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° 1027 **23 avril 2014**

SOMMAIRE

Financière de Lascanas S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 177.619.

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EXTRAIT

Il résulte des cessions de parts sociales intervenues en date du 20 février 2014 que:

Monsieur Philippe VERGELY, administrateur de sociétés, demeurant au 39, boulevard de Montmorency, F-75015 Paris, a cédé la totalité des parts sociales qu'il détenait dans la société Financière de Lascanas S.à r.l., ayant son siège social à 2, avenue Charles de Gaulle, L-1653 Luxembourg, de la façon suivante:

- 416 parts sociales à VERSAILLES NOIR S.à r.l., ayant son siège social au 19, rue de Bitbourg, L-1273 Luxembourg,

- 416 parts sociales à DAYTONA M.R.A. S.à r.l., ayant son siège social au 13, rue Aldringen, L-1118 Luxembourg,

- 418 parts sociales à EUREPA DEV S.à r.l., ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg.

Ces cessions de parts sociales ont été notifiées et acceptées par la société Financière de Lascanas S. à r.l. en date du 20 février 2014 conformément à l'article 1690 du Code Civil et à la loi du 10 août 1915 sur les sociétés commerciales.

Suite à cette cession, le capital social de la société Financière de Lascanas S. à r.l. est détenu comme suit:

VERSAEILLES NOIR S.à r.l., ayant son siège social au 19, rue de Bitbourg, L-1273 Luxembourg: 416 parts sociales

DAYTONA M.R.A. S.à r.l., ayant son siège social au 13, rue Aldringen, L-1118 Luxembourg: 416 parts sociales

EUREPA DEV S.à r.l., ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg: 418 parts sociales

Pour extrait conforme

Luxembourg, le 24 février 2014.

Référence de publication: 2014031056/24.

(140034405) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Com Tec Co Services Sàrl, Société à responsabilité limitée.

Siège social: L-1945 Luxembourg, 3, rue de la Loge.

R.C.S. Luxembourg B 80.231.

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Procès-verbal des résolutions prises par l'associé de la société "Com Tec Co Services S.à r.l."

En conformité avec les dispositions de l'article 193 / 200-2 de la loi du 10 Août 1915 sur les sociétés commerciales, l'associé de COM TEC CO SERVICES S.à r.l. a pris la résolution suivante:

De transférer le siège de la société du siège actuel sis 6, avenue Pescatore L-2324 Luxembourg au 3, rue de la Loge à L-1945 Luxembourg

Associé(e)	Nombre de parts sociales détenues	Capital
COM TEC CO (LUXEMBOURG) S.A.	125	12 500,00
Total	125	12 500,00

Luxembourg, le 12 Février 2014. Signature.

Référence de publication: 2014030987/19.

(140034423) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Cabana Trade S.A., Société Anonyme.

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

R.C.S. Luxembourg B 87.264.

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Le bilan et l'annexe au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour la société

Un administrateur

Référence de publication: 2014032159/11.

(140036363) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

Siège social: L-2340 Luxembourg, 1, rue Philippe II.

R.C.S. Luxembourg B 148.298.

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

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

Référence de publication: 2014032177/10.

(140036499) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

Siège social: L-2340 Luxembourg, 1, rue Philippe II.

R.C.S. Luxembourg B 148.298.

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

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

Référence de publication: 2014032176/10.

(140036498) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

Siège social: L-2340 Luxembourg, 1, rue Philippe II.

R.C.S. Luxembourg B 148.298.

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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: 2014032178/10.

(140036500) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014032166/10.

(140036464) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

German Property 2 S.à r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 107.804.

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CLÔTURE DE LIQUIDATION

Par jugement rendu en date du 23 janvier 2014, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, a

déclaré closes pour insuffisance d'actif les opérations de liquidation de la société

GERMAN PROPERTY 2 S.à r.l., avec siège social à L- 2520 Luxembourg, 1, Allée Scheffer, dénoncé le 16 avril 2008.

Pour la société
Me Max Mailliet
Le liquidateur

Référence de publication: 2014032265/14.

(140035954) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

German Property 1 S.à r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 107.120.

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CLÔTURE DE LIQUIDATION

Par jugement rendu en date du 23 janvier 2014, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, a

déclaré closes pour insuffisance d'actif les opérations de liquidation de la société

GERMAN PROPERTY 1 S.à r.l., avec siège social à L- 2520 Luxembourg, 1, Allée Scheffer, dénoncé le 16 avril 2008.

Pour la société
Me Max Mailliet
Le liquidateur

Référence de publication: 2014032264/14.

(140035957) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Garage Nicolas Lutgen S.à r.l., Société à responsabilité limitée.

Siège social: L-9577 Wiltz, 10, rue de Winseler.

R.C.S. Luxembourg B 96.933.

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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: 2014032262/10.

(140036343) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Garage Toussaint S.à r.l., Société à responsabilité limitée.

Siège social: L-6840 Machtum, 3, route du Vin.

R.C.S. Luxembourg B 21.444.

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Rectificatif du dépôt numéro L130221571 déposé le 27/12/2013

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: 2014032263/10.

(140036052) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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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Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014032248/10.

(140035800) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Filmland S.A., Société Anonyme.

Siège social: L-8287 Kehlen, 25-27, Zone Industrielle Kehlen, Halle Bleu.

R.C.S. Luxembourg B 168.950.

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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.

Echternach, le 25 février 2014.

Référence de publication: 2014032240/10.

(140035851) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

FS Partners S.à r.l., Société à responsabilité limitée.

Siège social: L-4223 Esch-sur-Alzette, 37, rue du Fossé.

R.C.S. Luxembourg B 180.373.

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Extrait des résolutions de l'Assemblée Générale Extraordinaire du 25 février 2014

1- Il résulte d'une convention de cession de parts sociales signée en date du 25 février 2014, que Mademoiselle Flavielly CASTILHO PIMENTA, demeurant à L-2610 Luxembourg, 136, route de Thionville, cède à Monsieur Saman Mohammed SOFI, demeurant à L-2610 Luxembourg, 136, route de Thionville, 50 (cinquante) parts sociales qu'elle détient dans la société FS Partners S.A R.L

Suite à cette cession, Monsieur Saman Mohammed SOFI devient associé unique de la société FS Partners S.à.r.l

2- L'assemblée accepte la démission de Mademoiselle Flavielly CASTILHO PIMENTA de son poste de gérant.

3- La société est valablement engagée par la signature individuelle du seul gérant.

Plus rien ne figurant à l'ordre du jour, l'Assemblée Générale Extraordinaire est close ce jour à 11h00.

Dont acte, fait et passé à Esch-sur-Alzette au siège de la société.

Pour extrait

Flavielly CASTILHO PIMENTA / Saman Mohammed SOFI

Référence de publication: 2014032257/19.

(140035783) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

G.I.S.H. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-3462 Dudelange, 3, rue Edison.

R.C.S. Luxembourg B 137.523.

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Procès-verbal de l'assemblée générale ordinaire du 19 décembre 2013

L'assemblée générale des actionnaires a délibéré comme suit:

Première résolution

L'assemblée décide de renouveler le mandat d'administrateur unique de Madame Romana GENTILOTTI-MIKOLAJC-ZAK pour une durée de 6 années.

Deuxième résolution

L'assemblée décide de révoquer avec effet immédiat le mandat de commissaire aux comptes de GA & GM immatriculée au registre de commerce et des sociétés de Luxembourg sous le numéro B126772.

Troisième résolution

L'assemblée décide de nommer Monsieur Adriano Gentilotti, né le 25/04/1937 à Cantiano (Italie), résidant 53 rue Saint-Vincent L-4344 Esch-sur-Alzette, en tant que commissaire aux comptes à compter de l'exercice se terminant le 31 décembre 2013.

Référence de publication: 2014032258/19.

(140036181) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Magmalux S.A., Société Anonyme.

Siège social: L-5730 Aspelt, 1, Op der Gare.

R.C.S. Luxembourg B 175.742.

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Assemblée générale extraordinaire tenue au siège de la société en date du 3 février 2014.

Première Résolution

Monsieur Baran demeurant 5, rue du plan d'eau F-57480 Mailing démissionne de sa fonction d'administrateur avec effet immédiat.

Deuxième Résolution

Monsieur Wissenmeyer demeurant 15a, rue Emile Belin F-67100 Strasbourg est nommé administrateur avec effet immédiat.

Monsieur Baran Adam / Monsieur Wissenmeyer Daniel.

Référence de publication: 2014032052/15.

(140035215) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

Finefra S.A., Société Anonyme.

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

R.C.S. Luxembourg B 89.862.

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Extrait des décisions prises par l'assemblée générale des actionnaires en date du 27 février 2014

1. La cooptation de Monsieur Eric TAZZIERI, décidée par les administrateurs restants en date du 11 septembre 2013, n'a pas été ratifiée.

2. Madame Mariateresa BATTAGLIA, administrateur de sociétés, née à Cropani (Italie), le 1 er janvier 1963, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommée comme administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2016.

Luxembourg, le 27 février 2014.

Pour extrait sincère et conforme

Pour FINEFRA S.A.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014032244/17.

(140036167) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Gestion Capital S.A., société de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 20.874.

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Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires tenue le 20 février 2014

L'Assemblée, après lecture de la lettre de démission de la fonction d'administrateur et président de Monsieur Edoardo TUBIA, résidant professionnellement au 19-21 Boulevard du Prince Henri, L-1724 Luxembourg et de la fonction d'administrateur de Madame Irène ACCIANI, résidant professionnellement au 19-21 Boulevard du Prince Henri, L-1724 Luxembourg, décide d'accepter leur démission, avec effet immédiate.

L'assemblée décide de réduire le nombre d'administrateurs de six à quatre membres.

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

Citco C&T (Luxembourg)

Signature

Référence de publication: 2014032276/17.

(140036204) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Match.com Global Investments S.à r.l., Société à responsabilité limitée.

Capital social: GBP 25.090.111,20.

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 137.803.

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Le bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 27 février 2014. Signature.

Référence de publication: 2014032392/10.

(140036045) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Gutturu S.A., Société Anonyme.

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 143.718.

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Les comptes annuels 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.

Luxembourg, le 27/02/2014. Signature.

Référence de publication: 2014032281/10.

(140036390) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Fintecno S.A., Société Anonyme.

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

R.C.S. Luxembourg B 83.283.

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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: 2014032247/9.

(140036070) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Gelato Gourmet S.à r.l., Société à responsabilité limitée.

Siège social: L-1322 Luxembourg, 1, rue des Cerisiers.

R.C.S. Luxembourg B 170.028.

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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.

Pour GELATO GOURMET S.à r.l.
Société à responsabilité limitée
FIDUCIAIRE DES P.M.E. SA

Référence de publication: 2014032274/12.

(140036293) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

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

R.C.S. Luxembourg B 131.152.

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Le Bilan consolidé au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg. (conforme Art. 314 du loi du 10 août 1915 concernant les sociétés commerciales)

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

Luxembourg, le 17 février 2014.
Global PepsiCo Luxembourg Holdings S.à r.l.
M.P. Paul Galliver
Manager

Référence de publication: 2014032267/14.

(140036282) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Zaysan Luxembourg S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 165.562.

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

A démissionné de son poste d'administrateur, avec effet immédiat:

- Monsieur Adrien ROLLE, demeurant professionnellement au 18, rue Robert Stümper, L - 2557 Luxembourg;

Est nommé administrateur, son mandat prenant fin lors de l'assemblée générale ordinaire qui se tiendra en 2019:

- Madame Maïthé DAUPHIN, demeurant au 18, rue Robert Stümper, L - 2557 Luxembourg;

A démissionné de son poste de commissaire aux comptes, avec effet immédiat:

- Monsieur Benoît de FROIDMONT, demeurant professionnellement au 18, rue Robert Stümper, L - 2557 Luxembourg;

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire qui se tiendra en 2019:

- Audit Lux S.à r.l., 18, rue Robert Stümper L-2557 Luxembourg.

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

Référence de publication: 2014032028/19.

(140035212) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

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 31 décembre 2009,

- Monsieur Pierre MORET, demeurant à B-5100 Namur; 34 rue Jaune Voia B a vendu 50 parts sociales détenues de la société FISC & CONSULT S.A.R.L. à Monsieur Cyril JUSSAC, demeurant à L-2732 Luxembourg; 13 rue Wilson.

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

Luxembourg, le 25 février 2014.

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

Référence de publication: 2014032249/18.

(140035822) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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 du procès-verbal de l'Assemblée générale extraordinaire de la société Fisc & Consult s.à.r.l. en date du 15 juillet 2010 à 19h00 tenue au siège sociale au 12-14 rue de Strasbourg; L-2560 Luxembourg

L'Assemblée dûment constituée et représentée a pris les décisions suivantes:

1. Nomination en qualité de gérant technique en date du 15/07/2010 Monsieur MONDY Yves, domicilié à rue Ry d'Oret 4, B-5540 Oret

2. Nomination en qualité de gérant administratif en date du 15/07/2010 Monsieur MORETTI Joffrey, domicilié rue Wilson 13, L-2732 Luxembourg.

Luxembourg, le 15 juillet 2010.

Pour extrait sincère et conforme
FISC & CONSULT SARL
Représenté par Joffrey Moretti
Associé unique

Référence de publication: 2014032251/19.

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

I.L.L. Services S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 153.141.

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Suite à la fusion en date du 1 er janvier 2014 entre Intertrust (Luxembourg) S.A., associé unique de la société, et Intertrust Corporate Services (Luxembourg) S.à r.l. en tant que société absorbante, et suite au changement de dénomination de la société fusionnée en Intertrust (Luxembourg) S.à r.l. à cette même date, l'associé unique est:

Intertrust (Luxembourg) S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 13-15, avenue de la Liberté, L-1931 Luxembourg, enregistrée auprès du R.C.S. Luxembourg sous le numéro B 103.123.

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

Luxembourg, le 27 février 2014.

Signature
Un mandataire

Référence de publication: 2014032299/17.

(140036038) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

PepsiCo Global Investments S.à r.l., Société à responsabilité limitée.

Capital social: USD 18.003,00.

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

R.C.S. Luxembourg B 131.094.

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

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

was held

an extraordinary general meeting (the Meeting) of the sole shareholder of PepsiCo Global Investments S.àr.l., a Luxembourg private limited liability company (société à responsabilité limitée) having its registered office at 7A, rue Robert Stümper, L-2557 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 131.094 and having a share capital of USD 18,001 (the Company). The Company was incorporated on 9 August 2007 pursuant to a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations on 2 October 2007 under number 2172. The articles of association of the Company (the Articles) have been amended for the last time pursuant to a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, on 11 February 2008, published in the Mémorial C, Recueil des Sociétés et Associations on 27 March 2008 under number 740.

THERE APPEARED

Global PepsiCo Luxembourg Holdings S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) having its registered office at 7A, rue Robert Stümper, L-2557 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 131.152 (the Sole Shareholder),

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

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

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

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

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

1. Increase of the share capital of the Company to bring it from its present amount of eighteen thousand and one United States Dollars (USD 18,001) represented by eighteen thousand and one (18,001) shares in registered form, with a nominal value of one United States Dollar (USD 1.00) each, to eighteen thousand and three United States Dollars (USD 18,003) by way of the issuance of two (2) new shares of the Company, with a nominal value of one United States Dollar (USD 1.00) each, with the same rights and obligations as the existing shares by a contribution of a receivable that the Sole Shareholder holds against the Company;

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

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

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

5. Miscellaneous.

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

First resolution

The Sole Shareholder resolves to increase the share capital of the Company to bring it from its present amount of eighteen thousand and one United States Dollars (USD 18,001) represented eighteen thousand and one (18,001) shares in registered form, with a nominal value of one United States Dollar (USD 1.00) each, to eighteen thousand and three United States Dollars (USD 18,003) by way of the issuance of two (2) new shares of the Company, with a nominal value of one United States Dollar (USD 1.00) each, with the same rights and obligations as the existing shares by a contribution of a receivable amounting to two million United States Dollars (USD 2,000,000) that the Sole Shareholder holds against the Company.

Second resolution

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

Subscription - Payment

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

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

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

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

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

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

Third resolution

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

" **Art. 5. first paragraph.** The Company's capital is set at eighteen thousand and three United States Dollars (USD 18,003) represented by eighteen thousand and three (18,003) shares of one United States Dollar (USD 1.00) each.

(…)."

Fourth resolution

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

Estimate of costs

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

Statement

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

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

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

Suit la version française du texte qui précède

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

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

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) de l'associé de PepsiCo Global Investments S.àr.l., une société à responsabilité limitée de droit luxembourgeois dont le siège social se situe au 7A, rue Robert Stümper, L-2557 Luxembourg, Grand-Duché de Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 131.094 et disposant d'un capital social de USD 18.001 (la Société). La Société a été constituée le 9 août 2007, suivant un acte de Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations le 2 octobre 2007, numéro 2172. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois suivant un acte de Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, le 11 février 2008, publié au Mémorial C, Recueil des Sociétés et Associations le 27 mars 2008, numéro 740.

A COMPARU:

Global PepsiCo Luxembourg Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois dont le siège social se situe au 7A, rue Robert Stümper, L-2557 Luxembourg, Grand-Duché de Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 131.152 (l'Associé Unique),

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

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

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

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

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

1. Augmentation du capital social de la Société pour le porter de son montant actuel de dix-huit mille un dollars américains (USD 18.001,-) représenté par dix-huit mille un (18.001) parts sociales sous forme nominative d'une valeur nominale de un dollar américain (USD 1,-) chacune, à dix-huit mille trois dollars américains (USD 18.003,-) par l'émission de deux (2) parts sociales nouvelles d'une valeur nominale de un dollar américain (USD 1,-) chacune, ayant les mêmes droits et obligations que les actions existantes par un apport d'une créance que l'Associé Unique détient à l'encontre la Société.

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

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

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

5. Divers.

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

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société pour le porter de son montant actuel de dix-huit mille un dollars américains (USD 18.001,-) représenté par vingt mille un (18.001) parts sociales sous forme nominative d'une valeur nominale de un dollar américain (USD 1,-) chacune, à dix-huit mille trois dollars américains (USD 18.003,-) par l'émission de deux (2) parts sociales nouvelles d'une valeur nominale de un dollar américain (USD 1,-) chacune, ayant les mêmes droits et obligations que les actions existantes par un apport d'une créance de deux millions de dollars américains (USD 2.000.000) que l'Associé Unique détient à l'encontre de la Société.

Deuxième résolution

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

Souscription - Libération

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

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

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

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

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

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

Troisième résolution

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

« **Art. 5. (premier alinéa).** Le capital social est fixé à dix-huit mille trois dollars américains (USD 18.003) représenté par dix-huit mille trois (18.003) parts sociales d'une valeur nominale d'un dollar américain (USD 1,-) chacune.

Quatrième résolution

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

Estimation des frais

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

Déclaration

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

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

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

Signé: CHEVALIER, C. WERSANDT.

Enregistré à Luxembourg A.C., le 03 janvier 2014. LAC/2014/337. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 17 février 2013.

Référence de publication: 2014024865/179.

(140029823) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Schering-Plough Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 97.604.

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DISSOLUTION

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

Before Us, Maître Francis KESSELER, notary residing in Esch-sur-Alzette (Grand-Duchy of Luxembourg), undersigned;

THERE APPEARED:

MSD International GmbH, a company organised under the laws of Switzerland, registered with the Luzerne Companies' Register under number CH-100.4.791.291-7 and having its registered office at 20, Weystrasse, CH-6000 Luzerne, Switzerland,

here represented by Maître Claire PUEL, attorney-at-law, professionally residing in Howald, Grand-Duchy of Luxembourg, by virtue of a proxy given under private seal.

which proxy after having been signed "ne varietur" by the proxyholder and the undersigned notary shall be attached to these minutes to be filed with the registration authorities.

The attorney-in-fact declared and requested the notary to state that:

1° "Schering-Plough Luxembourg S.à. r.l.", a Luxembourg société à responsabilité limitée, with registered office at 40, Avenue Monterey, L-2163 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 97.604, hereinafter referred to as the "Company", was incorporated by deed of Maître Joseph Elvinger, notary residing at Luxembourg, on November 26, 2003, published in the Mémorial C under number 44 of January 13, 2004.

2° The corporate capital of the Company is fixed at twelve thousand five hundred Euro (EUR 12,500.-) divided in five hundred (500) shares having a nominal value of twenty-five Euro (EUR 25.-) each.

3° "MSD International GmbH", prenamed, is the sole owner of all the shares of the Company.

4° "MSD International GmbH", prenamed, acting as sole shareholder at an extraordinary shareholders' meeting amending the articles of the Company declares the anticipated dissolution of the Company with immediate effect.

5° "MSD International GmbH" appoints itself as liquidator of the Company; it will have full powers to sign, execute and deliver any acts and any documents, to make any declaration and to do anything necessary or useful to bring into effect the purposes of this act.

6° "MSD International GmbH" declares that all liabilities towards third parties known to the Company, including all liquidation costs, have been entirely paid or are duly accounted for and that it irrevocably undertakes to settle any presently unknown and unpaid liability of the dissolved Company.

7° "MSD International GmbH" subsequently declares that it has taken over all the assets and outstanding liabilities of the Company, together with the profit and loss account of the Company, so that all assets and liabilities of the Company are transferred to "MSD International GmbH", prenamed, with immediate effect.

8° "MSD International GmbH" declares that the Company has no contractual guarantees and if such obligations come to light at a later time that "MSD International GmbH" will assume such guarantees of the Company.

9° "MSD International GmbH" resolves to waive its right to appoint an auditor to the liquidation in charge of reporting on the liquidation operations carried out by the Company's liquidator and thus declares that there is no need to hold a second general meeting and resolves to hold immediately the third and last general meeting.

10° "MSD International GmbH" resolves that discharge is given to the members of the board of managers of the Company for the exercise of their mandates.

11° "MSD International GmbH" resolves that the liquidation of the Company is closed and that any registers of the Company recording the issuance of shares or any other securities shall be cancelled.

12° The books and documents of the Company will be kept for a period of five (5) years in Luxembourg at the registered office of the Company, at L-2163 Luxembourg, 40, Avenue Monterey.

In accordance, the person appearing, acting in his said capacity, requires the undersigned notary to state the above-mentioned declarations.

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 divergences between the English and the French text, the English version will be binding.

WHEREOF the present notarial deed was drawn up in Howald, Grand-Duchy of Luxembourg, on the day named at the beginning of this document.

The document having been read to the person appearing, known to the notary by name, given name, civil status and residence, the said appearing person signed together with the notary the present notarial deed.

Follows the french version

L'an deux mille treize, le treize décembre.

Par-devant Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette (Grand-Duché du Luxembourg), soussigné;

A COMPARU:

MSD International GmbH, une société constituée selon les lois Suisse, immatriculée au Registre des Sociétés de Luzerne sous le numéro CH-100.4.791.291-7 et ayant son siège social au 20, Weystrasse, CH-6000 Luzerne, Suisse,

Ici représentée par Maître Claire PUEL, Avocat à la Cour, demeurant professionnellement à Howald, Grand-Duché du Luxembourg, en vertu d'une procuration lui conférée sous seing privé.

Laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Le mandataire a déclaré et requis le notaire instrumentant d'acter ce qui suit:

1° «Schering-Plough Luxembourg S.à r.l.», une société à responsabilité limitée de droit luxembourgeois, avec siège social au 40, Avenue Monterey L-2163 Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 97.604, ci-après dénommée la «Société», a été constituée selon acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg, le 26 novembre 2003, publié au Mémorial C sous le numéro 44 le 13 janvier 2004.

2° Le capital social de la Société est fixé à douze mille cinq cents Euros (EUR 12.500,-) représenté par cinq cents (500) parts sociales ayant une valeur nominale de vingt-cinq Euros (EUR 25,-) chacune.

3° «MSD International GmbH», pré désignée, est seule propriétaire de toutes les parts sociales de la Société.

4° «MSD International GmbH», pré désignée, agissant comme associé unique, siégeant en assemblée générale extraordinaire modificative des statuts de la Société, prononce la dissolution anticipée de la Société avec effet immédiat.

5° «MSD International GmbH» se nomme liquidateur de la Société, et disposera des pleins pouvoirs pour signer, exécuter et délivrer tout acte et tout document, de faire toute déclaration et de faire tout ce qui pourra s'avérer nécessaire ou utile afin de donner effet au présent acte.

6° «MSD International GmbH» déclare que toutes les dettes connues envers des tiers à la Société, y incluant tous les frais de liquidation, ont été entièrement réglées ou provisionnées et s'engage irrévocablement à régler toute dette actuellement non connue et impayée de la Société dissoute.

7° «MSD International GmbH» déclare de manière subséquente qu'elle a acquis la totalité des actifs et des passifs de la Société, de sorte que tous les actifs et passifs de la Société sont transférés à «MSD International GmbH», pré désignée, avec effet immédiat.

8° «MSD International GmbH» déclare que la Société n'est liée par aucune garantie contractuelle et si tel devait être le cas «MSD International GmbH» endossera ces garanties contractuelles de la Société.

9° «MSD International GmbH» décide de renoncer à son droit de nommer un commissaire à la liquidation en charge de faire un rapport sur les opérations de la liquidation exécutées par le liquidateur de la Société et déclare ainsi qu'il n'est pas nécessaire de tenir une seconde assemblée générale extraordinaire et décide de tenir immédiatement la troisième et dernière assemblée générale.

10° «MSD International GmbH» décide de donner décharge aux membres du conseil de gérance de la Société pour leurs mandats.

11° «MSD International GmbH» décide de clôturer la liquidation de la Société et de procéder à l'annulation de tous les registres actant l'émission des parts sociales ou de tout autre titre;

12° Les registres et documents de la Société seront conservés pendant une durée de cinq (5) ans au Luxembourg, au siège social de la Société, à L-2163 Luxembourg, 40, Avenue Monterey.

Conformément, la partie comparante, agissant en sa dite qualité, requiert du notaire soussigné d'acter les précédentes déclarations.

Le notaire soussigné, qui comprend et parle l'anglais, constate par la présente qu'à la requête de la partie comparante, le présent acte est rédigé en anglais, suivi d'une version française; à la requête de la même partie comparante et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

DONT ACTE, le présent acte a été passé à Howald, Grand-Duché de Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte à la partie comparante, connue du notaire par nom, prénom, état civil et domicile, ladite partie comparante a signé avec Nous, notaire, le présent acte.

Signé: Puel, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 23 décembre 2013. Relation: EAC/2013/17156. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2014024923/115.

(140029731) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Steppchen S.A., Société Anonyme.

Siège social: L-2350 Luxembourg, 3, rue Jean Piret.

R.C.S. Luxembourg B 184.493.

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STATUTS

L'an deux mille quatorze, le vingt-sept janvier.

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

Ont comparu:

1.- G-Finance S. à r.l., ayant son siège social à L-2350 Luxembourg, 3, Rue Jean Piret,

ici représentée par Monsieur Roland KUHN, demeurant à Luxembourg,

en vertu d'une procuration sous seing privé lui délivrée le 22 janvier 2014.

2.- Monsieur Marc Giorgetti, demeurant professionnellement à L-2350 Luxembourg, 3, Rue Jean Piret,

ici représenté par Monsieur Roland KUHN, prénommé,

en vertu d'une procuration sous seing privé lui délivrée le 22 janvier 2014.

3.- Monsieur Paul Giorgetti, demeurant professionnellement à L-2350 Luxembourg, 3, Rue Jean Piret,

ici représenté par Monsieur Roland KUHN, prénommé,

en vertu d'une procuration sous seing privé lui délivrée le 22 janvier 2014.

Les prédites procurations, après avoir été signées ne varietur par le comparant et le notaire instrumentant, resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Lesquels comparants, représentés comme il est dit, ont arrêté ainsi qu'il suit les statuts d'une société anonyme qu'ils vont constituer entre eux:

Art. 1 er . Il est formé une société anonyme luxembourgeoise sous la dénomination de STEPPCHEN S.A.

Le siège social est établi à Luxembourg.

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 produiront ou seront imminents, le siège social pourra être déclaré transféré provisoirement à l'étranger, sans que toutefois cette mesure puisse avoir d'effet sur la nationalité de la société laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

La durée de la société est illimitée.

Art. 2. La société a pour objet l'acquisition, la construction, la gestion, la location et/ou la vente d'immeubles ou parts d'immeubles, aussi bien au Grand-Duché de Luxembourg qu'à l'étranger.

La société peut en outre exercer toutes activités et effectuer toutes opérations ayant un rapport direct et indirect avec son objet social ou susceptibles d'en favoriser la réalisation, ainsi que la prise de participations dans toutes autres sociétés ayant un objet analogue ou complémentaire.

Art. 3. Le capital social est fixé à TRENTE ET UN MILLE EUROS (EUR 31.000,-) divisé en TROIS CENT DIX (310) actions de CENT EUROS (EUR 100,-) chacune.

Les actions sont nominatives et 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. 4. La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non. 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 sont nommés pour une durée qui ne peut dépasser six ans; ils sont rééligibles et toujours révocables.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Art. 5. Le Conseil d'administration a le pouvoir d'accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social; tout ce qui n'est pas réservé à l'assemblée générale par la loi ou les présents statuts est de sa compétence.

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

Le Conseil d'administration devra choisir en son sein un président; en cas d'absence du président, la présidence de la réunion sera conférée à un administrateur présent.

Le Conseil d'administration ne peut délibérer que si la majorité de ses membres est présente ou représentée, le mandat entre administrateurs, qui peut être donné par écrit, télégramme ou télex, étant admis. En cas d'urgence, les administrateurs peuvent émettre leur vote par écrit, télégramme, télex ou télécopieur.

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.

Les décisions du Conseil d'administration sont prises à la majorité des voix; en cas de partage, la voix de celui qui préside la réunion est prépondérante.

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.

Exceptionnellement, la ou les premières personnes auxquelles sera déléguée la gestion journalière de la société pourront le cas échéant être nommées par la première assemblée générale extraordinaire suivant la constitution.

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

La société se trouve engagée soit 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.

Art. 6. La surveillance de la société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés pour une durée qui ne peut dépasser six ans, rééligibles et toujours révocables.

Art. 7. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Art. 8. L'assemblée générale annuelle se réunit le premier mercredi du mois de mai à 11.00 heures à Luxembourg au siège social ou à tout autre endroit à désigner par les convocations.

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

Art. 9. Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés, et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Le Conseil d'administration peut décider que pour pouvoir assister à l'assemblée générale, le propriétaire d'actions doit en effectuer le dépôt cinq jours francs avant la date fixée pour la réunion; tout actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non.

Chaque action donne droit à une voix.

Art. 10. L'assemblée générale des actionnaires a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société.

Elle décide de l'affectation et de la distribution du bénéfice net.

Le Conseil d'administration est autorisé à verser des acomptes sur dividendes en se conformant aux conditions prescrites par la loi.

Art. 11. La loi du 10 août 1915 sur les sociétés commerciales ainsi que ses modifications ultérieures, trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Dispositions transitoires;

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

2.- La première assemblée générale ordinaire 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 libération

Les statuts de la société ayant ainsi été arrêtés, les comparants préqualifiés déclarent souscrire les actions comme suit:

a.- G-Finance S.à r.l., prénommée, deux cent cinquante actions	250
b.- Monsieur Marc Giorgetti, prénommé, trente actions	30
c.- Monsieur Paul Giorgetti, prénommé, trente actions	30
Total:	310 actions

Toutes les actions ont été entièrement libérées par des versements en espèces 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, ainsi qu'il en a été justifié au notaire.

Déclaration

Le notaire-rédacteur de l'acte déclare avoir vérifié l'existence des conditions énumérées aux articles 26, 26-3 et 26-5 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée et en constate expressément l'accomplissement.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge à raison de sa constitution, s'élèvent approximativement à la somme de EUR 1.500,

Assemblée générale extraordinaire

Et à l'instant la comparante préqualifiée, représentant l'intégralité du capital social, a pris les résolutions suivantes:

Première résolution

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

Deuxième résolution

Sont appelés aux fonctions d'administrateur:

1.- Monsieur Marc GIORGETTI, né à Luxembourg, le 19 août 1961, demeurant professionnellement à L-2350 Luxembourg, 3, rue Jean Piret.

2.- Monsieur Paul GIORGETTI, né à Luxembourg, le 30 août 1958, demeurant professionnellement à L-2350 Luxembourg, 3, rue Jean Piret.

3.- Monsieur Roland KUHN, né à Luxembourg, le 4 août 1953, demeurant à L-2630 Luxembourg, 148, route de Trèves.

Troisième résolution

Est appelée aux fonctions de commissaire aux comptes:

Monsieur Norbert OHLES, né à Malmedy (Belgique), le 1 octobre 1957, demeurant professionnellement à L-2350 Luxembourg, 3, rue Jean Piret.

Quatrième résolution

Les mandats des administrateurs et commissaire prendront fin à l'issue de l'assemblée générale annuelle de 2018.

Cinquième résolution

L'assemblée faisant usage de la prérogative lui reconnue par l'article 5 des statuts, nomme pour un terme prenant fin à l'issue de l'assemblée générale ordinaire de l'an 2018, Monsieur Roland KUHN, prénommé, comme administrateur-délégué pour engager la société en toutes circonstances par sa seule signature pour les matières de gestion journalière.

Sixième résolution

Le siège social est fixé au 3, rue Jean Piret, L-2350 Luxembourg.

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

Et après lecture, le comparant prémentionné a signé avec le notaire instrumentant, le présent acte.

Signé: R. KUHN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 février 2014. Relation: LAC/2014/5697. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

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

Luxembourg, le 14 février 2014.

Référence de publication: 2014024982/147.

(140029609) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Hupah Investor Holdings S.à r.l., Société à responsabilité limitée.

Capital social: USD 52.076.638,50.

Siège social: L-2440 Luxembourg, 59, rue de Rollingergrund.

R.C.S. Luxembourg B 166.403.

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

Before us Maître Edouard Delosch, notary, residing in Diekirch, Grand Duchy of Luxembourg.

There appeared:

Hupah Cayman Holding L.P., an exempted limited partnership governed by the laws of the Cayman Islands, having its registered office at Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and entered in the Cayman Islands Register under number 54966 (the "Shareholder"),

hereby represented by Me Nicolas Gauzès, lawyer, residing in Luxembourg, by virtue of a proxy given under private seal.

The said proxy shall be annexed to the present deed.

The Shareholder has requested the undersigned notary to record that the Shareholder is the sole shareholder of Hupah Investor Holdings S.à r.l., a société à responsabilité limitée governed by the laws of the Grand Duchy of Luxembourg, having a share capital of fifty-two million seventy-six thousand six hundred thirty-eight dollars of the United-States of America and fifty cents (USD 52,076,638.50), with registered office at 59, rue de Rollingergrund, L-2440 Luxembourg, Grand Duchy of Luxembourg, incorporated following a deed of the undersigned notary, of 28 December 2011, published in the Mémorial C, Recueil des Sociétés et Associations, under number 625 of 9 March 2012 and registered with the Luxembourg Register of Commerce and Companies under number B 166.403 (the "Company"). The articles of incorporation of the Company have for the last time been amended following a deed of the undersigned notary, of 10 July 2013, published in the Mémorial C, Recueil des Sociétés et Associations under number 2635 of 22 October 2013.

The Shareholder, represented as above mentioned, having recognised to be duly and fully informed of the resolutions to be taken on the basis of the following agenda:

Agenda

1 To increase the corporate capital of the Company by an amount of nineteen thousand one hundred sixty-six dollars of the United States of America (USD 19,166.-) so as to raise it from its present amount of fifty-two million seventy-six thousand six hundred thirty-eight dollars of the United-States of America and fifty cents (USD 52,076,638.50) to fifty-two million ninety-five thousand eight hundred and four dollars of the United States of America and fifty cents (USD 52,095,804.50).

2 To issue three thousand eight hundred thirty-three (3,833) class A shares (the "Class A Shares"), three thousand eight hundred thirty-three (3,833) class B shares (the "Class B Shares"), three thousand eight hundred thirty-three (3,833) class C shares (the "Class C Shares"), three thousand eight hundred thirty-three (3,833) class D shares (the "Class D Shares"), three thousand eight hundred thirty-three (3,833) class E shares (the "Class E Shares"), three thousand eight hundred thirty-three (3,833) class F shares (the "Class F Shares"), three thousand eight hundred thirty-three (3,833) class G shares (the "Class G Shares"), three thousand eight hundred thirty-four (3,834) class H shares (the "Class H Shares"), three thousand eight hundred thirty-four (3,834) class I shares (the "Class I Shares") and three thousand eight hundred

thirty-three (3,833) class J shares (the "Class J Shares"), with a nominal value of zero dollar of the United-States of America and fifty cents (USD 0,50.-) each, having the same rights and privileges as the existing shares.

3 To accept subscription for these new shares, with payment of a share premium in a total amount of two hundred ninety-five thousand nine hundred thirty dollars of the United States of America (USD 295,930.-) by the sole shareholder and to accept full payment in cash for these new shares.

4 To amend the first paragraph of article five (5) of the articles of incorporation of the Company, in order to reflect the capital increase.

5 Miscellaneous.

has requested the undersigned notary to record the following resolutions:

First resolution

The Shareholder resolved to increase the corporate capital of the Company by an amount of nineteen thousand one hundred sixty-six dollars of the United States of America (USD 19,166.-) so as to raise it from its present amount of fifty-two million seventy-six thousand six hundred thirty-eight dollars of the United-States of America and fifty cents (USD 52,076,638.50) to fifty-two million ninety-five thousand eight hundred and four dollars of the United States of America and fifty cents (USD 52,095,804.50).

Second resolution

The Shareholder resolved to issue three thousand eight hundred thirty-three (3,833) Class A Shares, three thousand eight hundred thirty-three (3,833) Class B Shares, three thousand eight hundred thirty-three (3,833) Class C Shares, three thousand eight hundred thirty-three (3,833) Class D Shares, three thousand eight hundred thirty-three (3,833) Class E Shares, three thousand eight hundred thirty-three (3,833) Class F Shares, three thousand eight hundred thirty-three (3,833) Class G Shares, three thousand eight hundred thirty-four (3,834) Class H Shares, three thousand eight hundred thirty-four (3,834) Class I Shares and three thousand eight hundred thirty-three (3,833) Class J Shares, with a nominal value of zero dollar of the United-States of America and fifty cents (USD 0,50.-) each, having the same rights and privileges as the existing shares.

Subscription - Payment

The Shareholder declared to subscribe for three thousand eight hundred thirty-three (3,833) Class A Shares, three thousand eight hundred thirty-three (3,833) Class B Shares, three thousand eight hundred thirty-three (3,833) Class C Shares, three thousand eight hundred thirty-three (3,833) Class D Shares, three thousand eight hundred thirty-three (3,833) Class E Shares, three thousand eight hundred thirty-three (3,833) Class F Shares, three thousand eight hundred thirty-three (3,833) Class G Shares, three thousand eight hundred thirty-four (3,834) Class H Shares, three thousand eight hundred thirty-four (3,834) Class I Shares and three thousand eight hundred thirty-three (3,833) Class J Shares with a nominal value of zero dollar of the United States of America and fifty cents (USD 0,50.-) per share, with payment of a share premium in a total amount of two hundred ninety-five thousand nine hundred thirty dollars of the United States of America (USD 295,930.-) and to fully pay in cash for these shares.

The amount of three hundred fifteen thousand ninety-six dollars of the United States of America (USD 315,096.-) was thus as from that moment at the disposal of the Company, evidence thereof having been submitted to the undersigned notary.

Third resolution

The Shareholder resolved to accept said subscription and payment and to allot the new shares according to the above mentioned subscription.

Fourth resolution

The Shareholder resolved to amend the first paragraph of article five (5) of the articles of incorporation of the Company in order to reflect the above resolutions. Said paragraph will from now on read as follows:

" **Art. 5. Issued Capital.** The issued capital of the Company is set at fifty-two million ninety-five thousand eight hundred and four dollars of the United States of America (USD 52,095,804.5) divided into ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class A shares (the "Class A Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class B shares (the "Class B Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class C shares (the "Class C Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class D shares (the "Class D Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class E shares (the "Class E Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class F shares (the "Class F Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class G shares (the "Class G Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class H shares (the "Class H Shares"), ten million four hundred nineteen thousand one hundred sixty-one (10,419,161) class I shares (the "Class I Shares") and ten million four hundred nineteen thousand one hundred sixty (10,419,160) class J shares (the "Class J Shares"), with a nominal value of zero dollar of the United-States of America and fifty cents (USD 0.50) each, all of which fully paid up".

Expenses

The expenses, costs, fees and charges of any kind which shall be borne by the Company as a result of the present deed are estimated one thousand nine hundred euro (EUR 1,900.-).

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, the present deed is worded in English followed by a French version; on request of the same party 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 proxy-holder of the appearing party, who is known to the undersigned notary by his surname, first name, civil status and residence, such person signed together with the undersigned notary, this original deed.

Suit la traduction française du texte qui précède:

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

Par-devant nous Maître Edouard Delosch, notaire de résidence à Diekirch, Grand-Duché de Luxembourg.

A comparu:

Hupah Cayman Holding L.P., une «exempted limited partnership» régie par les lois des Iles Caïmans, ayant son siège social au Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Iles Caïmans et immatriculée sous le numéro 54966 (l'«Associé»),

représentée aux fins des présentes par Maître Nicolas Gauzès, avocat, demeurant à Luxembourg, aux termes d'une procuration donnée sous seing privé.

La prédite procuration restera annexée aux présentes.

L'Associé, représenté comme dit ci-avant, a requis le notaire instrumentant d'acter que l'Associé est le seul et unique de Hupah Investor Holdings S.à r.l., une société à responsabilité limitée régie par le droit luxembourgeois, ayant un capital social de cinquante-deux millions soixante-seize mille six cent trente-huit dollars des Etats-Unis d'Amérique et cinquante centimes (USD 52.076.638,50), dont le siège social est au 59, rue de Rollingergrund, L-2440 Luxembourg, Grand-Duché de Luxembourg, constituée suivant acte du notaire soussigné, du 28 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations, sous le numéro 625 du 9 mars 2012, et immatriculée au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 166403 (la «Société»). Les statuts de la Société ont été modifiés la dernière fois suivant acte du notaire soussigné, en date du 10 juillet 2013, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 2635 du 22 octobre 2013.

L'Associé, représenté comme indiqué ci-avant, reconnaissant avoir été dûment et pleinement informé des décisions à intervenir sur base de l'ordre du jour suivant:

Ordre du jour

1 Augmentation du capital social de la Société à concurrence de dix-neuf mille cent soixante-six dollars des Etats-Unis d'Amérique (USD 19.166,-) pour le porter de son montant actuel de cinquante-deux millions soixante-seize mille six cent trente-huit dollars des Etats-Unis d'Amérique et cinquante centimes (USD 52.076.638,50) à cinquante-deux millions quatre-vingt-quinze mille huit cent quatre dollars des Etats-Unis d'Amérique et cinquante centimes (USD 52.095.804,50).

2 Émission de trois mille huit cent trente-trois (3.833) parts sociales de catégorie A (les «Parts Sociales de Catégorie A»), trois mille huit cent trente-trois (3.833) parts sociales de catégorie B (les «Parts Sociales de Catégorie B»), trois mille huit cent trente-trois (3.833) parts sociales de catégorie C (les «Parts Sociales de Catégorie C»), trois mille huit cent trente-trois (3.833) parts sociales de catégorie D (les «Parts Sociales de Catégorie D»), trois mille huit cent trente-trois (3.833) parts sociales de catégorie E (les «Parts Sociales de Catégorie E»), trois mille huit cent trente-trois (3.833) parts sociales de catégorie F (les «Parts Sociales de Catégorie F»), trois mille huit cent trente-trois (3.833) parts sociales de catégorie G (les «Parts Sociales de Catégorie G»), trois mille huit cent trente-quatre (3.834) parts sociales de catégorie H (les «Parts Sociales de Catégorie H»), trois mille huit cent trente-quatre (3.834) parts sociales de catégorie I (les «Parts Sociales de Catégorie I») et trois mille huit cent trente-trois (3.833) parts sociales de catégorie J (les «Parts Sociales de Catégorie J»), d'une valeur nominale de zéro dollar des Etats-Unis d'Amérique et cinquante centimes (USD 0,50.-) chacune, ayant les mêmes droits et privilèges que les parts sociales existantes.

3 Acceptation de la souscription de ces nouvelles parts sociales, avec paiement d'une prime d'émission d'un montant total de deux cent quatre-vingt-quinze mille neuf cent trente dollars des Etats-Unis d'Amérique (USD 295.930,-) par le seul associé à libérer intégralement en espèces.

4 Modification du premier paragraphe de l'article cinq (5) des statuts de la Société afin de refléter la réduction de capital.

5 Divers.

a requis le notaire soussigné d'acter les résolutions suivantes:

Première résolution

L'Associé a décidé d'augmenter le capital social de la Société à concurrence de dix-neuf mille cent soixante-six dollars des Etats-Unis d'Amérique (USD 19.166,-) pour le porter de son montant actuel de cinquante-deux millions soixante-seize mille six cent trente-huit dollars des Etats-Unis d'Amérique et cinquante centimes (USD 52.076.638,50) à cinquante-deux millions quatre-vingt-quinze mille huit cent quatre dollars des Etats-Unis d'Amérique et cinquante centimes (USD 52.095.804,50).

Deuxième résolution

L'Associé a décidé d'émettre trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie A, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie B, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie C, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie D, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie E, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie F, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie G, trois mille huit cent trente-quatre (3.834) Parts Sociales de Catégorie H, trois mille huit cent trente-quatre (3.834) Parts Sociales de Catégorie I et trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie J, d'une valeur nominale de zéro dollar des Etats-Unis d'Amérique et cinquante centimes (USD 0,50.-) chacune, ayant les mêmes droits et privilèges que les parts sociales existantes.

Souscription - Paiement

L'Associé a déclaré souscrire à trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie A, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie B, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie C, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie D, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie E, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie F, trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie G, trois mille huit cent trente-quatre (3.834) Parts Sociales de Catégorie H, trois mille huit cent trente-quatre (3.834) Parts Sociales de Catégorie I et trois mille huit cent trente-trois (3.833) Parts Sociales de Catégorie J, d'une valeur nominale de zéro dollar des Etats-Unis d'Amérique et cinquante centimes (USD 0,50.-) chacune avec paiement d'une prime d'émission d'un montant total de deux cent quatre-vingt-quinze mille neuf cent trente dollars des Etats-Unis d'Amérique (USD 295.930,-) et les libérer intégralement en espèces.

Le montant de trois cent quinze mille quatre-vingt-dix-neuf dollars des Etats-Unis d'Amérique (USD 315.096,-) a dès lors été à la disposition de la Société à partir de ce moment, la preuve ayant été rapportée au notaire soussigné.

Troisième résolution

L'Associé a décidé d'accepter ladite souscription et ledit paiement et d'émettre les parts sociales nouvelles conformément à la souscription ci-dessus mentionnée.

Quatrième résolution

L'Associé a décidé de modifier le premier paragraphe de l'article cinq (5) des statuts de la Société pour refléter les résolutions ci-dessus. Ledit alinéa sera dorénavant rédigé comme suit:

« **Art. 5. Capital Emis.** Le capital émis de la Société s'élève à cinquante-deux millions quatre-vingt-quinze mille huit cent et quatre dollars des Etats-Unis d'Amérique (USD 52.095.804,5) divisé en dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie A (les «Parts Sociales de Catégorie A»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie B (les «Parts Sociales de Catégorie B»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie C (les «Parts Sociales de Catégorie C»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie D (les «Parts Sociales de Catégorie D»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie E (les «Parts Sociales de Catégorie E»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie F (les «Parts Sociales de Catégorie F»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie G (les «Parts Sociales de Catégorie G»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie H (les «Parts Sociales de Catégorie H»), dix millions quatre cent dix-neuf mille cent soixante-et-une (10.419.161) parts sociales de catégorie I (les «Parts Sociales de Catégorie I») et dix millions quatre cent dix-neuf mille cent soixante (10.419.160) parts sociales de catégorie J (les «Parts Sociales de Catégorie J»), d'une valeur nominale de zéro dollar des Etats-Unis d'Amérique et cinquante centimes (USD 0,50.-) chacune, toutes sont entièrement libérées».

Frais

Les frais, dépenses, honoraires et charges de toute nature payable par la Société en raison du présent acte sont évalués à mille neuf cents euros (EUR 1.900,-).

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

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

Lecture du présent acte faite et interprétation donnée au mandataire de la partie comparante, connu du notaire soussigné par ses nom, prénom usuel, état et demeure, il a signé avec, le notaire soussigné, notaire le présent acte.

Signé: N. GAUZÈS, DELOSCH.

Enregistré à Diekirch, le 24 décembre 2013. Relation: DIE/2013/15822. Reçu soixante-quinze (75.-) euros

Le Receveur (signé) pd: RECKEN.

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

Diekirch, le 14 février 2014.

Référence de publication: 2014024695/214.

(140029460) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Fidugest S.A., Société Anonyme.

Siège social: L-1325 Luxembourg, 1, rue de la Chapelle.

R.C.S. Luxembourg B 10.744.

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

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

S'est tenue

l'assemblée générale extraordinaire des actionnaires de la société anonyme FIDUGEST S.A., établie et ayant son siège social au 1, rue de la Chapelle, L-1325 Luxembourg, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 10.744, constituée suivant acte notarié en date du 27 février 1973, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial»), numéro 72 du 26 avril 1973 et dont les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire instrumentant en date du 13 février 2008, publié au Mémorial numéro 799 du 2 avril 2008.

La séance est ouverte sous la présidence de Monsieur Régis Galiotto, demeurant professionnellement à Luxembourg.

Le Président désigne comme secrétaire Madame Solange Wolter-Schieres, demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutateur Maître Jean Wagener, avocat avoué, demeurant professionnellement à Luxembourg.

Le bureau de l'assemblée étant ainsi constitué, le président expose et prie le notaire d'acter ce qui suit:

Le Président déclare et prie le notaire d'acter:

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

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

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

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

1. Décision de prononcer la dissolution de la société.
2. Décision de procéder à la mise en liquidation de la société.
3. Désignation d'un ou de plusieurs liquidateurs et détermination de leurs pouvoirs.

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, prend à l'unanimité la résolution suivante:

Première résolution

L'assemblée décide la dissolution anticipée de la Société et prononce sa mise en liquidation à compter de ce jour.

Deuxième résolution

L'assemblée décide de nommer comme liquidateur:

SHANAN COMPANY BV, ayant son siège social à De Boelelaan, 7 (8e étage) NL-1083 NJ Amsterdam.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi coordonnée sur les Sociétés Commerciales. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'Assemblée Générale dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires, donner mainlevée, avec ou sans paiement, de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de dresser inventaire et peut s'en référer aux écritures de la société.

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

L'assemblée accorde pleine et entière décharge aux administrateurs et au commissaire aux comptes de la dite société actuellement en fonction pour l'exécution de leurs mandats.

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

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

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

Signé: R. GALIOTTO, S. WOLTER-SCHIERES, J. WAGENER et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 27 décembre 2013. Relation: LAC/2013/60144. Reçu douze euros (12.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 18 février 2014.

Référence de publication: 2014025305/60.

(140030418) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

Fitness World, Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 57.907.

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Extrait de résolution de l'assemblée générale ordinaire du 05 novembre 2013

L'assemblée décide de reconduire les mandats des administrateurs, de l'administrateur-délégué et du commissaire aux comptes pour une durée de 6 ans et ce jusqu'à l'assemblée générale ordinaire qui se tiendra en 2019.

Le siège social, de la société DANIINVEST S.A., inscrite au RCS Luxembourg sous la référence B87558 est dorénavant situé au 7, route d'Esch à L-1470 Luxembourg.

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

Luxembourg, le 05 novembre 2013.

FITNESS WORLD

Jean NICOLAS

Référence de publication: 2014032252/16.

(140035825) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

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

R.C.S. Luxembourg B 183.199.

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

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

was held an extraordinary general meeting of the shareholders of G Co-Investment IV S.C.A, a société en commandite par actions governed by the laws of the Grand Duchy of Luxembourg, with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg, incorporated pursuant to a deed of Maître Carlo WERSANDT, notary residing in Luxembourg, on 13 December 2013, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") number 555 of 1 March 2014, and registered with the Luxembourg Register of Commerce and Companies under number B 183199 (the "Company"). The articles of association of the Company have not yet been amended.

The meeting was opened at 4.00 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 eDreams ODIGEO (formerly LuxGEO Parent S.à r.l.), a société anonyme governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 282, route de Longwy, L-1940 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 159036 ("eDreams ODIGEO" or the "Absorbing Company") as the absorbing company and (i) AXEUROPE S.A., a société anonyme with registered office at 24, avenue Emile Reuter, L-2420 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 159139, (ii) Luxgoal S.à r.l., a société à responsabilité limitée with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 152268, (iii) G Co-Investment GP S.à r.l., a société à responsabilité limitée with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg, having a share capital of EUR 30,000 and registered with the Luxembourg Register of Commerce and Companies under number B 161761, (iv) G Co-Investment I S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 161794, (v) G Co-Investment II S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 161796, (vi) G Co-Investment III S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 175922, (vii) G Co-Investment IV S.C.A., a société en commandite par actions with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 183199, (viii) GO Partenaires 3, a société anonyme with registered office at 47 avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 159139, as the absorbed companies (the "Absorbed Companies") in accordance with articles 261 ff. of the 1915 Law (the "Merger").

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

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

6. To approve the condition and deferred effect of the Merger and the Exchange which require the approval of the shareholders meeting of all merging entities and will be conditional and effective upon the definitive setting of the price (the "Pricing") of the shares of the Absorbing Company (the "Effective Date") for the purpose of the proposed admission to trading and listing of the Absorbing Company on regulated markets in Spain, while being effective from an accounting perspective as of 1 April 2014.

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

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

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

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

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

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

13. To confirm the subsequent amendment of the articles of association of the Absorbing Company, with effect as of the earlier of the admission to trading of the shares of the Absorbing Company on the Madrid, Barcelona, Valencia and Bilbao stock exchanges (the "Admission to Trading") or the settlement of the initial public offering to institutional investors

in the United States and elsewhere (the "Settlement"), as approved during the extraordinary general meeting of shareholders of the Absorbing Company held on 20 March 2014.

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

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

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

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

(i) The shareholders present or represented, the 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 one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares of the Company, one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares are duly present or represented at the present meeting, and in consideration of the agenda and the provisions of articles 67-1 and 68 of the 1915 Law, the present meeting is validly constituted and may validly deliberate on all items of the agenda which shareholders have been duly informed of before this meeting.

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

- the Joint Merger Proposal;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

First resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Second resolution

The meeting resolved to acknowledge the reports issued by the manager and KPMG Luxembourg S.à r.l. in accordance with Article 266 (1) of the 1915 Law in relation to the transactions contemplated in the Joint Merger Proposal.

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Third resolution

The meeting resolved to approve the Merger.

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fourth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fifth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Sixth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Seventh resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Eighth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Ninth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Tenth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Eleventh resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Twelfth resolution

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter II. Capital, Shares

Art. 5. Issued Capital.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Art. 6. Shares.

6.1 Each share entitles to one vote.

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

The shares are freely transferable.

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

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

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

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

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

With respect to the registered shares, a shareholders' register, which may be examined by any shareholder, will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number and class (if any) of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof.

Each shareholder will notify its address and any change thereof to the Company by registered letter. The Company will be entitled to rely for any purposes whatsoever on the last address thus communicated. Ownership of the registered shares will result from the recordings in the shareholders' register. Certificates reflecting the recordings in the shareholders' register may be delivered to the shareholders upon their request. The Company may issue multiple registered share certificates.

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

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

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

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

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

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

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

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

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

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

voting rights of such holder of shares pro rata the proportion of shares for which the requested information has not been obtained.

Art. 7. [RESERVED]

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

The new shares to be subscribed for by contribution in cash will be offered by preference to the existing shareholders in proportion to the part of the capital which those shareholders are holding.

The Board of Directors shall determine the period within which the preferred subscription right shall be exercised. This period may not be less than thirty (30) days.

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

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

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

Chapter III. Board of directors, Auditors

Art. 11. Board of Directors. The Company shall be managed by a board of directors, composed of not less than four members, who need not be shareholders themselves (the "Board of Directors"). If and as long as the Company has only one (1) shareholder, the Board of Directors may comprise one (1) member only. The members of the Board of Directors will be appointed by the general meeting of shareholders, who will determine their number and the duration of their mandate, which may not exceed six (6) years. They are eligible for re-appointment and may be removed at any time, with or without cause, by a resolution adopted by the general meeting of shareholders.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter IV. General meeting of shareholders

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Such adjournment automatically cancels any resolution already adopted prior thereto.

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

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

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

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

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

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

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

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

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

- agenda of the general meeting;

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

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

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

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

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

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

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

At any general meeting of shareholders, convened in accordance with the Articles of Incorporation or the Laws, for the purpose of amending the Articles of Incorporation of the Company or voting on resolutions whose adoption is subject to the quorum and majority requirements of an amendment to the Articles of Incorporation, the quorum shall be at least one half (1/2) of all the shares issued and outstanding. If the said quorum is not present at a first meeting, a second meeting may be convened at which there shall be no quorum requirement. In order for the proposed resolutions to be adopted, and save as otherwise provided by the Laws, a two thirds (2/3rds) 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: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Thirteenth resolution

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

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

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

2. Registered office.

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

2.2 The Registered Office may be transferred:

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

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

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

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

3. Objects. The objects of the Company are:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

5. Share capital.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

All Shares have equal rights.

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

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

behalf, its own Shares by simple majority of the votes cast, regardless of the proportion of the capital represented by Shareholders attending the Shareholders' Meeting.

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

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

6. Indivisibility of shares.

6.1 Each Share is indivisible.

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

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

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

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

10. The directors.

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

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

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

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

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

10.5 A Director need not be a Shareholder.

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

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

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

10.8.1 Two (2) Directors shall be appointed from among candidates put forward by Luxgoal 3 S.à r.l. ("Luxgoal 3") and/or its Affiliates, as the case may be, (the "Luxgoal 3 Group") as long as the Luxgoal 3 Group holds at least 17.5% of the Shares issued by the Company; if Luxgoal 3 Group's shareholding in the Company falls below 17.5% of the share capital, but remains above 7.5% of the share capital then only one (1) Director shall be appointed from among candidates put forward by the Luxgoal 3 Group. For the avoidance of doubt, if the Luxgoal 3 Group's shareholding in the Company falls below 7.5%, it will have no specific entitlement under this Article 10.8.1 for its candidates to be appointed as Directors

whether or not its shareholding later increases such that it exceeds 7.5% of the share capital. If Luxgoal 3 Group's shareholding in the Company falls below 17.5%, the Luxgoal 3 Group shall ensure that one of the Directors appointed from a list of candidates put forward by it shall immediately resign. If the shareholding of the Luxgoal 3 Group in the Company falls below 7.5%, the Luxgoal 3 Group shall ensure that the other Director appointed from a list of candidates put forward by it shall immediately resign. The Board of Directors shall appoint a new independent Director as a replacement for such resigning Director. Such replacement Director shall be selected and appointed by the Board of Directors as soon as possible following the resignation of the relevant Director and in accordance with Article 10.12.

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

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

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

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

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

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

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

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

10.13 The members of the Board of Directors are entitled to remuneration, decided in aggregate by the Shareholders' Meeting. The Board of Directors shall resolve on the sharing of such aggregate remuneration between the members of the Board of Directors and may grant additional remuneration within the limits of any budget approved by the Shareholders' Meeting to Directors who are in charge of specific duties or missions within their mandate as member of the Board of Directors. The Remuneration and Nomination Committee shall assist the Board of Directors with this task.

10.14 The Board of Directors shall appoint a member as chairman (the "Chairman"), who may also be the chief executive officer ("CEO") of the Company. If the Chairman is indeed the CEO, at least one independent Director shall be appointed by the Board of Directors as vice chairman (the "Vice Chairman(s)") and will have authority to convene a

Board Meeting (as defined in Article 13 of the present Articles) or include items on the agenda, coordinate and hear the concerns of non executive directors and to lead the Board's evaluation of the Chairman and CEO.

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

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

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

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

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

12. Delegation of powers.

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

12.2 A Daily Manager need not be a Shareholder.

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

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

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

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

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

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

13. Board meetings.

13.1 Meetings of the Board of Directors ("Board Meetings") may be convened by the Chairman or Vice Chairman. In addition, any Director appointed upon nomination by the Luxgoal 3 Group and Ardian Group pursuant to Articles 10.8.1 and 10.8.2 may also call a Board Meeting as long as the Luxgoal 3 Group or the Ardian Group, as applicable, holds at least 7.5% of the Company's share capital.

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

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

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

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

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

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

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

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

14. Shareholders' meetings.

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

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

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

14.4 Convening of Shareholders' Meeting

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

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

14.5 Length and form of notice

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

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

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

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

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

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

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

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

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

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

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

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

14.7 Waiver of formalities of notice

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

14.8 Proceedings, quorum and majority

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

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

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

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

14.8.5 Shareholders may be authorised to participate in a Shareholders' Meeting by electronic means, ensuring, notably, any or all of the following forms of participation: (a) a real-time transmission of the Shareholders' Meeting; (b) a 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 1 st April and ends on the 31 st March of each year (the "Financial Year").

18. Distributions on shares.

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

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

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

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

20. Interpretation and Luxembourg law.

20.1 In these Articles:

20.1.1 a reference to:

(a) one gender shall include each gender;

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

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

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

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

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

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four(784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fourteenth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thou-

sand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fifteenth resolution

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

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Sixteenth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Seventeenth resolution

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

Vote in favour: one (1) class A share, seven hundred eighty-four thousand three hundred forty-eight (784,348) class B shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class C shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class D shares, seven hundred eighty-four thousand three hundred

forty-four (784,344) class E shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class F shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class G shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class H shares, seven hundred eighty-four thousand three hundred forty-four (784,344) class I shares and seven hundred eighty-four thousand three hundred forty-four (784,344) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Notary's statement

In accordance with Articles 271 (2) and 273 of the 1915 Law, the undersigned notary (i) declares and certifies having verified the existence and validity, under Luxembourg law, of the Joint Merger Proposal and of the legal acts and formalities imposed in order to render the Merger effective.

There being no other business on the agenda, the meeting was adjourned at 4.15 p.m..

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

Whereupon, the present deed was drawn up in Luxembourg by the undersigned notary, on the day referred to at the beginning of this document.

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

Suit la traduction française de l'acte qui précède:

(N.B Pour des raisons techniques, la version française est publiée au Mémorial C-N° 1028 du 23 avril 2014.)

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

Enregistré à Luxembourg A.C., le 8 avril 2014. LAC/2014/16628. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 16 avril 2014.

Référence de publication: 2014055978/1475.

(140064667) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.

Holding Blanc Bleu 2 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 100.000,00.

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

R.C.S. Luxembourg B 169.846.

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Par résolutions prises en date du 31 janvier 2014, les associés ont décidé de nommer Baker Tilly Luxembourg Audit S.à r.l., avec siège social au 37, rue des Scillas, L-2529 Howald, au mandat de réviseur d'entreprise agrée, avec effet immédiat et pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 décembre 2013 et qui se tiendra en 2014;

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

Luxembourg, le 26 février 2014.

Référence de publication: 2014032287/14.

(140036469) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Harmonessence S.A., Société Anonyme.

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

R.C.S. Luxembourg B 163.770.

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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: 2014032290/10.

(140036200) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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