anonyme Holding.**

R.C.S. Luxembourg B 12.996.

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Experta Corporate and Trust Services S.A., Luxembourg, en abrégé Experta Luxembourg, société anonyme, en sa qualité d'agent domiciliataire, a dénoncé le siège social de la société anonyme ELACO-HOLDING S.A., 42, rue de la Vallée, L-2661 Luxembourg, RCS Luxembourg B-12996, avec effet au 27 févner 2014 et résilié la convention de domiciliation.

Luxembourg, le 27 février 2014.

EXPERTA LUXEMBOURG

Société anonyme

Isabelle Maréchal-Gerlaxhe / Geoffrey Hupkens

Référence de publication: 2014032220/14.

(140036238) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Emmegi S.A., Société Anonyme.**

Siège social: L-2210 Luxembourg, 38, boulevard Napoléon Ier.

R.C.S. Luxembourg B 68.271.

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EXTRAIT

L'assemblée générale ordinaire réunie à Luxembourg le 5 novembre 2013 a pris acte de la démission du commissaire aux comptes: Fiduciaire d'Expertise Comptable et de Révision Everard & Klein S.à r.l. (B 63 706) domicilié au 83, rue de la Libération 5969 Itzig et nomine en son remplacement CeDerLux-Services S.à r.l. (B 79.327) domicilié au 18, rue de l'Eau L-1449 Luxembourg.

Son mandat prendra fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2014.

Pour extrait conforme

Référence de publication: 2014032221/14.

(140035772) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Edmond de Rothschild Fund, Société d'Investissement à Capital Variable.**

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 76.441.

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- Il est noté que:

* Monsieur Christophe Boulanger a démissionné de sa fonction d'Administrateur de la Sicav Edmond de Rothschild Fund, avec effet au 10 février 2014

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

BANQUE PRIVÉE EDMOND DE ROTHSCHILD EUROPE

Société anonyme

Référence de publication: 2014032219/13.

(140036224) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Ekab S.A., Société Anonyme.**

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 62.308.

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

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

Référence de publication: 2014032212/9.

(140036492) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**Espirito Santo Rockefeller Global - S.A. SICAV, Société d'Investissement à Capital Variable.**

Siège social: L-1118 Luxembourg, 11, rue Aldringen.

R.C.S. Luxembourg B 141.601.

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*Extrait des résolutions prises par le Conseil d'Administration par voie circulaire avec effet au 10 février 2014*

Il est décidé:

- de prendre note de la démission de Monsieur Rameschandra Kakoo en tant qu'Administrateur de la société.

- de coopter Madame Susana Vicente, résidant professionnellement Avenue Alvares Cabral 41 RR-1250 Lisbonne en tant qu'Administrateur de la société en remplacement de Monsieur Mr Fernando Coelho.

- que Madame Susana Vicente terminera le mandat de son prédécesseur.

- de proposer à la prochaine Assemblée Générale des Actionnaires de ratifier la cooptation de Madame Susana Vicente, en remplacement de Monsieur Mr Fernando Coelho.

Certifié conforme et sincère

*Pour ESPIRITO SANTO ROCKEFELLER GLOBAL SICAV*

KREDIETRUST LUXEMBOURG S.A.

Référence de publication: 2014032216/18.

(140035826) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Dadco Holding (Luxembourg) S.A., Société Anonyme.**

Siège social: L-2330 Luxembourg, 124, boulevard de la Pétrusse.

R.C.S. Luxembourg B 99.022.

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Les comptes consolidés arrêtés au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg. Signature.

Référence de publication: 2014032200/11.

(140035904) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 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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La succursale de la Société a été ouverte en date du 18 février 2014.

Les comptes annuels de la Société de droit étranger au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

County Homesearch Limited, Luxembourg branch
Signature

Référence de publication: 2014032190/13.

(140036136) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Compagnie de Lorraine S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 60.559.

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

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

Signature.

Référence de publication: 2014032184/10.

(140036112) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Euro Management & Business Sàrl, Société à responsabilité limitée.**

Siège social: L-9550 Wiltz, 42A, rue Jos Simon.

R.C.S. Luxembourg B 101.932.

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

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

Référence de publication: 2014032226/9.

(140036463) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Five Arrows Secondary Opportunities III Soparfi SCA, Société en Commandite par Actions.**

Siège social: L-1136 Luxembourg, 1, place d'Armes.

R.C.S. Luxembourg B 174.439.

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Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 26 septembre 2013 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 28 octobre 2013.

Référence de publication: 2014032231/11.

(140036054) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

**Holopherne S.A., Société Anonyme.**

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.

R.C.S. Luxembourg B 184.537.

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STATUTS

L'an deux mille quatorze,

le dix février.

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

a comparu:

la société «ENDYMION S.A.», une société anonyme constituée et existant sous le droit luxembourgeois établie et ayant son siège social au 10B, rue des Mérovingiens, L-8070 Bertrange, Grand-Duché de Luxembourg (R.C.S. Luxembourg, section B numéro 180 140),

ici représentée par:

Monsieur Pierre ANGÉ, employé privé, avec adresse professionnelle au 10B, rue des Mérovingiens, L-8070 Bertrange,

en vertu d'une procuration donnée à Bertrange, Grand-Duché de Luxembourg, le 05 février 2014.

Ladite procuration signée «ne varietur» par le 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.

Lequel mandataire, aux termes de la capacité avec laquelle il agit, a requis le notaire instrumentaire de dresser acte d'une société anonyme que la partie prémentionnée déclare constituer et dont elle a arrêté les statuts comme suit:

## I. Nom, Durée, Objet, Siège Social

**Art. 1 er .** Il est formé par le souscripteur et tous ceux qui deviendront propriétaires des actions ci-après créées, une société anonyme, sous la dénomination de «HOLOPHERNE S.A.» (ci-après la «Société»).

**Art. 2.** La Société est établie pour une durée illimitée.

**Art. 3.** La Société a pour objet la prise de participations sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

La Société a encore pour objet la gestion et la mise en valeur de son propre patrimoine immobilier.

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

La Société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La Société peut emprunter et accorder à toutes autres personnes physiques ou morales ayant un lien direct ou indirect avec elle, tous concours, prêts, avances ou garanties sans toutefois entrer dans le cadre des activités de crédit visées par la loi du 5 avril 1993 relative au secteur financier ni celles de la loi du 8 avril 2011 relative au crédit à la consommation.

**Art. 4.** Le siège social est établi à Bertrange, Grand-Duché de Luxembourg. Il peut être créé, par simple décision du conseil d'administration, des succursales ou bureaux, tant dans le Grand-Duché de Luxembourg qu'à l'étranger.

Au cas où le conseil d'administration estimerait que des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée avec ce siège ou de ce siège avec l'étranger, se présentent ou paraissent imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire, restera luxembourgeoise.

## II. Capital social - Actions

**Art. 5.** Le capital social souscrit est fixé à CINQUANTE MILLE EUROS (50'000.- EUR) représenté par cinq mille (5'000) actions d'une valeur nominale de DIX EUROS (10.- EUR) chacune.

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

La Société peut, aux conditions et aux termes prévus par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la "Loi"), racheter ses propres actions.

Les actions sont nominatives ou au porteur, au choix de l'actionnaire, à l'exception de celles pour lesquelles la loi prescrit la forme nominative.

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

En cas d'augmentation du capital social les droits attachés aux actions nouvelles seront les mêmes que ceux dont jouissent les actions anciennes.

**Art. 6.** Les actions de la Société sont nominatives ou au porteur ou pour partie nominatives et pour partie au porteur au choix des actionnaires, sauf dispositions contraires de la loi.

Il est tenu au siège social un registre des actions nominatives, dont tout actionnaire pourra prendre connaissance, et qui contiendra les indications prévues à l'article 39 de la Loi. La propriété des actions nominatives s'établit par une inscription sur ledit registre. Des certificats constatant ces inscriptions au registre seront délivrés, signés par deux administrateurs ou, si la Société ne comporte qu'un seul administrateur, par celui-ci.

L'action au porteur est signée par deux administrateurs ou, si la Société ne comporte qu'un seul administrateur, par celui-ci. La signature peut être soit manuscrite, soit imprimée, soit apposée au moyen d'une griffe.

Toutefois l'une des signatures peut être apposée par une personne déléguée à cet effet par le conseil d'administration. En ce cas, elle doit être manuscrite. Une copie certifiée conforme de l'acte conférant délégation à une personne ne faisant pas partie du conseil d'administration, sera déposée préalablement conformément à l'article 9, §§ 1 et 2.de la Loi.

La Société ne reconnaît qu'un propriétaire par action; si la propriété de l'action est indivise, démembrée ou litigieuse, les personnes invoquant un droit sur l'action devront désigner un mandataire unique pour présenter l'action à l'égard de la Société. La Société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

## III. Assemblées générales des Actionnaires
## Décisions de l'actionnaire unique

**Art. 7.** L'assemblée des actionnaires de la Société régulièrement constituée représentera tous les actionnaires de la Société. Elle aura les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société. Lorsque la Société compte un actionnaire unique, il exerce les pouvoirs dévolus à l'assemblée générale.

L'assemblée générale est convoquée par le conseil d'administration. Elle peut l'être également sur demande d'actionnaires représentant un dixième au moins du capital social.

**Art. 8.** L'assemblée générale annuelle des actionnaires se tiendra au siège social de la Société ou à tout autre endroit à Luxembourg qui sera fixé dans l'avis de convocation, le vingt-six (26) mai de chaque année à 09.00 heures. Si ce jour est un samedi, un dimanche ou un jour férié légal, l'assemblée générale annuelle se tiendra premier jour ouvrable qui suit.

D'autres assemblées des actionnaires pourront se tenir aux heure et lieu spécifiés dans les avis de convocation.

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

Toute action donne droit à une voix. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, télégramme, télex ou téléfax une autre personne comme son mandataire.

Dans la mesure où il n'en est pas autrement disposé par la Loi ou les présents statuts, les décisions d'une assemblée des actionnaires dûment convoquée sont prises à la majorité simple des votes des actionnaires présents ou représentés.

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

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

Les décisions prises lors de l'assemblée sont consignées dans un procès-verbal signé par les membres du bureau et par les actionnaires qui le demandent. Si la Société compte un actionnaire unique, ses décisions sont également écrites dans un procès verbal.

Tout actionnaire peut participer à une réunion de l'assemblée générale par visioconférence ou par des moyens de télécommunication permettant leur identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant la participation effective à l'assemblée, dont les délibérations sont retransmises de façon continue. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion.

## IV. Conseil d'Administration

**Art. 9.** La Société sera administrée par un conseil d'administration composé de trois membres au moins, qui n'ont pas besoin d'être actionnaires de la Société. Toutefois, lorsque la société est constituée par un actionnaire unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un actionnaire unique, la composition du conseil d'administration peut être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Les administrateurs seront élus par l'assemblée générale des actionnaires qui fixe leur nombre, leurs émoluments et la durée de leur mandat. Les administrateurs sont élus pour un terme qui n'excédera pas six (6) ans, jusqu'à ce que leurs successeurs soient élus.

Les administrateurs seront élus à la majorité des votes des actionnaires présents ou représentés.

Tout administrateur pourra être révoqué avec ou sans motif à tout moment par décision de l'assemblée générale des actionnaires.

Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, cette vacance peut être temporairement comblée jusqu'à la prochaine assemblée générale, aux conditions prévues par la Loi.

**Art. 10.** Le conseil d'administration devra choisir en son sein un président et pourra également choisir parmi ses membres un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être administrateur et qui sera en charge de la tenue des procès-verbaux des réunions du conseil d'administration et des assemblées générales des actionnaires.

Le premier président pourra être nommé par la première assemblée générale extraordinaire des actionnaires.

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

Le président présidera toutes les assemblées générales des actionnaires et les réunions du conseil d'administration; en son absence l'assemblée générale ou le conseil d'administration pourra désigner à la majorité des personnes présentes à cette assemblée ou réunion un autre administrateur pour assumer la présidence pro tempore de ces assemblées ou réunions.

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

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

Un administrateur peut présenter plusieurs de ses collègues.

Tout administrateur peut participer à une réunion du conseil d'administration par visioconférence ou par des moyens de télécommunication permettant son identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant une participation effective à la réunion du conseil dont les délibérations sont retransmises de façon continue. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion. La réunion tenue par de tels moyens de communication à distance est réputée se tenir au siège de la Société.

Le conseil d'administration ne pourra délibérer ou agir valablement que si la moitié au moins des administrateurs est présente ou représentée à la réunion du conseil d'administration.

Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à cette réunion. En cas de partage des voix, le président du conseil d'administration aura une voix prépondérante.

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

**Art. 11.** Les procès-verbaux de toutes les réunions du conseil d'administration seront signés par le président ou, en son absence, par le vice-président, ou par deux administrateurs. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par deux administrateurs. Lorsque le conseil d'administration est composé d'un seul membre, ce dernier signera.

**Art. 12.** Le conseil d'administration est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société. Tous pouvoirs que la Loi ou les présents statuts ne réservent pas expressément à l'assemblée générale des actionnaires sont de la compétence du conseil d'administration.

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

La gestion journalière de la Société ainsi que la représentation de la Société en ce qui concerne cette gestion pourront, conformément à l'article 60 de la Loi, être déléguées à un ou plusieurs administrateurs, directeurs, gérants et autres agents, associés ou non, agissant seuls ou conjointement. Leur nomination, leur révocation et leurs attributions seront réglées par une décision du conseil d'administration. La délégation à un membre du conseil d'administration impose au conseil l'obligation de rendre annuellement compte à l'assemblée générale ordinaire des traitements, émoluments et avantages quelconques alloués au délégué.

La Société peut également conférer tous mandats spéciaux par procuration authentique ou sous seing privé.

**Art. 13.** La Société sera engagée par la signature collective de deux (2) administrateurs ou la seule signature de toute (s) personne(s) à laquelle (auxquelles) pareils pouvoirs de signature auront été délégués par le conseil d'administration. Lorsque le conseil d'administration est composé d'un seul membre, la Société sera engagée par sa seule signature.

## V. Surveillance de la Société

**Art. 14.** Les opérations de la Société seront surveillées par un (1) ou plusieurs commissaires aux comptes qui n'ont pas besoin d'être actionnaire. L'assemblée générale des actionnaires désignera les commissaires aux comptes et déterminera leur nombre, leurs rémunérations et la durée de leurs fonctions qui ne pourra excéder six (6) années.

## VI. Exercice social - Bilan

**Art. 15.** L'exercice social commencera le premier janvier de chaque année et se terminera le trente et un décembre de la même année.

**Art. 16.** Sur le bénéfice annuel net de la Société il est prélevé cinq pour cent (5%) pour la formation du fonds de réserve légale; ce prélèvement cessera d'être obligatoire lorsque et en tant que la réserve aura atteint dix pour cent (10%) du capital social, tel que prévu à l'article 5 de ces statuts, ou tel qu'augmenté ou réduit en vertu de ce même article 5.

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

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

## VII. Liquidation

**Art. 17.** En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales) nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leurs rémunérations.

## VIII. Modification des statuts

**Art. 18.** Les présents statuts pourront être modifiés par une assemblée générale des actionnaires statuant aux conditions de quorum et de majorité prévues par l'article 67-1 de la Loi.

## IX. Dispositions finales - Loi applicable

**Art. 19.** Pour toutes les matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la Loi.

*Dispositions transitoires*

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

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

*Souscription et libération*

Toutes les cinq mille (5'000) actions ordinaires ont été souscrites par la Société «ENDYMION S.A.», pré-qualifiée, en sa capacité de seul et unique actionnaire.

Toutes les actions ainsi souscrites ont été intégralement libérées au prix de leur valeur nominale, ensemble avec une prime d'émission de QUATRE-VINGT-DIX EUROS (90.- EUR) par action souscrite, soit une prime d'émission d'un montant total de QUATRE CENT CINQUANTE MILLE EUROS (450'000. EUR), le tout par un apport en numéraire, de sorte que la somme totale de CINQ CENT MILLE EUROS (500'000.- EUR) est dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire soussigné.

*Déclaration*

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi et déclare expressément qu'elles sont remplies.

*Frais*

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

*Résolutions de l'actionnaire unique*

Et aussitôt l'actionnaire unique a pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à un (1) et le nombre des commissaires à un (1).

2. La personne suivante a été nommée administrateur unique, conformément à l'article 51 de loi du 10 août 1915 telle que modifiée par la loi du 25 août 2006:

Monsieur Gabriel JEAN, juriste, né à Arlon (Belgique), le 05 avril 1967, demeurant professionnellement au 10B, rue des Mérovingiens, L-8070 Bertrange, Grand-Duché de Luxembourg.

3. A été nommée commissaire aux comptes:

la société «MARBLEDEAL LUXEMBOURG S.à r.l.», une société à responsabilité limitée soumise aux lois luxembourgeoises, établie et ayant son siège social au 10B, rue des Mérovingiens, L-8070 Bertrange (R.C.S. Luxembourg, section B numéro 145 419).

4. Le mandat de l'administrateur unique et du commissaire prendra fin à l'assemblée générale amenée à se prononcer sur les comptes de l'année 2018.

Toutefois, le mandat de l'administrateur unique expirera à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

5. L'adresse de la Société est établie au 10B, rue des Mérovingiens, L-8070 Bertrange, Grand-Duché de Luxembourg.

DONT ACTE, passé à Bertrange, Grand-Duché de Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, connu du notaire instrumentant par nom, prénom usuel, état et demeure, celui-ci a signé avec Nous le notaire instrumentant le présent acte.

Signé: P. ANGE, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 13 février 2014. Relation: EAC/2014/2226. Reçu soixante-quinze Euros (75.- EUR).

*Le Receveur* (signé): SANTIONI.

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(140030609) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

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**Flocapu S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 184.541.

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STATUTS

L'an deux mille quatorze, le sept février.

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

Ont comparu:

1) «TERES», société à responsabilité limitée, ayant son siège social au 6, rue Adolphe, L-1116 Luxembourg,

ici valablement représentée par Madame Nathalie GAUTIER, Master Administration des Entreprises, avec adresse professionnelle au 6, rue Adolphe, L-1116 Luxembourg,

en vertu d'une procuration sous seing privé lui délivrée;

2) Monsieur Laurent HEILIGER, licencié en sciences commerciales et financiers, avec adresse professionnelle au 6, rue Adolphe, L-1116 Luxembourg,

ici valablement représenté par Madame Nathalie GAUTIER, préqualifiée,

en vertu d'une procuration sous seing privé lui délivrée;

3) Madame Nathalie GAUTIER, préqualifiée, agissant en son nom personnel.

Lesdites procurations signées "ne varietur" par la comparante et par le notaire soussigné resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Lequel comparant, aux termes de la capacité avec laquelle il agit, a requis le notaire instrumentaire de dresser acte d'une société anonyme qu'il déclare constituer et dont il a arrêté les statuts comme suit:

**Dénomination - Siège - Durée - Objet - Capital**

**Art. 1 er .** Il est formé par les présentes une société anonyme sous la dénomination de «FLOCAPU S.A.».

**Art. 2.** Le siège de la Société est établi à Luxembourg-Ville, Grand-Duché de Luxembourg.

Le siège social pourra être transféré dans toute autre localité du pays par décision de l'assemblée, statuant comme en matière de modifications statutaires.

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

Pareille déclaration de transfert du siège social sera faite et portée à la connaissance des tiers par l'un des organes exécutifs de la Société ayant qualité de l'engager pour les actes de gestion courante et journalière.

**Art. 3.** La Société est établie pour une durée illimitée.

**Art. 4.** La société a pour objet toutes opérations ou transactions permettant directement ou indirectement la prise de participations dans toute société ou entreprise de quelque forme que ce soit, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres, instruments financiers, obligations, bons du trésor, participations, actions et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets.

Elle pourra également être engagée dans les opérations suivantes (étant entendu qu'elle n'entrera dans aucune opération qui aurait pour conséquence de l'engager dans une activité considérée comme une activité réglementée du secteur financier):

- apporter toute assistance ou soutien financier, que ce soit sous forme de prêts, d'avances ou autrement à ses filiales directes et indirectes, aux sociétés dans lesquelles elle a un intérêt direct ou indirect, sans que celui-ci soit substantiel, aux sociétés liées ou entités appartenant à son Groupe, c'est-à-dire au groupe de sociétés comprenant les associés directs et indirects de la Société ainsi que de leurs filiales directes ou indirectes;

- accorder toute garanties, fournir tous gages ou toutes autres formes de sûreté, que ce soit par engagement personnel ou par hypothèque ou charge sur tout ou parties de ses avoirs (présents ou futurs), ou par l'une et l'autre de ces méthodes, pour l'exécution de tous contrats ou obligations de la Société ou de ses filiales directes et indirectes, des sociétés dans lesquelles elle a un intérêt direct ou indirect, sans que celui-ci soit substantiel, ou encore des sociétés liées ou entités appartenant à son Groupe dans les limites autorisées par la loi luxembourgeoise;

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

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

La Société pourra investir dans des opérations immobilières uniquement à des fins d'investissement et non pas pour l'utilisation personnelle de la société.

**Art. 5.** Le capital social est fixé à TRENTE ET UN MILLE EUROS (EUR 31.000,-) représenté par TROIS CENT DIX (310) actions d'une valeur nominale de CENT EUROS (EUR 100,-) chacune.

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

La Société peut, aux conditions et aux termes prévus par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la "Loi"), racheter ses propres actions.

Le capital autorisé est, pendant la durée telle que prévue ci-après, de TROIS MILLIONS CENT MILLE EUROS (EUR 3.100.000,-) qui sera représenté par TRENTE ET UN MILLE (31.000) actions d'une valeur nominale de CENT EUROS (EUR 100,-) chacune.

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

En outre, le conseil d'administration est autorisé, pendant une période de cinq ans prenant fin le 07 février 2019, à augmenter en une ou plusieurs fois le capital souscrit à l'intérieur des limites du capital autorisé avec émission d'actions nouvelles. Ces augmentations de capital peuvent être souscrites avec ou sans prime d'émission, à libérer en espèces, en nature ou par compensation avec des créances certaines, liquides et immédiatement exigibles vis-à-vis de la société, ou même par incorporation de bénéfices reportés, de réserves disponibles ou de primes d'émission, ou par conversion d'obligations comme dit ci-après. Le conseil d'administration est spécialement autorisé à procéder à de telles émissions sans réserver aux actionnaires antérieurs un droit préférentiel de souscription des actions à émettre.

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

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

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

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

**Administration - Surveillance**

**Art. 6.** La Société sera administrée par un conseil d'administration composé de trois membres au moins, qui n'ont pas besoin d'être actionnaires de la Société.

Toutefois, lorsque la Société est constituée par un actionnaire unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un actionnaire unique, la composition du conseil d'administration peut être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Les administrateurs seront élus par l'assemblée générale des actionnaires qui fixe leur nombre, leurs émoluments et la durée de leur mandat. Les administrateurs sont élus pour un terme qui n'excédera pas six (6) ans, jusqu'à ce que leurs successeurs soient élus.

Les administrateurs seront élus à la majorité des votes des actionnaires présents ou représentés.

Tout administrateur pourra être révoqué avec ou sans motif à tout moment par décision de l'assemblée générale des actionnaires.

Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, cette vacance peut être temporairement comblée jusqu'à la prochaine assemblée générale, aux conditions prévues par la Loi.

**Art. 7.** Le conseil d'administration devra choisir en son sein un président. Le président présidera toutes les réunions du conseil d'administration; et en son absence, le conseil d'administration pourra désigner un autre président pro tempore à la majorité des voix des administrateurs présents à cette réunion.

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

Avis écrit de toute réunion du conseil d'administration sera donné à tous les administrateurs au moins vingt-quatre heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation.

Il pourra être passé outre à cette convocation si tous les administrateurs sont présents ou représentés à la réunion du conseil et s'ils établissent avoir été dûment convoqués et avoir été informés de l'ordre du jour de la réunion.

Le conseil d'administration ne pourra délibérer ou agir valablement que si la moitié au moins des administrateurs est présente ou représentée à la réunion du conseil d'administration.

En cas d'urgence, un administrateur pourra participer à la réunion du conseil par conférence téléphonique ou vidéo, ou par tout autre moyen de communication similaire, permettant à la personne qui participe à la réunion, d'être à même d'entendre et de communiquer avec les autres. La participation à la réunion du conseil d'administration par ces moyens de communication sera considérée comme y participant en personne.

Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à cette réunion. En cas de partage des voix, le président du conseil d'administration aura une voix prépondérante.

**Art. 8.** Les procès-verbaux de toutes les réunions du conseil d'administration seront signés par le président ou, en son absence, par le vice-président. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président. Lorsque le conseil d'administration est composé d'un seul membre, ce dernier signera.

**Art. 9.** Le conseil d'administration est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société. Tous pouvoirs que la Loi ou les présents statuts ne réservent pas expressément à l'assemblée générale des actionnaires sont de la compétence du conseil d'administration.

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

**Art. 10.** La Société sera engagée par la signature conjointe de deux administrateurs ou la seule signature de toute(s) personne(s) à laquelle (auxquelles) pareils pouvoirs de signature auront été délégués par le conseil d'administration. Lorsque le conseil d'administration est composé d'un seul membre, la Société sera engagée par sa seule signature.

**Art. 11.** La Société est surveillée par un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale qui fixe leur nombre et leur rémunération.

La durée du mandat de commissaire est fixée par l'assemblée générale. Elle ne pourra cependant dépasser six années.

## Assemblée générale

**Art. 12.** L'assemblée générale réunit tous les actionnaires. Elle a les pouvoirs les plus étendus pour décider des affaires sociales. Les convocations se font dans les formes et délais prévus par la loi.

Les dispositions légales relatives aux règles de quorum et de délais s'appliqueront à la convocation et à la conduite des assemblées des actionnaires de la Société, à moins qu'il n'en soit disposé autrement dans les présents statuts.

Un actionnaire pourra se faire représenter à toute assemblée par une autre personne désignée par ses soins, par écrit, par téléfax, télégramme ou télex.

Sauf en cas de dispositions contraires prévues par la Loi, les résolutions des assemblées des actionnaires dûment convoqués seront adoptées à la majorité simple des membres présents et représentés, qui auront voté.

Le conseil d'administration déterminera toutes les autres conditions qui devront être remplies par les actionnaires pour prendre part aux assemblées des actionnaires.

Si tous les actionnaires sont présents ou représentés à l'assemblée des actionnaires, et s'ils établissent avoir été informés de l'ordre du jour de l'assemblée, cette dernière pourra être tenue sans convocation ni publication préalable.

**Art. 13.** L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le premier mercredi du mois de mars de chaque année à 11.00 heures.

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

**Art. 14.** Chaque action donne droit à une voix.

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

**Année sociale - Répartition des bénéfices**

**Art. 15.** L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

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

Il remet ces pièces avec un rapport sur les activités de la Société un mois au moins avant l'assemblée générale ordinaire au(x) commissaire(s).

**Art. 16.** Sur le bénéfice net de l'exercice, il est prélevé cinq pour cent au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint dix pour cent du capital social.

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

Le conseil d'administration pourra verser des acomptes sur dividendes sous l'observation des règles y relatives.

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

**Dissolution - Liquidation**

**Art. 17.** La Société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

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

**Disposition générale**

**Art. 18.** Toutes les matières qui ne sont pas régies par les présents Statuts seront réglées conformément aux Lois, et en particulier la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée.

*Dispositions transitoires*

Le premier exercice social commence le jour de la constitution de la Société et se termine le 31 décembre 2014.

La première assemblée générale annuelle se tiendra en 2015.

Les premiers administrateurs et le(s) premier(s) commissaire(s) sont élus par l'assemblée générale extraordinaire des actionnaires suivant immédiatement la constitution de la Société.

*Souscription et paiement*

Les actions ont été souscrites comme suit par:

| Souscripteurs | Nombre d'actions | Montant souscrit et libéré |
|---|---|---|
| 1. TERES | 308 | 30.800 EUR |
| 2. Laurent HEILIGER | 1 | 100 EUR |
| 3. Nathalie GAUTIER | 1 | 100 EUR |
| TOTAUX | 310 | 31.000 EUR |

Les actions ont été intégralement libérées en numéraire, de sorte que la somme de TRENTE ET UN MILLE EUROS (EUR 31.000.-) se trouve dès à présent à la libre disposition de la société.

La preuve de tous ces paiements a été donnée au notaire soussigné qui le reconnaît.

*Constatation*

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales ont été accomplies.

*Frais*

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

*Assemblée générale extraordinaire*

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

*Première résolution*

Le nombre d'administrateurs est fixé à trois (3).

Sont appelés aux fonctions d'administrateurs, leur mandat expirant à l'assemblée générale annuelle amenée à se prononcer sur les comptes de l'année 2014:

1.- Madame Nathalie Gautier, demeurant professionnellement au 6 rue Adolphe, L-1116 Luxembourg,

2.- Madame Stéphanie Grisius, demeurant professionnellement au 6 rue Adolphe, L-1116 Luxembourg,

3.- Monsieur Laurent Heiliger, demeurant professionnellement au 6 rue Adolphe, L-1116 Luxembourg.

L'assemblée générale extraordinaire nomme Madame Nathalie GAUTIER, prénommée, aux fonctions de président du conseil d'administration.

*Deuxième résolution*

Le nombre de commissaires est fixé à UN (1).

Est appelée aux fonctions de commissaire, son mandat expirant à l'assemblée générale annuelle amenée à se prononcer sur les comptes de l'année 2014:

audit.lu, société à responsabilité limitée, réviseur d'entreprises, ayant son siège social au 42, rue des Cerises, L-6113 Junglinster RCS Luxembourg B113620.

*Troisième résolution*

Le siège social de la Société est fixé au 6, rue Adolphe, L-1116 Luxembourg.

Dont acte, passé à Luxembourg, Grand-Duché de Luxembourg, le jour, mois et an qu'en tête des présentes.

Et après lecture, la personne comparante prémentionnée, connue du notaire par ses nom, prénom usuel, état et demeure, celle-ci a signé avec le notaire instrumentant le présent acte.

Signé: N. GAUTIER, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 13 février 2014. Relation: EAC/2014/2223. Reçu soixante-quinze Euros (75.- EUR).

*Le Receveur* (signé): SANTIONI.

Référence de publication: 2014025309/232.

(140030681) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

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**LF Hotels Acquico I SCS, Société en Commandite simple.**

Siège social: L-2311 Luxembourg, 55, avenue Pasteur.

R.C.S. Luxembourg B 175.791.

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In the year two thousand and thirteen, on the sixteenth day of December,

Before Maître Paul DECKER, notary residing in Luxembourg, Grand Duchy of Luxembourg,

There appeared:

1. LF Hotels Acquico I (GP) S.à.r.l., a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 55, Avenue Pasteur, L-2311 Grand Duchy of Luxembourg, being registered with the Luxembourg Trade Register and Companies (R.C.S. Luxembourg) under the number B 155838 and having a share capital of twenty thousand Euro (EUR 20,000.-), (hereinafter the "General Partner"), here represented by Mrs Géraldine Nucera, private employee, residing professionally in L-2740 Luxembourg, by virtue of a proxy given under private seal on 29 November 2013;

2. Leopard Germany Holding Hotels S.à.r.l., a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg, with registered office in L-2311 Luxembourg, 55, Avenue Pasteur, being registered with the Luxembourg Trade Register and Companies (R.C.S. Luxembourg) under the number B 155841 and having a share capital of twenty thousand Euro (EUR 20,000), here represented by Mrs Géraldine Nucera, private employee, residing professionally in L-2740 Luxembourg, by virtue of a proxy given under private seal on 29 November 2013;

3. LF Hotels Acquico III S.C.S., a limited partnership (société en commandite simple) incorporated under the laws of Luxembourg, with registered address in L-1417 Luxembourg, 4, rue Dicks, registered with the RCS under the number B 175706 (LFHA), represented by LF Hotels Acquico III (GP) S.àr.l., a limited liability company (société à responsabilité limitée) incorporated under the laws of Luxembourg, with registered address in L1417 Luxembourg, 4, rue Dicks, registered with the Luxembourg Trade Register and Companies (RCS Luxembourg) under the number B175737 and having a share capital of twenty thousand Euro (EUR 20,000.-) in its capacity as general partner, here represented by Mrs Géraldine Nucera, private employee, residing professionally in L-2740 Luxembourg, by virtue of a proxy given under private seal on November 29 th , 2013.

The said proxies, after having been signed "ne varietur" by the proxyholder and the undersigned notary, shall remain attached to this notarial deed to be filed at the same time with the registration authorities.

The appearing parties referred to under items two (2) and three (3) above are current Limited Partners of the Company and are hereinafter referred to as Limited Partners, and together with the General Partner, the Partners.

The General Partner represented as described above, has requested the undersigned notary to record the following resolution unanimously:

*First Resolution:*

The Partners resolve to amend the current accounting year to December 31 st 2013 and to subsequently amend article fifteen (15) of the Articles to align accordingly the subsequent accounting years of the Partnership which shall read as follows:

" **Art. 15. Accounting year.** The accounting year of the Partnership shall begin on January first (1 st ) of each year and ends on December thirty first (31 st ) of the same year."

*Second Resolution*

As a result of the foregoing resolution, the Shareholders state that for the current year 2013, the accounts will be closed and the General Partner will develop an inventory including an indication of the assets and liabilities of the Company as at 31 December 2013.

*Estimate of costs*

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated to be approximately eight hundred and fifty euros (EUR 850,-).

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

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

This document having been read to the proxyholder of the Sole Partner, who is known to the undersigned notary by his surname, name, civil status and residence, the said proxyholder signed the present deed together with the undersigned notary.

**Es folgt die deutsche Übersetzung:**

Im Jahr zweitausenddreizehn, am sechszehnten Tag des Monats Dezember, vor Maître Paul DECKER, mit Amtssitz in Luxemburg, Großherzogtum Luxemburg,

Sind erschienen:

1. LF Hotels Acquco I (GP) S.à.rl, eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Sitz in L-2311 Luxemburg 55, Avenue Pasteur, im Handels- und Firmenregister Luxemburg (RCS Luxemburg) unter der Nummer B 155838 eingetragen mit einem Grundkapital von zwanzigtausend Euro (EUR 20.000 -) am 9. September 2010 gemäß Urkunde von Maître Joëlle Baden, mit Amtssitz in Luxemburg, gegründet und im Mémorial C, Recueil des Sociétés et Associations am 11. November 2010 veröffentlicht (im Folgenden: der "General Partner"),

hier vertreten durch Géraldine Nucera, Privatbeamtin, mit Berufsanschrift in L-2740 Luxemburg, auf Grund einer am 29. November 2013 erstellten Vollmacht;

2. Leopard Germany Holding Hotels S.à.rl, eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), die nach den Gesetzen des Großherzogtums Luxemburg gegründet, mit Sitz in L-2311 Luxemburg, 55, Avenue Pasteur, mit Luxemburg Handels-und Firmenregister (RCS Luxemburg) unter der Nummer B 155841 eingetragen, mit einem Grundkapital von zwanzigtausend Euro (EUR 20.000 -.), am 9. September 2010 gemäß Urkunde von Maître Joëlle Baden, mit Amtssitz in Luxemburg, im Mémorial C, Recueil des Sociétés et Associations am 11. November 2010 veröffentlicht; hier vertreten durch Géraldine Nucera, Privatbeamtin, mit Berufsanschrift in L-2740 Luxemburg, auf Grund einer am 29. November 2013 erstellten Vollmacht;

3. LF Hotels Acquico III SCS, eine Kommanditgesellschaft (société en commandite simple) unter den Gesetzen von Luxemburg gegründet, mit Sitz in L-1417 Luxemburg, 4, rue Dicks, mit Luxemburg Handels-und Firmenregister (RCS Luxemburg) unter der Nummer B 175706 eingetragen, im Mémorial C, Recueil des Sociétés et Associations am 10. Mai 2013, veröffentlicht gefolgt von LF Hotels Acquico III (GP) S.àr.l., eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) unter den Gesetzen von Luxemburg gegründet, mit Sitz in L1417 Luxemburg, 4, rue Dicks, vertreten, mit Luxemburg Handels-und Firmenregister (RCS Luxemburg) unter der Nummer B175737 eingetragen, mit einem Grundkapital von zwanzigtausend Euro (EUR 20.000-.) in seiner Eigenschaft als Komplementärin, die hier vertreten durch Géraldine Nucera, Privatbeamtin, mit Berufsanschrift in L-2740 Luxemburg, auf Grund einer am 29. November 2013 erstellten Vollmacht;

Die Vollmachten, nach „ne varietur“ durch die Bevollmächtigte und den unterzeichneten Notar, bleiben dieser notariellen Urkunde beigefügt, um mit dieser einregistriert zu werden

Die erschienenen Komparentinnen gemäß Artikel unter zwei (2) und drei (3) genannten Limited Partners der Gesellschaft, im Folgenden Limited Partners genannt, und zusammen mit dem General Partner, die Partner.

Die Partner vertreten, wie oben, haben den Notar gebeten, die folgenden Beschlüsse zu beurkunden

*Erster Beschluss:*

Die Partner beschließen das aktuelle Geschäftsjahr bis 31. Dezember 2013 zu verlängern und dem zufolge Artikel fünfzehn (15) der Satzung entsprechend zu ändern, damit richten sich die nachfolgenden Geschäftsjahre der Gesellschaft, anschließend wie folgt:

" **Art. 15. Rechnungsjahr.** De Rechnungsjahr der Gesellschaft beginnt am 1. Januar (1.) eines jeden Jahres und endet am 31. Dezember (31.) des gleichen Jahres."

*Zweiter Beschluss:*

Infolge vorhergehenden Beschlusses schließen die Anteilhaber die Konten des laufenden Geschäftsjahres zum 31. Dezember künftig und der General Partner wird ein Inventar begreifend die Aktiva und Passiva der Gesellschaft erstellen.

*Kostenabschätzung:*

Die Kosten, Ausgaben, Vergütungen und Gebühren in irgendeiner Form, die von der Gesellschaft aufgrund der vorliegenden Urkunde zu tragenden Aufwendungen werden auf ungefähr acht hundert fünfzig Euro (EUR 850-.) abgeschätzt.

Der unterzeichnete Notar versteht und spricht Englisch und erklärt, dass auf Antrag der Erschienenen, die Urkunde in Englischer Sprache verfasst ist, gefolgt von einer Französischen Fassung, und dass im Falle von Abweichungen zwischen der Englischen und der Französisch- die Englische Fassung maßgebend ist.

Worüber Urkunde, aufgenommen in Luxemburg, am Tag am Anfang dieses Dokuments genannt.

Diese Urkunde wurde alsdann dem Bevollmächtigten der Partner, dem Notar nach Namen, Vornamen, Stand und Wohnort bekannt, vorgelesen, welcher zusammen mit dem Notar unterzeichnet hat.

Signé: G.NUCERA, P.DECKER.

Enregistré à Luxembourg A.C., le 23 décembre 2013. Relation: LAC/2013/59502. Reçu 75.-€ (soixante-quinze Euros).

*Le Receveur ff.* (signé): Carole FRISING.

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

Luxembourg, le 18 février 2014.

Référence de publication: 2014025467/111.

(140030731) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

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**Namibia Agriculture and Renewables S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 145.183.

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In the year two thousand thirteen, on the tenth day of December.

Before Us Maître Paul Decker, notary residing in Luxembourg, Grand Duchy of Luxembourg,

There appeared:

Mrs Géraldine Nucera, private employee, residing professionally in Luxembourg;

acting as special proxyholder of the board of directors of the company "NAMIBIA AGRICULTURE AND RENEWABLES S.A.", a public company limited by shares (société anonyme) incorporated under the laws of the Grand duchy of Luxembourg, having its registered office at 35 Avenue Monterey, L-2163 Luxembourg and registered with the Luxembourg Trade and Companies Registry under the number B 145183 (the “Company”),

by virtue of resolutions of the board of directors adopted on 17 May 2011 and 20 June 2011, extracts of which, and two (2) powers of substitution, signed "ne varietur" by the appearing person and the undersigned notary, will remain attached to the present deed (the “Resolutions”).

Said appearing person asked the notary to state that:

I.- The Company was incorporated on February 20 th 2009 by a deed of the undersigned notary, published in the "Mémorial, Recueil des Sociétés et Associations C", number 710 of April 1 st 2009 registered with the Luxembourg Trade and Companies Registry at section B under number 145183, with an entirely paid up share capital of USD 45,000 (forty five thousand United States dollars), represented by one million (1,000,000) redeemable shares without indication of their nominal value.

II.- Article five of the articles of incorporation of the Company, paragraphs two and three, states that:

"The authorized capital, including the issued share capital, is fixed at twenty five million United States Dollars (USD 25,000,000). During the period of five (5) years, from the date of the publication of the authorization granted to the board of directors to issue such shares, the directors are hereby authorized to issue shares, convertible notes and to grant options to subscribe for shares, to such persons and on such terms as they shall see fit and specifically to proceed to such issue without reserving for the existing Shareholders a preferential right to subscribe to the shares issued.

The subscribed capital and the authorized capital of the Company may be increased or reduced by a resolution of the general meeting of Shareholders or the sole Shareholder, as the case may be, adopted in the manner required for the amendment of these Articles."

III.- The board of directors, during its meetings held on 17 May 2011 and 20 June 2011, has resolved to proceed to an increase of the share capital by an amount of USD 543,200 (five hundred and forty three thousand two hundred United States dollars) to bring the share capital of the Company from its current amount of USD 45,000 (forty five thousand United States dollars) to USD 588,200 (five hundred and eighty eight thousand two hundred United States dollars) by creating and issuing 12,071,111 (twelve million seventy one thousand hundred and eleven) redeemable shares without nominal value, vested with the same rights and advantages as the existing shares.

IV.- The board of directors has admitted the Honourable Angad Paul, residing at GB-W1B1PR London and AGRI International Consultants Corporation, a corporation incorporated under the laws of the Anguilla, having its registered address at Long Path Road, East End Anguilla, British West Indies and registered with the Anguilla Registrar of Companies under number 216 8909 to the subscription of the new shares (the "Subscribers", each a "Subscriber").

V.- The 12,071,111 (twelve million seventy one thousand hundred and eleven) redeemable shares without nominal value, have been fully subscribed and paid up as follows:

(i) 960,000 (nine hundred and sixty thousand) redeemable shares without nominal value by virtue of a contribution in kind consisting of a conversion of a shareholder's claim, described by the minutes of meeting of the board of directors on 17 May 2011 and attached to the present deed which will be filed together with the present deed with the registration authorities.

The board of directors declares to the notary that they valued the contribution at the amount of USD 43,200 (forty three thousand two hundred United States dollars), so that the 960,000 (nine hundred and sixty thousand) redeemable shares without nominal value have been fully subscribed and paid up by the Honourable Angad Paul, pre-qualified.

However the auditor appointed by the board of directors of the Company is unable to issue his report on the conversion ratio of the interest into the shares. Lacking the report from the independent auditor, the appearing person has therefore requested the notary not to act the share capital increase contemplated under this paragraph V (i), and

(ii) 11,111,111 (eleven million hundred and eleven thousand hundred and eleven) redeemable shares without nominal value by virtue of contributions in cash made by the Subscribers of the Company pursuant to a subscription period opened by the board of directors of the Company on 17 May 2011 and which has ended on 17 June 2011, as described in the Resolutions has been evidenced to the undersigned notary.

The board of directors declares to the notary that the Company has received the contribution in cash of the total amount of USD 500,000 (five hundred thousand United States dollars), so that 8,731,709 (eight million seven hundred and thirty one thousand seven hundred and nine) redeemable shares without nominal value have been fully subscribed and paid up by the Honourable Angad Paul, pre-qualified and 2,379,402 (two million three hundred and seventy nine thousand four hundred and two) redeemable shares without nominal value have been fully subscribed and paid up by AGRI International Consultants Corporation, pre-qualified.

VI.- As a consequence of the increase of share capital, the first paragraph of article five of the articles of incorporation is modified and will from now on read as follows:

"The subscribed capital of the company is fixed at USD 545,000 (five hundred and forty five thousand United States dollars) divided into 12,111,111 (twelve million one hundred eleven thousand one hundred and eleven) redeemable shares without indication of their nominal value."

*Expenses*

The expenses to be borne by the Company as a result of the foregoing are estimated at one thousand seven hundred twenty-five euro (EUR 1,725.-).

*Declaration*

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 appearing person and in case of discrepancies between the English and the French text, the English version will be prevailing.

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the day indicated at the beginning of this deed.

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

**Follows the French version of the preceding text:**

L'an deux mille treize, le dix décembre.

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

A comparu:

Madame Géraldine Nucera, employée privée, demeurant professionnellement à Luxembourg;

agissant en sa qualité de mandataire spécial du conseil d'administration de la société anonyme «NAMIBIA AGRICULTURE AND RENEWABLES S.A.», ayant son siège social au L-2163 Luxembourg, 35 Avenue Monterey, constituée en date du 20 février 2009 suivant un acte reçu par le notaire instrumentant publié au Mémorial C, Recueil des Sociétés et Associations, numéro 710 du 1 er avril 2009, immatriculée au Registre de Commerce et des Sociétés sous la section B numéro 145183 (la «Société»),

en vertu des résolutions du conseil d'administration adoptées en date du 17 mai 2011 et 20 juin 2011, dont des extraits, ainsi que deux (2) pouvoirs de substitution, signés "ne varietur" par le comparant et le notaire instrumentant, resteront annexés au présent acte (les «Résolutions»).

Laquelle comparante a requis le notaire d'acter ses déclarations comme suit:

I.- La société anonyme «NAMIBIA AGRICULTURE AND RENEWABLES S.A.» a été constituée en date du 20 février 2009 suivant un acte reçu par le notaire instrumentant, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 710 du 1 er avril 2009, inscrite au Registre de Commerce et des Sociétés de Luxembourg, à la section B, sous le numéro 145183, au capital social intégralement libéré de USD 45,000 (quarante cinq mille US dollars), représenté par un million (1,000,000) actions rachetables sans désignation de valeur nominale.

II.- L'article cinq des statuts, alinéas deux et trois, stipule que:

«Le capital autorisé ainsi que le capital social émis est fixé à 25 millions de US Dollars (USD 25,000,000). Pendant une période de cinq (5) ans, à partir de la date de la publication de l'autorisation accordée au conseil d'administration d'émettre de telles actions, les administrateurs sont par les présentes autorisés à émettre des actions, des obligations convertibles et émettre des options sur actions en faveur des personnes ainsi qu'aux conditions qu'ils jugent appropriées, et en particulier de procéder à de telles émissions.

Le capital souscrit et le capital autorisé de la Société peuvent être augmentés ou diminués par une résolution de l'assemblée générale des actionnaires ou, le cas échéant, de l'associé unique, prise selon les conditions requises pour la modification des présents Statuts.»

III.- Le conseil d'administration, en ses réunions du 17 mai 2011 et du 20 juin 2011, a décidé de procéder à la réalisation d'une partie du capital autorisé à concurrence de USD 543,200 (cinq cent quarante-trois mille deux cents dollars des Etats-Unis) pour le porter de son montant actuel de USD 45,000 (quarante-cinq mille dollars des Etats-Unis) à USD 588,200 (cinq cent quatre vingt huit mille deux cent dollars des Etats-Unis), par la création et l'émission de 12,071,111 (douze million soixante-et-onze mille cent onze) actions rachetables nouvelles sans indication de leur valeur nominale, jouissant des mêmes droits et avantages que les actions existantes.

IV.- Le conseil d'administration a admis l'Honorable Angad Paul, demeurant à GB-W1B1PR Londres et AGRI International Consultants Corporation, une société régie par le droit d'Anguilla, ayant son siège social à Long Path Road, East End Anguilla, British West Indies et immatriculée au registre des sociétés d'Anguilla sous le numéro 216 8909 à la souscription des actions nouvelles (les «Souscripteurs», chacun un «Souscripteur»).

V.- Les 12,071,111 (douze million soixante-et-onze mille cent onze) nouvelles actions rachetables sans valeur nominale ont été souscrites et libérées intégralement comme suit:

(i) 960,000 (neuf cent soixante mille) actions rachetables sans valeur nominale par un apport en nature, se composant d'une créance actionnaire, tel que décrit dans le procès-verbal du conseil d'administration du 17 mai 2011 joint au présent acte.

Le conseil d'administration indique au notaire qu'il a évalué l'apport au montant USD 43,200 (quarante trois mille deux cents dollars des Etats-unis), de sorte que les 960,000 (neuf cent soixante mille) nouvelles actions rachetables sans valeur nominale ont été souscrites et libérées l'Honorable Angad Paul, préqualifié.

Cependant, le réviseur d'entreprises agréé nommé par le conseil d'administration de la Société en vue d'émettre son rapport sur le rapport de conversion des actions n'est pas en mesure d'émettre son rapport. En l'absence d'un tel rapport, la partie comparante a demandé au notaire de ne pas acter l'augmentation du capital indiquée au paragraphe V (i) ci-dessus; et

(ii) 11,111,111 (onze million cent onze mille cent onze) actions rachetables sans valeur nominale par des apports en numéraires faits par des actionnaires existants suite à une période de souscription ouverte par le conseil d'administration de la Société en date du 17 mai 2011 et se terminant le 17 juin 2011, tel que décrit dans les Résolutions.

Le Conseil d'administration déclare au notaire que la Société a reçu des apports en numéraires d'un montant total d'USD 500,000 (cinq cent mille dollars des Etats-unis). Ainsi 8,731,709 (huit million sept cent trente et un mille cent sept cent neuf) actions rachetables sans valeur nominale ont été entièrement souscrites et libérées par l'Honorable Angad Paul, préqualifié et 2,379,402 (deux million trois cent mille septante neuf quatre cent deux) actions rachetables sans valeur nominale ont été entièrement souscrites et libérées par AGRI International Consultants Corporation, préqualifiée.

VI.- A la suite de cette augmentation de capital, le premier alinéa de l'article cinq des statuts est modifié et aura dorénavant la teneur suivante:

«Le capital souscrit de la société est fixé à USD 545.000 (cinq cent quarante-cinq mille dollars des Etats-Unis) représenté par 12,111,111 (douze million cent onze mille cent onze) actions rachetables sans indication de leur valeur nominale.»

*Frais*

Les frais qui incombent à la Société à la suite des présentes s'élèvent approximativement à mille sept cent vingt-cinq euros (1.725,- EUR).

*Déclaration*

Le notaire soussigné qui comprend et parle l'anglais, constate qu'à la demande du comparant, le présent acte est rédigé en langue anglaise suivi d'une traduction en français. Sur demande du même comparant et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

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

Et après lecture faite au comparant, connu du notaire instrumentaire par ses nom, prénom usuel, état et demeure, le comparant a signé avec Nous notaire le présent acte.

Signé: G.NUCERA, P.DECKER.

Enregistré à Luxembourg A.C., le 12.12.2013. Relation: LAC/2013/57021. 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 18.02.2013.

Référence de publication: 2014025538/158.

(140030492) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

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**Avenue Asia (Luxembourg) S.à r.l., Société à responsabilité limitée de titrisation.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 141.225.

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*Rectificatif des comptes déposés le 27 janvier 2014 sous la référence L140016563*

Les comptes annuels rectifiés au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 27 février 2014.

Référence de publication: 2014032072/12.

(140036264) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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**DH Blythe Valley S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2449 Luxembourg, 28, boulevard Royal.

R.C.S. Luxembourg B 129.074.

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Par la présente, il est pris acte que:

- Monsieur Paul King, ayant son adresse professionnelle à 28 boulevard Royal, L-2449 Luxembourg, a mis fin à son mandat de gérant de la Société le 25 février 2014.

- Monsieur Kevin Grundy, ayant son adresse professionnelle à 45, Pall Mall, GB - SW1Y 5JG London, a mis fin à son mandat de gérant de la Société le 25 février 2014.

- Monsieur Gérard Becquer, ayant son adresse professionnelle à 5, Rue Guillaume Kroll, L-1882 Luxembourg, a mis fin à son mandat de gérant de la Société le 25 février 2014.

- DHCRE Holdco S.à r.l., ayant son adresse domicile à 28 boulevard Royal, L-2449 Luxembourg, a été nommé gérant de la Société avec effet le 25 février 2014 et ce, pour une durée indéterminée.

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

Fait à Luxembourg, le 25 février 2014.
Paul King
*Gérant*

Référence de publication: 2014032046/21.

(140035346) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

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**eDreams ODIGEO, Société Anonyme,**

**(anc. LuxGEO Parent S.àr.l.).**

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

R.C.S. Luxembourg B 159.036.

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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 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, Grand Duchy of Luxembourg, incorporated by a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg, on February 14, 2011, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C"), number 1001 of 13 May 2011 (the "Company") and registered with the Luxembourg Trade and Companies Register under number B 159.036. The articles of incorporation of the Company have for the last time been amended following a deed of the undersigned notary, of 20 March 2014, not yet published in the Mémorial C.

The meeting was opened at 2.00 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 the 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 159.139, (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, registered with the Luxembourg Register of Commerce and Companies under number B 152.268, (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 161.761, (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 161.794, (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 161.796, (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 175.922, (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 183.199, (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 159.139, 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 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 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 Company (the "Effective Date") for the purpose of the proposed admission to trading and listing of the 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 Company to the 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 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 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 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 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 Company.

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

13. To confirm the subsequent amendment of the articles of association of the Company, with effect as of the earlier of the admission to trading of the shares of the 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 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 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 Company as a result of the Merger and the Exchange, confirm the effectiveness of the Merger and the Exchange, approve the allocation of the New Shares, 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 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 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 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 Company and to delegate to any of the directors of the 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 proxyholder 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 twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 shares of the Company, twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 the shareholders have been duly informed of before this meeting.

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

- the Joint Merger Proposal;

- the annual accounts and the management reports of the 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

*Second resolution*

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

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 Company and the subsequent dissolution of the Absorbed Companies.

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three

hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 Company to the 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 Company to zero euro (EUR 0.-) by the effect of the Merger and the Exchange.

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

*Eighth resolution*

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

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

*Tenth resolution*

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

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 Company.

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

*Twelfth resolution*

The meeting resolved to amend the articles of association of the Company to reflect the foregoing resolutions, as well as to reflect the decision of the general meeting of the shareholders held on 20 March 2014 approving the inclusion of the authorized share capital clause in the Company's articles of association.

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

**"Chapter I. Form, Name, Registered Office, Object, Duration**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Chapter II. Capital, Shares

**Art. 5. Issued Capital.**

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

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 (2/3rds) 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 Company, with effect as of the earlier of Admission to Trading or the Settlement, as approved during the extraordinary general meeting of shareholders held on 20 March 2014.

The articles of association of the 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:

(c) 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;

(d) 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;

(e) 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:

(ii) 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.

(iii) 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 (15th) 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 realtime 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 1st April and ends on the 31st 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333)

class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

*Fifteenth resolution*

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

The meeting resolved to further grant power and authority to Séverine Michel, or any director of the 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 or necessary to implement and give effect to the Merger, the Exchange, the changes to the share capital of the Company, the allocation of the New Shares, the dematerialisation of the Company's shares, any amendment to the articles of association and generally any and all resolutions adopted by the general meeting of shareholders.

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 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 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: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 Company and to delegate to any of the directors of the 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 Admission to Trading.

Vote in favour: twenty-three billion one hundred twenty million three hundred two thousand five hundred and ninety-six (23,120,302,596) ordinary shares, fifty-six million three hundred ninety-four thousand seven hundred and seventy-six (56,394,776) class A preferred shares, one hundred twenty-three million fourteen thousand and ninety-three (123,014,093) class B preferred shares, and one hundred fifty million (150,000,000) class C preferred shares, six million eighty-three thousand three hundred thirty-five (6,083,335) class D 1 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D2 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D3 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D4 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D5 shares, six million eighty-three thousand three hundred thirty-three (6,083,333) class D6 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 2.15 p.m..

The undersigned notary who knows 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; on request of the same persons 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 meeting, the members of the bureau, who are known to the undersigned notary by their surnames, first names, civil status and residences, such persons signed together with the undersigned notary this original deed.

**Suit la traduction française du texte qui précède:**

*(N.B Pour des raisons techniques, la version française est publiée au Mémorial C-N° 1026 du 23 avril 2014.)*

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

Enregistré à Luxembourg, A.C., le 8 avril 2014. LAC/2014/16620. Reçu soixante-quinze euros (75,00 €).

*Le Receveur ff.* (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 16 avril 2014.

Référence de publication: 2014055784/1509.

(140064581) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.

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**Fisc & Consult s.à r.l., Société à responsabilité limitée.**

Siège social: L-2560 Luxembourg, 12-14, rue de Strasbourg.

R.C.S. Luxembourg B 150.212.

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*Extrait de la décision des associés*

Conformément à la cession de parts sociales du 08 janvier 2010,

- Monsieur Cyril JUSSAC, demeurant à L-2732 Luxembourg; 13 rue Wilson a vendu 50 parts sociales détenues de la société FISC & CONSULT S.A.R.L. à Monsieur Joffrey MORETTI, demeurant à L-2732 Luxembourg; 13 rue Wilson.

Il a été décidé d'accepter et approuver le nouvel associé unique, Monsieur Joffrey MORETTI et d'enregistrer la cession de parts sociales dans le registre des associés de la Société.

Luxembourg, le 26 février 2014.

Pour extrait sincère et conforme
FISC & CONSULT SARL
Représenté par Joffrey MORETTI
*Gérant unique*

Référence de publication: 2014032250/18.

(140036359) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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