SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1031 **23 avril 2014**

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SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Immo-Nord Guy Kartheiser S.A., Société Anonyme.

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

R.C.S. Luxembourg B 108.698.

RECTIFICATIF

Remplace le numéro du dépôt initial L130173967 déposé le 11/10/2013

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

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

Signature.

Référence de publication: 2014032278/12.

(140036429) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Global Trust Advisors S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.

R.C.S. Luxembourg B 68.731.

Il est à noter que suite à un changement d'adresse, les administrateurs et administrateurs délégués de la société (respectivement Massimo Longoni, Andrea De Maria, Vincent Willems et Riccardo Moraldi) sont désormais professionnellement domiciliées au 26-28 rives de Clausen à L-2165 Luxembourg.

Pour extrait conforme.

Luxembourg, le 27 février 2014.

Référence de publication: 2014032279/12.

(140036033) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

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

R.C.S. Luxembourg B 118.350.

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: 2014032273/9.

(140036208) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

HR Communication S.A., Société Anonyme.

Siège social: L-2339 Luxembourg, 2, rue Christophe Plantin.

R.C.S. Luxembourg B 184.286.

Extrait des résolutions de l'assemblée générale du 14 février 2014

L'Assemblée générale décide de révoquer Messieurs Max GALOWICH, Jean-Paul FRANK et Steve KIEFFER de leurs fonctions de membres du conseil d'administration avec effet au 14 février 2014.

L'Assemblé décide de nommer Messieurs Paul PECKELS, Jean SCHINTGEN et Robert HEVER, demeurant tous les trois professionnellement à L-2339 Luxembourg, 2 rue Christophe Plantin, au conseil d'administration avec effet au 14 février 2014 et jusqu'à l'assemblée générale qui se tiendra en 2015.

L'Assemblée Générale décide de nommer Monsieur Paul PECKELS comme président du Conseil d'Administration, avec effet au 14 février 2014.

L'Assemblée Générale décide de nommer Monsieur Robert HEVER administrateur-délégué, responsable de la gestion journalière, avec effet au 14 février 2014 et jusqu'à l'assemblée générale qui se tiendra en 2015.

Extrait de la résolution du conseil d'administration du 17 février 2014

Il résulte du procès-verbal du conseil d'administration du 17 février 2014 que le siège social a été transféré à L-2339 Luxembourg, 2 rue Christophe Plantin.

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

Référence de publication: 2014032298/21.

(140035764) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Gaia Fund S.A., SICAV-SIF, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.

Siège social: L-1855 Luxembourg, 15, avenue J.F. Kennedy.

R.C.S. Luxembourg B 128.097.

Le Bilan pour l'exercice 2013 approuvé par l'Assemblée Générale Extraordinaire du 28 octobre 2013 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.

Référence de publication: 2014032261/12.

(140036416) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Finefra S.A., Société Anonyme.

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

R.C.S. Luxembourg B 89.862.

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.

Pour FINEFRA S.A.
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014032243/11.

(140036139) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Fiduciaire Roland Kohn S.à r.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 259, route d'Esch.

R.C.S. Luxembourg B 142.883.

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.

FIDUCIAIRE ROLAND KOHN S.à.r.l.
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2014032239/13.

(140035848) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

M. & A. Investors (Luxembourg) S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 22, avenue de la Liberté.

R.C.S. Luxembourg B 81.020.

En date du 27 février 2014, s'est tenue une assemblée générale extraordinaire des obligataires de l'emprunt obligataire privé 1 ^{er} mars 2011 - 1 ^{er} mars 2014 - CHF 3.000.000, 5 ¼ % + profit variable, référencé sous le numéro ISIN XS0599186482.

Il résulte de ladite assemblée que l'échéance de l'emprunt en cause, initialement prévue le 1 ^{er} mars 2014, a été prorogée au 1 ^{er} septembre 2014.

La présente publication est effectuée conformément à l'article 94-2 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

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

Luxembourg, le 27 février 2014.

Pour la société
Un mandataire

Référence de publication: 2014032385/18.

(140036420) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Loisirs Ré, Loisirs Ré S.A., Société Anonyme.

Siège social: L-2633 Senningerberg, 6B, route de Trèves.

R.C.S. Luxembourg B 163.885.

Les comptes annuels au 30/09/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014032376/9.

(140036130) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Lyra Invest Fund, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 133.054.

CLÔTURE DE LIQUIDATION

En date du 30 janvier 2014, l'assemblée générale extraordinaire de la Société a décidé de clôturer la liquidation de la Société avec effet immédiat.

Elle a en outre décidé que les livres et documents sociaux de la Société seront conservés au 20, boulevard Emmanuel Servais, L-2535 Luxembourg pendant une période de cinq années à compter de la publication du présent extrait au Mémorial C, Recueil des Sociétés et Associations.

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

Lyra Invest Fund

Référence de publication: 2014032384/15.

(140035809) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Makaira S.A., Société Anonyme.

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

R.C.S. Luxembourg B 179.002.

Extrait des décisions prises par l'associée unique en date du 26 août 2013

1. Monsieur Jonathan LEPAGE a démissionné de son mandat d'administrateur de catégorie A.

2. Monsieur Christophe-Emmanuel SACRE, administrateur de sociétés, né à Ottignies (Belgique), le 22 janvier 1985, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme administrateur de catégorie A jusqu'à l'issue de l'assemblée générale statutaire de 2019.

Luxembourg, le 27 février 2014.

Pour extrait sincère et conforme

Pour Makaira S.A.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014032387/16.

(140036362) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Harvest I S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 159.873.

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

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

Luxembourg, le 18 février 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014032284/14.

(140035786) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Management Union for Strategy and Trade, Société Anonyme.

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

R.C.S. Luxembourg B 88.893.

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: 2014032390/10.

(140036501) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Masonite Luxembourg S.A., Société Anonyme.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 88.921.

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

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

Luxembourg, le 27 février 2014.

Maître Léonie GRETHEN

Notaire

Référence de publication: 2014032391/12.

(140036276) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

MedBridge GP S.à r.l., Société à responsabilité limitée.

Capital social: USD 70.000,00.

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

R.C.S. Luxembourg B 184.366.

En date du 31 décembre 2013, l'associé unique Davina Bruckner, avec adresse au 10, Berdichevsky, 64258 Tel Aviv, Israël, a cédé la totalité de ses 350 parts sociales de catégorie B à Daniel Haimovic, avec adresse au 10, Berdichevsky, 64258 Tel Aviv, Israël, qui les acquiert.

En conséquence, les associés de la société sont les suivants:

- Davina Bruckner, précité, avec 350 parts sociales de catégorie A
- Daniel Haimovic, précité, avec 350 parts sociales de catégorie B

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

Luxembourg, le 26 février 2014.

Référence de publication: 2014032393/16.

(140036467) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

MRN Invest, Société à responsabilité limitée.

Capital social: EUR 14.844.600,00.

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

R.C.S. Luxembourg B 184.732.

EXTRAIT

Il résulte d'une résolution du conseil de gérance de la Société du 29 janvier 2014 que Monsieur Arthur Moreno, né à Paris le 22 septembre 1975 et résidant à Lisbonne au 23, Calçada do ferragial, 12-181, a été élu en tant que Gérant de catégorie A à compter la présente assemblée.

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

Luxembourg, le 04.02.2014.

Pour la Société

Un mandataire

Référence de publication: 2014032434/16.

(140035813) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Marguerite Immobilière Holding S. à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 55.915.

La soussignée Madame Luisella MORESCHI, en sa qualité de Gérante unique de la société MARGUERITE IMMOBILIERE HOLDING Sàrl atteste par la présente que suite à une cession de parts sociales,

Le nouvel associé de la société est:

- DORSTEIN LIMITED.: . . . . 14.000 parts sociales

Luxembourg, le 20 février 2014.

Luisella MORESCHI.

Référence de publication: 2014032408/12.

(140036119) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Mount Tai Chemical Holding Company S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 151.578.

Le bilan de la société au 31/12/2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2014032400/12.

(140035817) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Morgan Stanley Luxembourg Holdings II S.A., Société Anonyme,

(anc. Morgan Stanley Luxembourg Reinsurance S.A.).

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 56.772.

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 26 février 2014.

Référence de publication: 2014032399/10.

(140035858) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Morgan Stanley Europe Holdings S.A., Société Anonyme,

(anc. Morgan Stanley Europe Reinsurance S.A.).

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 56.611.

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 26 février 2014.

Référence de publication: 2014032398/10.

(140035857) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

MB Technology Partner Sàrl, Société à responsabilité limitée.

Siège social: L-1330 Luxembourg, 54, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 145.737.

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: 2014032411/10.

(140036176) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Millenium 3 S.A., Société Anonyme.

Siège social: L-2441 Luxembourg, 330, rue du Rollingergrund.

R.C.S. Luxembourg B 175.608.

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 26 février 2014.

Référence de publication: 2014032421/10.

(140035854) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Mindforest, Société Anonyme.

Siège social: L-2430 Luxembourg, 34, rue Michel Rodange.

R.C.S. Luxembourg B 78.271.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 27 février 2014.

Référence de publication: 2014032422/10.

(140036309) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Mindforest International S.A., Société Anonyme.

Siège social: L-2430 Luxembourg, 34, rue Michel Rodange.

R.C.S. Luxembourg B 91.706.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 27 février 2014.

Référence de publication: 2014032423/10.

(140036310) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Mobillux Sàrl, Société à responsabilité limitée.

Siège social: L-9838 Eisenbach, 1, Kounenhaff.

R.C.S. Luxembourg B 150.430.

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: 2014032424/10.

(140036347) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

PepsiCo Finance Europe Limited, Société Anonyme.

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

R.C.S. Luxembourg B 73.863.

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.

PepsiCo Finance Europe Limited
M.P. Paul Galliver
Manager

Référence de publication: 2014032468/14.

(140036155) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

SERVICE CENTRAL DE LÉGISLATION
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Garrison LC Funding I S.à r.l., Société à responsabilité limitée.

Siège social: L-2633 Senningerberg, 6D, route de Trèves.

R.C.S. Luxembourg B 184.484.

STATUTES

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

Before Maître Léonie GRETHEN, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

GLC II 2013 LP, a limited partnership existing under the laws of the United States, having its registered office at 1290 Avenue of the Americas, Suite 914, New York, NY 10104, United States,

here represented by Mr Juan Alvarez Hernandez, employee, whose professional address is at 6D, EBBC, route de Trèves, L-2633 Senningerberg, by virtue of a power of attorney given under private seal on 24 October 2013. The power of attorney, after signature ne varietur by the representative of the appearing party and the undersigned notary, will remain attached to this deed for the purpose of registration.

The appearing party, represented as above, has requested the undersigned notary, to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is "Garrison LC Funding I S.à r.l." (the Company). The Company is a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg, in particular the law of August 10, 1915 on commercial companies, as amended (the Law), and these articles of association (the Articles).

Art. 2. Registered office.

2.1. The Company's registered office is established in the city of Senningerberg, Grand Duchy of Luxembourg. It may be transferred within the municipality of Niederanven by a resolution of the board of managers. It may be transferred to any other location in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers. If the board of managers determines that extraordinary political or military developments or events have occurred or are imminent, and that those developments or events may interfere with the normal activities of the Company at its registered office, or with ease of communication between that office and persons abroad, the registered office may be temporarily transferred abroad until the developments or events in question have completely ceased. Any such temporary measures do not affect the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Corporate object.

3.1. The Company's object is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form, except by way of public offer. It may issue, by way of private placement only, notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

3.3. The Company may use any legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property which, directly or indirectly, favours or relates to its corporate object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited period.

4.2. The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or more shareholders.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at twenty thousand US Dollars (USD 20,000.-), represented by two million (2,000,000) shares in registered form, with a par value of one cent US Dollar (USD 0.01.-) each, all subscribed and fully paid-up.

5.2. The share capital may be increased or reduced once or more by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. The shares are indivisible and the Company recognises only one (1) owner per share.

6.2. The shares are freely transferable between shareholders.

When the Company has a sole shareholder, the shares are freely transferable to third parties.

When the Company has more than one shareholder, the transfer of shares (inter vivos) to third parties is subject to prior approval by the shareholders representing at least three-quarters of the share capital.

A share transfer is only binding on the Company or third parties following notification to or acceptance by the Company in accordance with article 1690 of the Civil Code.

6.3. A register of shareholders is kept at the registered office and may be examined by any shareholder on request.

6.4. The Company may redeem its own shares, provided it has sufficient distributable reserves for that purpose, or if the redemption results from a reduction in the Company's share capital.

III. Management - Representation

Art. 7. Appointment and removal of managers.

7.1. The Company is managed by one manager or a board of managers which may be composed of one (1) or several class A manager(s) and one (1) or several class B manager(s) (the Board). The managers are appointed by a resolution of the shareholders, which sets the term of their mandate. The managers need not be shareholders.

7.2. The managers may be removed at any time, with or without cause, by a resolution of the shareholders.

Art. 8. Board of managers.

If several managers are appointed, they constitute the Board.

8.1. Powers of the board of managers

(i) All powers not expressly reserved to the shareholders by the Law or the Articles fall within the competence of the Board, which has full power to carry out and approve all acts and operations consistent with the Company's corporate object.

(ii) The Board may delegate special and limited powers to one or more agents for specific matters.

8.2. Procedure

(i) The Board meets at the request of any two (2) managers, at the place indicated in the convening notice, which in principle is in Luxembourg.

(ii) Written notice of any Board meeting is given to all managers at least twenty-four (24) hours in advance, except in the case of an emergency, whose nature and circumstances are set forth in the notice.

(iii) No notice is required if all members of the Board are present or represented and state that know the agenda for the meeting. A manager may also waive notice of a meeting, either before or after the meeting. Separate written notices are not required for meetings which are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant another manager power of attorney in order to be represented at any Board meeting.

(v) The Board may only validly deliberate and act if a majority of its members are present or represented and if class A manager(s) and class B manager(s) have been appointed, the Board may only validly deliberate and act if at least one (1) class A manager and at least one (1) class B manager are present or represented. Board resolutions are validly adopted by a majority of the votes by the managers present or represented provided that if class A manager(s) and class B manager (s) have been appointed any resolution shall not validly be passed unless it is approved by at least one (1) class A manager and at least one (1) class B manager. Board resolutions are recorded in minutes signed by the chairperson of the meeting or, if no chairperson has been appointed, by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference, or by any other means of communication which allows all those taking part in the meeting to identify, hear and speak to each other. Participation by such means is deemed equivalent to participation in person at a duly convened and held meeting.

(vii) Circular resolutions signed by all the managers (the Managers' Circular Resolutions) are valid and binding as if passed at a duly convened and held Board meeting, and bear the date of the last signature.

8.3. Representation

(i) The Company is bound towards third parties in all matters by the joint signatures of any two (2) managers or if class A manager(s) and class B manager(s) have been appointed, by the joint signatures of at least one (1) class A manager and at least one (1) class B manager.

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(ii) The Company is also bound towards third parties by the signature of any person to whom special powers have been delegated.

Art. 9. Sole manager.

9.1. If the Company is managed by a sole manager, all references in the Articles to the Board or the managers are to be read as references to the sole manager, as appropriate.

9.2. The Company is bound towards third parties by the signature of the sole manager.

9.3. The Company is also bound towards third parties by the signature of any person to whom the sole manager has delegated special powers.

Art. 10. Liability of the managers.

10.1. The managers may not, be held personally liable by reason of their mandate for any commitment they have validly made in the name of the Company, provided those commitments comply with the Articles and the Law.

IV. Shareholder(s)

Art. 11. General meetings of shareholders and shareholders' circular resolutions.

11.1. Powers and voting rights

(i) Resolutions of the shareholders are adopted at a general meeting of shareholders (the General Meeting) or by way of circular resolutions (the Shareholders' Circular Resolutions).

(ii) When resolutions are to be adopted by way of Shareholders' Circular Resolutions, the text of the resolutions is sent to all the shareholders, in accordance with the Articles. Shareholders' Circular Resolutions signed by all the shareholders are valid and binding as if passed at a duly convened and held General Meeting, and bear the date of the last signature.

(iii) Each share gives entitlement to one (1) vote.

11.2. Notices, quorum, majority and voting procedures

(i) The shareholders are convened to General Meetings or consulted in writing on the initiative of any managers or shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all shareholders at least eight (8) days prior to the date of the meeting, except in the case of an emergency whose nature and circumstances are set forth in the notice.

(iii) General Meetings are held at the time and place specified in the notices.

(iv) If all the shareholders are present or represented and consider themselves duly convened and informed of the agenda of the General Meeting, it may be held without prior notice.

(v) A shareholder may grant written power of attorney to another person, shareholder or otherwise, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders' Circular Resolutions are passed by shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted a second time, and the resolutions are adopted at the second General Meeting or by Shareholders' Circular Resolutions by a majority of the votes cast, irrespective of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital.

(viii) Any change in the nationality of the Company and any increase in a shareholder's commitment to the Company require the unanimous consent of the shareholders.

Art. 12. Sole shareholder.

12.1. When the number of shareholders is reduced to one (1), the sole shareholder exercises all powers granted by the Law to the General Meeting.

12.2. Any reference in the Articles to the shareholders and the General Meeting or to Shareholders' Circular Resolutions is to be read as a reference to the sole shareholder or the shareholder's resolutions, as appropriate.

12.3. The resolutions of the sole shareholder are recorded in minutes or drawn up in writing.

V. Annual Accounts - Allocation of profits - Supervision

Art. 13. Financial year and approval of annual accounts.

13.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

13.2. The Board prepares the balance sheet and profit and loss account annually, together with an inventory stating the value of the Company's assets and liabilities, with an annex summarising its commitments and the debts owed by its manager(s) and shareholders to the Company.

13.3. Any shareholder may inspect the inventory and balance sheet at the registered office.

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13.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders' Circular Resolutions within six (6) months following the closure of the financial year.

Art. 14. External Auditors (réviseurs d'entreprises).

14.1. When so required by law, the Company's operations are supervised by one or more external auditors (réviseurs d'entreprises).

14.2. The shareholders appoint the external auditors, if any, and determine their number and remuneration and the term of their mandate, which may not exceed six (6) years but may be renewed.

Art. 15. Allocation of profits.

15.1. Five per cent (5%) of the Company's annual net profits are allocated to the reserve required by law. This requirement ceases when the legal reserve reaches an amount equal to ten per cent (10%) of the share capital.

15.2. The shareholders determine the allocation of the balance of the annual net profits. They may decide on the payment of a dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions.

15.3. Interim dividends may be distributed at any time subject to the following conditions:

(i) the Board draws up interim accounts;

(ii) the interim accounts show that sufficient profits and other reserves (including share premiums) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the legal reserve;

(iii) the Board must make the decision to distribute interim dividends within two (2) months from the date of the interim accounts;

(iv) the rights of the Company's creditors are not threatened, taking the assets of the Company; and

(v) if the interim dividends paid exceed the distributable profits at the end of the financial year, the shareholders must refund the excess to the Company.

VI. Dissolution - Liquidation

16.1. The Company may be dissolved at any time by a resolution of the shareholders adopted with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital. The shareholders appoint one or more liquidators, who need not be shareholders, to carry out the liquidation, and determine their number, powers and remuneration. Unless otherwise decided by the shareholders, the liquidators have full power to realise the Company's assets and pay its liabilities.

16.2. The surplus after realisation of the assets and payment of the liabilities is distributed to the shareholders in proportion to the shares held by each of them.

VII. General provisions

17.1. Notices and communications may be made or waived, and Managers' and Shareholders' Circular Resolutions may be evidenced, in writing, by fax, email or any other means of electronic communication.

17.2. Powers of attorney are granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager, in accordance with such conditions as may be accepted by the Board.

17.3. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements for being deemed equivalent to handwritten signatures. Signatures of the Managers' Circular Resolutions, the resolutions adopted by the Board by telephone or video conference or the Shareholders' Circular Resolutions, as the case may be, are affixed to one original or several counterparts of the same document, all of which taken together constitute one and the same document.

17.4. All matters not expressly governed by these Articles are determined in accordance with the applicable law and, subject to any non-waivable provisions of the law, with any agreement entered into by the shareholders from time to time.

Transitional provision

The first financial year begins on the date of this deed and ends on December 31, 2013.

Subscription and payment

GLC II 2013 LP, represented as stated above, declares to subscribe two million (2,000,000) shares in registered form, with a par value of one cent US Dollar (USD 0.01) each, and agrees to pay them in full by a contribution in cash of twenty thousand US Dollars (USD 20,000.-) to be allocated to the share capital account of the Company.

The amount of twenty thousand US Dollars (USD 20,000.-) is at the Company's disposal and evidence thereof has been given to the undersigned notary.

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Costs

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with its incorporation are estimated at approximately one thousand one hundred euros (EUR 1,100.-).

Resolutions of the sole shareholder

Immediately after the incorporation of the Company, the sole shareholder, representing the entire subscribed capital, adopted the following resolutions:

1. The following persons are appointed as managers of the Company for an indefinite period:

as class A managers:

- GSH Lux Director LLC., a limited liability company existing under the laws of the United States, registered within the State of Delaware, Corporate Division, having its registered office at Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, United States of America.

as class B managers:

- Mr Ronan Carroll, employee, born on November 11, 1971, in Dublin, Ireland, with professional address at 6D, EBBC, Route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg; and

- Mr Juan Alvarez Hernandez, employee, born on October 11, 1983, in Madrid, Spain, with professional address at 6D, EBBC, Route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

2. The registered office of the Company is set at 6D, EBBC, Route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg.

Declaration

The undersigned notary, who understands and speaks English, states that at the request of the appearing party, this deed is drawn up in English, followed by a French version, and that in the case of divergences between the English text and the French text, the English text prevails.

WHEREOF, this deed was drawn up in Luxembourg, on the day stated above.

This deed has been read to the representative of the appearing party, who is known to the notary by his surname, first name, civil status and residence, this person, signed together with the notary, this original deed.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le trentième jour du mois d'octobre.

Par devant Maître Léonie GRETHEN, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A COMPARU:

GLC II 2013 LP, une société à responsabilité limité de droit américain, (Etats-Unis), dont le siège social est situé à 1290, Avenue des Amériques, Suite 914, New York, NY 10104, Etats-Unis,

représentée par Monsieur Juan Alvarez Hernandez, salarié, résidant professionnellement à L-2633 Senningerberg, 6D, EBBC, route de Trèves, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé le 24 octobre 2013. Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

La partie comparante, représentée comme indiqué ci-dessus, a prié le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

I. Dénomination - Siège social - Objet - Durée

Art. 1 er . Dénomination. Le nom de la société est "Garrison LC Funding I S.à r.l." (la Société). La Société est une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la Société est établi à Senningerberg, Grand-Duché de Luxembourg. Il peut être transféré dans la commune de Niederanven par décision du conseil de gérance. Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution des associés, agissant selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du conseil de gérance. Lorsque le conseil de gérance estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou évènements sont de nature compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provisoires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

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Art. 3. Objet social.

3.1. L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs mobilières et instruments financiers émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2. La Société peut emprunter sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de billets à ordre, d'obligations et de tous types de titres et instruments de dette ou de capital. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

Art. 4. Durée.

4.1. La Société est formée pour une durée indéterminée.

4.2. La Société n'est pas dissoute en raison de la mort, de la suspension des droits civils, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre évènement similaire affectant un ou plusieurs associés.

II. Capital - Parts sociales

Art. 5. Capital.

5.1. Le capital social est fixé à vingt mille US Dollar (USD 20.000,-), représenté par deux millions (2.000.000) parts sociales sous forme nominative, d'une valeur nominale d'un cent US Dollar (USD 0,01.-) chacune, toutes souscrites et entièrement libérées.

5.2. Le capital social peut être augmenté ou réduit à une ou plusieurs reprises par une résolution des associés, adoptée selon les modalités requises pour la modification des Statuts.

Art. 6. Parts sociales.

6.1. Les parts sociales sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par part sociale.

6.2. Les parts sociales sont librement cessibles entre associés.

Lorsque la Société a un associé unique, les parts sociales sont librement cessibles aux tiers.

Lorsque la Société a plus d'un associé, la cession des parts sociales (inter vivos) à des tiers est soumise à l'accord préalable des associés représentant au moins les trois-quarts du capital social.

Une cession de parts sociales n'est opposable à l'égard de la Société ou des tiers, qu'après avoir été notifiée à la Société ou acceptée par celle-ci conformément à l'article 1690 du Code Civil.

6.3. Un registre des associés est tenu au siège social et peut être consulté à la demande de chaque associé.

6.4. La Société peut racheter ses propres parts sociales à condition que la Société ait des réserves distribuables suffisantes à cet effet ou que le rachat résulte de la réduction du capital social de la Société.

III. Gestion - Représentation

Art. 7. Nomination et révocation des gérants.

7.1. La Société est gérée par un gérant ou un conseil de gérance qui peut être composé d'un (1) ou plusieurs gérants de catégorie A et un (1) ou plusieurs gérants de catégorie B (le Conseil). Les gérants sont nommés par une résolution des associés, qui fixe la durée de leur mandat. Les gérants ne doivent pas nécessairement être associés.

7.2. Les gérants sont révocables à tout moment, avec ou sans raison, par une décision des associés.

Art. 8. Conseil de gérance.

Si plusieurs gérants sont nommés, ils constituent le Conseil.

8.1. Pouvoirs du conseil de gérance

(i) Tous les pouvoirs non expressément réservés par la Loi ou les Statuts à ou aux associés sont de la compétence du Conseil, qui a tous les pouvoirs pour effectuer et approuver tous les actes et opérations conformes à l'objet social.

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(ii) Des pouvoirs spéciaux et limités peuvent être délégués par le Conseil à un ou plusieurs agents pour des tâches spécifiques.

8.2. Procédure

(i) Le Conseil se réunit sur convocation de 2 gérants au lieu indiqué dans l'avis de convocation, qui en principe, est au Luxembourg.

(ii) Il est donné à tous les gérants une convocation écrite de toute réunion du Conseil au moins vingt-quatre (24) heures à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence sont mentionnées dans la convocation à la réunion.

(iii) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et s'ils déclarent avoir parfaitement eu connaissance de l'ordre du jour de la réunion. Un gérant peut également renoncer à la convocation à une réunion, que ce soit avant ou après ladite réunion. Des convocations écrites séparées ne sont pas exigées pour des réunions se tenant dans des lieux et à des heures fixés dans un calendrier préalablement adopté par le Conseil.

(iv) Un gérant peut donner une procuration à un autre gérant afin de le représenter à toute réunion du Conseil.

(v) Le Conseil ne peut délibérer et agir valablement que si une majorité de ses membres sont présents ou représentés et, si un ou plusieurs gérants de catégorie A et un ou plusieurs gérants de catégorie B ont été nommés, le Conseil ne peut délibérer et agir valablement que si au moins un (1) gérant de catégorie A et au moins un (1) gérant de catégorie B sont présents ou représentés. Les décisions du Conseil sont valablement adoptées à la majorité des voix des gérants présents ou représentés à condition que, si un ou plusieurs gérants de catégorie A et un ou plusieurs gérants de catégorie B ont été nommés, toute décision ne sera valablement adoptée à moins qu'elle soit approuvée par au moins un (1) gérant de catégorie A et un (1) gérant de catégorie B. Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président de la réunion ou, si aucun président n'a été nommé, par tous les gérants présents ou représentés.

(vi) Tout gérant peut participer à toute réunion du Conseil par téléphone ou visio- conférence ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue.

(vii) Des résolutions circulaires signées par tous les gérants (les Résolutions Circulaires des Gérants) sont valables et engagent la Société comme si elles avaient été adoptées lors d'une réunion du Conseil valablement convoquée et tenue et portent la date de la dernière signature.

8.3. Représentation

(i) La Société est engagée vis-à-vis des tiers en toutes circonstances par les signatures conjointes de deux (2) gérants ou, si un ou plusieurs gérants de catégorie A et un ou plusieurs gérants de catégorie B ont été nommés, par la signature conjointe d'au moins un (1) gérant de catégorie A et au moins un (1) gérant de catégorie B.

(ii) La Société est également engagée vis-à-vis des tiers par la signature de toutes les personnes à qui des pouvoirs spéciaux ont été délégués.

Art. 9. Gérant unique.

9.1. Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil ou aux gérants doit être considérée, le cas échéant, comme une référence au gérant unique.

9.2. La Société est engagée vis-à-vis des tiers par la signature du gérant unique.

9.3. La Société est également engagée vis-à-vis des tiers par la signature de toutes personnes à qui des pouvoirs spéciaux ont été délégués.

Art. 10. Responsabilité des gérants.

10.1. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

IV. Associé(s)

Art. 11. Assemblées générales des associés et résolutions circulaires des associés.

11.1. Pouvoirs et droits de vote

(i) Les résolutions des associés sont adoptées en assemblée générale des associés (l' Assemblée Générale) ou par voie de résolutions circulaires (les Résolutions Circulaires des Associés).

(ii) Dans le cas où les résolutions sont adoptées par Résolutions Circulaires des Associés, le texte des résolutions est communiqué à tous les associés, conformément aux Statuts. Les Résolutions Circulaires des Associés signées par tous les associés sont valables et engagent la Société comme si elles avaient été adoptées lors d'une Assemblée Générale valablement convoquée et tenue et portent la date de la dernière signature.

(iii) Chaque part sociale donne droit à un (1) vote.

11.2. Convocations, quorum, majorité et procédure de vote

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(i) Les associés sont convoqués aux Assemblées Générales ou consultés par écrit à l'initiative de tout gérant ou des associés représentant plus de la moitié du capital social.

(ii) Une convocation écrite à toute Assemblée Générale est donnée à tous les associés au moins huit (8) jours avant la date de l'assemblée, sauf en cas d'urgence, auquel cas, la nature et les circonstances de cette urgence sont précisées dans la convocation à ladite assemblée.

(iii) Les Assemblées Générales seront tenues au lieu et heure précisés dans les convocations.

(iv) Si tous les associés sont présents ou représentés et se considèrent comme ayant été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'Assemblée Générale peut se tenir sans convocation préalable.

(v) Un associé peut donner une procuration écrite à toute autre personne, associé ou non, afin de le représenter à toute Assemblée Générale.

(vi) Les décisions à adopter par l'Assemblée Générale ou par Résolutions Circulaires des Associés sont adoptées par des associés détenant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première Assemblée Générale ou première consultation écrite, les associés sont convoqués par lettre recommandée à une seconde Assemblée Générale ou consultés une seconde fois, et les décisions sont adoptées par l'Assemblée Générale ou par Résolutions Circulaires des Associés à la majorité des voix exprimées, sans tenir compte de la proportion du capital social représenté.

(vii) Les Statuts sont modifiés avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social.

(viii) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un associé dans la Société exige le consentement unanime des associés.

Art. 12. Associé unique.

12.1. Dans le cas où le nombre des associés est réduit à un (1), l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale.

12.2. Toute référence dans les Statuts aux associés et à l'Assemblée Générale ou aux Résolutions Circulaires des Associés doit être considérée, le cas échéant, comme une référence à l'associé unique ou aux résolutions de ce dernier.

12.3. Les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 13. Exercice social et approbation des comptes annuels.

13.1. L'exercice social commence le premier (1) janvier et se termine le trente-et-un (31) décembre de chaque année.

13.2. Chaque année, le Conseil dresse le bilan et le compte de profits et pertes, ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes du ou des gérants et des associés envers la Société.

13.3. Tout associé peut prendre connaissance de l'inventaire et du bilan au siège social.

13.4. Le bilan et le compte de profits et pertes sont approuvés par l'Assemblée Générale annuelle ou par Résolutions Circulaires des Associés dans les six (6) mois de la clôture de l'exercice social.

Art. 14. Réviseurs d'entreprises.

14.1. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises agréés, dans les cas prévus par la loi.

14.2. Les associés nomment les réviseurs d'entreprises agréés, s'il y a lieu, et déterminent leur nombre, leur rémunération et la durée de leur mandat, lequel ne peut dépasser six (6) ans. Les réviseurs d'entreprises agréés peuvent être renommés.

Art. 15. Affectation des bénéfices.

15.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi. Cette affectation cesse d'être exigée quand la réserve légale atteint dix pour cent (10 %) du capital social.

15.2. Les associés décident de l'affectation du solde des bénéfices nets annuels. Ils peuvent allouer ce bénéfice au paiement d'un dividende, l'affecter à un compte de réserve ou le reporter en respectant les dispositions légales applicables.

15.3. Des dividendes intérimaires peuvent être distribués à tout moment, aux conditions suivantes:

(i) des comptes intérimaires sont établis par le Conseil;

(ii) ces comptes intérimaires montrent que des bénéfices et autres réserves (en ce compris la prime d'émission) suffisants sont disponibles pour une distribution; étant entendu que le montant à distribuer ne peut excéder le montant des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et réduit par les pertes reportées et les sommes à affecter à la réserve légale;

(iii) la décision de distribuer des dividendes intérimaires doit être adoptée par le Conseil dans les deux (2) mois suivant la date des comptes intérimaires;

(iv) les droits des créanciers de la Société ne sont pas menacés, compte tenu des actifs de la Société;

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(v) si les dividendes intérimaires qui ont été distribués excèdent les bénéfices distribuables à la fin de l'exercice social, les associés doivent reverser l'excès à la Société.

VI. Dissolution - Liquidation

16.1. La Société peut être dissoute à tout moment, par une résolution des associés adoptée par la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social. Les associés nomment un ou plusieurs liquidateurs, qui n'ont pas besoin d'être associés, pour réaliser la liquidation et déterminent leur nombre, pouvoirs et rémunération. Sauf décision contraire des associés, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

16.2. Le boni de liquidation après la réalisation des actifs et le paiement des dettes est distribué aux associés proportionnellement aux parts sociales détenues par chacun d'entre eux.

VII. Dispositions générales

17.1. Les convocations et communications, respectivement les renonciations à celles-ci, sont faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Circulaires des Associés sont établies par écrit, téléfax, e-mail ou tout autre moyen de communication électronique.

17.2. Les procurations sont données par tout moyen mentionné ci-dessus. Les procurations relatives aux réunions du Conseil peuvent également être données par un gérant conformément aux conditions acceptées par le Conseil.

17.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition de satisfaire aux conditions légales pour être assimilées à des signatures manuscrites. Les signatures des Résolutions Circulaires des Gérants, des résolutions adoptées par le Conseil par téléphone ou visioconférence et des Résolutions Circulaires des Associés, selon le cas, sont apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

17.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la loi et, sous réserve des dispositions légales d'ordre public, à tout accord présent ou futur conclu entre les associés.

Disposition transitoire

Le premier exercice social commence à la date du présent acte et s'achève le 31 décembre 2013.

Souscription et libération

GLC II 2013 LP, représentée comme indiqué ci-dessus, déclare souscrire à deux millions (2.000.000) parts sociales sous forme nominative, d'une valeur nominale d'un cent US Dollar (USD 0,01.-) chacune, et les libérer intégralement par un apport en numéraire d'un montant de vingt mille US Dollar (USD 20.000,-) qui sera affecté au compte capital social de la Société.

Le montant de vingt mille US Dollar (USD 20.000,-) est à la disposition de la Société, comme il a été prouvé au notaire instrumentant.

Frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait de sa constitution s'élèvent approximativement à mille cent euros (EUR 1.100).

Résolutions de l'associé unique

Immédiatement après la constitution de la Société, l'associé unique de la Société, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes:

1. Les personnes suivantes sont nommées en qualité de gérant de la Société pour une durée indéterminée:

En tant que gérants de catégorie A:

- GSH Lux Director LLC., une société a responsabilité limitée, avec siège social au Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, Etats-Unis.

En tant que gérants de catégorie B:

- M. Ronan Carroll, salarié, né le 11 novembre 1971 à Dublin, Irlande, dont la résidence professionnelle est située au 6D, EBBC, Route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg;

- M. Juan Alvarez Hernandez, salarié, né le 11 octobre 1983 à Madrid, Espagne, dont la résidence professionnelle est située au 6D, EBBC, Route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg;

2. Le siège social de la Société est établi au 6D, EBBC, Route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la requête de la partie comparante, le présent acte est rédigé en anglais, suivi d'une traduction française et que, en cas de divergences entre le texte anglais et le texte français, la version anglaise fait foi.

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

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

Signé: Hernandez, GRETHEN.

Enregistré à Luxembourg Actes Civils, le 31 octobre 2013. Relation: LAC/2013/49656. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Irène Thill.

Pour expédition conforme délivrée sur demande à la société prénommée.

Luxembourg, le 13 novembre 2013.

Référence de publication: 2014024668/499.

(140029402) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Powerhouse Holding (Luxembourg), Société à responsabilité limitée.

Capital social: EUR 25.000,00.

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

R.C.S. Luxembourg B 176.809.

In the year two thousand and thirteen, the nineteenth day of the month of December;

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

Was held

an extraordinary general meeting (the Meeting) of the shareholders (the Shareholders) of Powerhouse Holding (Luxembourg), a private limited company (société à responsabilité limitée), incorporated and existing under the laws of Luxembourg, with registered office at 412F, route d'Esch, L-2086 Luxembourg and registered with the Luxembourg trade and companies register under number B 176.809, with a share capital of twenty-five thousand euro (EUR 25,000.-), incorporated on 11 April 2013 pursuant to a deed of the undersigned notary, published in the Mémorial C, Recueil des Sociétés et Associations of 18 June 2013 on page 69389 (the Company). On 7 June 2013 the extraordinary general meeting of the Company resolved to change the articles of incorporation of the Company (the Articles).

The Meeting was opened at 8.45 p.m., with Me Victorien Hémery, Avocat à la Cour, residing in Luxembourg, in the chair, who appointed as secretary Mr Hadrien Forterre, Avocat, residing in Luxembourg.

The Meeting elected as scrutineer, Mr Hadrien Forterre, Avocat, residing in Luxembourg.

The board of the Meeting having thus been constituted, the chairman declared and requested the notary to state:

I- That the present or represented Shareholders, the proxies of the represented Shareholders and the number of their shares are shown on an attendance list. This attendance list, signed by the proxies of the represented Shareholders and by the board of the Meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented Shareholders will also remain annexed to the present deed after having been initialed "ne varietur" by the appearing persons.

II- That pursuant to the attendance list, twenty-five thousand (25,000) shares representing 100% of the share capital of the Company are present or represented at the Meeting and that all Shareholders present or represented consider themselves being duly informed of the agenda and waive any convening notice.

III- That the Meeting is regularly constituted and can therefore validly deliberate on the following agenda:

Agenda:

1. Restatement of the first paragraph of article 20 of the Articles which shall now be read as follows:

" **Art. 20. Convening meetings of the Board.**

20.1 The Board shall meet upon call by the chairman, if any, or by any Manager. The meetings of the Board shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting."

2. Restatement of article 21 of the Articles which shall now be read as follows:

" **Art. 21. Conduct of meetings of the Board.**

21.1 The Board may elect among its members a chairman. It may also choose a secretary, who does not need to be a Manager and who shall be responsible for keeping the minutes of the meetings of the Board.

21.2 The chairman, if any, shall chair all meetings of the Board. In his absence, the Board may appoint another Manager as chairman pro tempore by vote of the majority of Managers present or represented at any such meeting.

21.3 Any Manager may act at any meeting of the Board by appointing another Manager as his proxy either in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A Manager may represent one or more but not all of the other Managers.

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21.4 Meetings of the Board may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

21.5 No decision of the Board shall be made unless (i) at least three (3) Managers attend or are represented at such Board meeting, and (ii) at least one (1) Class A Manager and one (1) Class B Manager attends or is represented at such Board meeting.

21.6 Each Manager shall have one (1) vote and decisions of the Board shall require the affirmative vote of the majority of the Managers. The chairman, if any, shall have a casting vote.

21.7. The Board may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each Manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature."

3. Restatement of article 22 of the Articles which shall now be read as follows:

" **Art. 22. Minutes of the meeting of the Board.** The minutes of any meeting of the Board shall be signed by the chairman, if any, or in his absence by the chairman pro tempore, and the secretary (if any), or by any two (2) Managers. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by any two (2) Managers."

4. Restatement of article 23 of the Articles which shall now be read as follows:

" **Art. 23. Dealing with third parties.**

23.1 The Company shall be bound towards third parties within a limit of fifty thousand euro (EUR 50,000.-) by (i) the sole signature of the chairman of the Company, if any, or (ii) the joint signatures of any Class A Manager and any Class B Manager, or (iii) the sole signature of any person(s) to whom such signatory power may have been delegated by the chairman, if any, or the Board within the limits of such delegation.

23.2 The Company shall be bound towards third parties in excess of fifty thousand euro (EUR 50,000.-) by (i) the joint signatures of two (2) Class A Managers and two (2) Class B Managers or (ii) the sole signature of any person(s) to whom such signatory power may have been delegated by the chairman, if any, or the Board within the limits of such delegation."

5. Miscellaneous.

The Meeting has requested the undersigned notary to record the following resolutions:

First resolution

The Meeting resolves to restate the first paragraph of article 20 of the Articles which shall now be read as follows:

" **Art. 20. Convening meetings of the Board.**

20.1 The Board shall meet upon call by the chairman, if any, or by any Manager. The meetings of the Board shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting."

Second resolution

The Meeting resolves to restate article 21 of the Articles which shall now be read as follows:

" **Art. 21. Conduct of meetings of the Board.**

21.1 The Board may elect among its members a chairman. It may also choose a secretary, who does not need to be a Manager and who shall be responsible for keeping the minutes of the meetings of the Board.

21.2 The chairman, if any, shall chair all meetings of the Board. In his absence, the Board may appoint another Manager as chairman pro tempore by vote of the majority of Managers present or represented at any such meeting.

21.3 Any Manager may act at any meeting of the Board by appointing another Manager as his proxy either in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A Manager may represent one or more but not all of the other Managers.

21.4 Meetings of the Board may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

21.5 No decision of the Board shall be made unless (i) at least three (3) Managers attend or are represented at such Board meeting, and (ii) at least one (1) Class A Manager and one (1) Class B Manager attends or is represented at such Board meeting.

21.6 Each Manager shall have one (1) vote and decisions of the Board shall require the affirmative vote of the majority of the Managers. The chairman, if any, shall have a casting vote.

21.7. The Board may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each Manager may express his consent separately,

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the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature."

Third resolution

The Meeting resolves to restate article 22 of the Articles which shall now be read as follows:

" **Art. 22. Minutes of the meeting of the Board.** The minutes of any meeting of the Board shall be signed by the chairman, if any, or in his absence by the chairman pro tempore, and the secretary (if any), or by any two (2) Managers. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by any two (2) Managers."

Fourth resolution

The Meeting resolves to restate article 23 of the Articles which shall now be read as follows:

" **Art. 23 Dealing with third parties.**

23.1 The Company shall be bound towards third parties within a limit of fifty thousand euro (EUR 50,000.-) by (i) the sole signature of the chairman of the Company, if any, or (ii) the joint signatures of any Class A Manager and any Class B Manager, or (iii) the sole signature of any person(s) to whom such signatory power may have been delegated by the chairman, if any, or the Board within the limits of such delegation.

23.2 The Company shall be bound towards third parties in excess of fifty thousand euro (EUR 50,000.-) by (i) the joint signatures of two (2) Class A Managers and two (2) Class B Managers or (ii) the sole signature of any person(s) to whom such signatory power may have been delegated by the chairman, if any, or the Board within the limits of such delegation."

Expenses

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated at one thousand two hundred euro (EUR 1.200.-).

There being no further business, the meeting is closed at 9.00 p.m.

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le dix-neuvième jour du mois décembre,

Par-devant Me Edouard Delosch, notaire de résidence à Diekirch, Grand-duché de Luxembourg,

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) des actionnaires (les Actionnaires) de Powerhouse Holding (Luxembourg), une société à responsabilité limitée, ayant son siège social au 412F, route d'Esch, L-2086 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 176.809, avec un capital social de vingt-cinq mille euro (EUR 25.000,-), constituée le 11 avril 2013 suivant acte reçu par le notaire instrumentant, et publié au Mémorial C, Recueil des Sociétés et Associations, le 18 juin 2013 page 69389 (la Société). Le 7 Juin 2013 l'assemble extraordinaire de la Société a résolu de modifier les statuts de la Société (les Statuts).

L'Assemblée a été ouverte à 20.45 heures sous la présidence de Me Victorien Hémery, Avocat à la Cour, de résidence à Luxembourg, lequel a désigné comme secrétaire Monsieur Hadrien Forterre, Avocat, de résidence à Luxembourg.

L'Assemblée a élu comme scrutateur Monsieur Hadrien Forterre, Avocat, de résidence à Luxembourg.

Le bureau de l'Assemblée ainsi constitué, le président a déclaré et prié le notaire instrumentant d'acter ce qui suit:

I- Que les Actionnaires présents ou représentés, le mandataire des Actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent est indiqué sur une liste de présence. Cette liste de présence, dûment signée par les mandataires des Actionnaires représentés ainsi que par les membres du bureau de l'Assemblée, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Les procurations signées ne varietur par les parties comparantes resteront pareillement annexées au présent acte.

II- Que conformément à la liste de présence, vingt-cinq mille (25.000) parts sociales représentant 100 % du capital social de la Société sont présentes ou représentées à la présente Assemblée et tous les Actionnaires déclarent avoir eu connaissance de l'ordre du jour de l'Assemblée qui leur a été communiqué au préalable et renoncent aux formalités de convocation.

III- Que la présente Assemblée est régulièrement constituée et peut délibérer valablement sur les points suivants portés à l'ordre du jour:

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Ordre du jour

1. Modification du premier paragraphe de l'article 20 des Statuts qui aura désormais la teneur suivante:

« **Art. 20. Convocation aux réunions du Conseil de Gérance.**

20.1 Le Conseil de Gérance se réunit sur convocation du Président, s'il en est un, ou de tout Gérant. Les réunions du Conseil de Gérance sont tenues au siège social de la Société sauf indication contraire dans la convocation à la réunion.»

2. Modification de l'article 21 des Statuts qui aura désormais la teneur suivante:

« **Art. 21. Conduite des réunions du Conseil de Gérance.**

21.1 Le Conseil de Gérance peut élire un président du Conseil de Gérance parmi ses membres. Il peut également désigner un secrétaire, qui peut ne pas être membre du Conseil de Gérance et qui sera chargé de tenir les procès-verbaux des réunions du Conseil de Gérance.

21.2 Le président, s'il en est un, préside toutes les réunions du Conseil de Gérance. En son absence, le Conseil de Gérance peut nommer provisoirement un autre Gérant comme président temporaire par un vote à la majorité des voix présentes ou représentées à la réunion.

21.3 Tout Gérant peut se faire représenter à toute réunion du Conseil de Gérance en désignant tout autre Gérant comme son mandataire par écrit, télécopie, courrier électronique ou tout autre moyen de communication, une copie du mandat en constituant une preuve suffisante. Un Gérant peut représenter un ou plusieurs, mais non l'intégralité des membres du Conseil de Gérance.

21.4 Les réunions du Conseil de Gérance peuvent également se tenir par téléconférence ou vidéoconférence ou par tout autre moyen de communication similaire permettant à toutes les personnes y participant de s'entendre mutuellement sans discontinuité et garantissant une participation effective à cette réunion. La participation à une réunion par ces moyens équivaut à une participation en personne et la réunion tenue par de tels moyens de communication est réputée s'être tenue au siège social de la Société.

21.5 Aucune décision ne peut être prise par le Conseil de Gérance à moins que (i) au moins trois (3) Gérants soient présents ou représentés lors du Conseil de Gérance et (ii) au moins un (1) Gérant de Catégorie A et un (1) Gérant de Catégorie B soient présents ou représentés lors du Conseil de Gérance.

21.6 Chaque Gérant dispose d'un (1) vote et les décisions du Conseil de Gérance nécessitent le vote affirmatif de la majorité des Gérants. Le président du Conseil de Gérance, s'il en est un, dispose d'une voix prépondérante.

21.7 Le Conseil de Gérance peut, à l'unanimité, prendre des décisions par voie circulaire en exprimant son approbation par écrit, télécopie, courrier électronique ou par tout autre moyen de communication. Chaque Gérant peut exprimer son consentement séparément, l'ensemble des consentements attestant de l'adoption des décisions. La date de ces décisions sera la date de la dernière signature.»

3. Modification de l'article 22 des Statuts qui aura désormais la teneur suivante:

« **Art. 22. Procès-verbaux des réunions du Conseil de Gérance; Procès-verbaux des décisions du Gérant unique.** Les procès-verbaux de toutes les réunions du Conseil de Gérance seront signés par le président, s'il en est un, ou, en son absence, par le président temporaire, et le secrétaire, le cas échéant, ou par deux (2) Gérants. Les copies ou extraits de ces procès-verbaux qui pourront être produits en justice ou autre seront signés par le président s'il en est un ou par deux (2) Gérants.»

4. Modification de l'article 23 des Statuts qui aura désormais la teneur suivante:

« **Art. 23. Rapports avec les tiers.**

23.1 La Société sera valablement engagée vis-à-vis des tiers jusqu'à cinquante mille euro (EUR 50.000,-) par (i) la seule signature du président de la Société, s'il en est un, ou (ii) la signature conjointe d'un Gérant de Catégorie A et d'un Gérant de Catégorie B ou par (iii) la seule signature de toute(s) personne(s) à laquelle/auxquelles pareil pouvoir de signature aura été délégué par le président, s'il en est un, ou par le Conseil de Gérance, dans les limites de cette délégation.

Au-dessus de cinquante mille euro (EUR 50.000,-) la Société sera valablement engagée vis-à-vis des tiers par (i) la signature conjointe de deux (2) Gérants de Catégorie A et de deux (2) Gérant de Catégorie B ou (ii) la seule signature de toute(s) personne(s) à laquelle/auxquelles pareil pouvoir de signature aura été délégué par le par le président, s'il en est un, ou par le Conseil de Gérance, dans les limites de cette délégation.»

5. Divers.

L'Assemblée a prié le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'Assemblée décide de modifier le premier paragraphe de l'article 20 des Statuts qui aura désormais la teneur suivante:

« **Art. 20. Convocation aux réunions du Conseil de Gérance.**

20.1 Le Conseil de Gérance se réunit sur convocation du Président, s'il en est un, ou de tout Gérant. Les réunions du Conseil de Gérance sont tenues au siège social de la Société sauf indication contraire dans la convocation à la réunion.»

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Deuxième résolution

L'Assemblée décide de modifier l'article 21 des Statuts qui aura désormais la teneur suivante:

« **Art. 21. Conduite des réunions du Conseil de Gérance.**

21.1 Le Conseil de Gérance peut élire un président du Conseil de Gérance parmi ses membres. Il peut également désigner un secrétaire, qui peut ne pas être membre du Conseil de Gérance et qui sera chargé de tenir les procès-verbaux des réunions du Conseil de Gérance.

21.2 Le président, s'il en est un, préside toutes les réunions du Conseil de Gérance. En son absence, le Conseil de Gérance peut nommer provisoirement un autre Gérant comme président temporaire par un vote à la majorité des voix présentes ou représentées à la réunion.

21.3 Tout Gérant peut se faire représenter à toute réunion du Conseil de Gérance en désignant tout autre Gérant comme son mandataire par écrit, télécopie, courrier électronique ou tout autre moyen de communication, une copie du mandat en constituant une preuve suffisante. Un Gérant peut représenter un ou plusieurs, mais non l'intégralité des membres du Conseil de Gérance.

21.4 Les réunions du Conseil de Gérance peuvent également se tenir par téléconférence ou vidéoconférence ou par tout autre moyen de communication similaire permettant à toutes les personnes y participant de s'entendre mutuellement sans discontinuité et garantissant une participation effective à cette réunion. La participation à une réunion par ces moyens équivaut à une participation en personne et la réunion tenue par de tels moyens de communication est réputée s'être tenue au siège social de la Société.

21.5 Aucune décision ne peut être prise par le Conseil de Gérance à moins que (i) au moins trois (3) Gérants soient présents ou représentés lors du Conseil de Gérance et (ii) au moins un (1) Gérant de Catégorie A et un (1) Gérant de Catégorie B soient présents ou représentés lors du Conseil de Gérance.

21.6 Chaque Gérant dispose d'un (1) vote et les décisions du Conseil de Gérance nécessitent le vote affirmatif de la majorité des Gérants. Le président du Conseil de Gérance, s'il en est un, dispose d'une voix prépondérante.

21.7 Le Conseil de Gérance peut, à l'unanimité, prendre des décisions par voie circulaire en exprimant son approbation par écrit, télécopie, courrier électronique ou par tout autre moyen de communication. Chaque Gérant peut exprimer son consentement séparément, l'ensemble des consentements attestant de l'adoption des décisions. La date de ces décisions sera la date de la dernière signature.»

Troisième résolution

L'Assemblée décide de modifier l'article 22 des Statuts qui aura désormais la teneur suivante:

« **Art. 22. Procès-verbaux des réunions du Conseil de Gérance; Procès-verbaux des décisions du Gérant unique.** Les procès-verbaux de toutes les réunions du Conseil de Gérance seront signés par le président, s'il en est un, ou, en son absence, par le président temporaire, et le secrétaire, le cas échéant, ou par deux (2) Gérants. Les copies ou extraits de ces procès-verbaux qui pourront être produits en justice ou autre seront signés par le président s'il en est un ou par deux (2) Gérants.»

Quatrième résolution

L'Assemblée décide de modifier l'article 23 des Statuts qui aura désormais la teneur suivante:

" **Art. 23. Rapports avec les tiers.**

23.1 La Société sera valablement engagée vis-à-vis des tiers jusqu'à cinquante mille euro (EUR 50.000,-) par (i) la seule signature du président de la Société, s'il en est un, ou (ii) la signature conjointe d'un Gérant de Catégorie A et d'un Gérant de Catégorie B ou par (iii) la seule signature de toute(s) personne(s) à laquelle/auxquelles pareil pouvoir de signature aura été délégué par le président, s'il en est un, ou par le Conseil de Gérance, dans les limites de cette délégation.

Au-dessus de cinquante mille euro (EUR 50.000,-) la Société sera valablement engagée vis-à-vis des tiers par (i) la signature conjointe de deux (2) Gérants de Catégorie A et de deux (2) Gérant de Catégorie B ou (ii) la seule signature de toute(s) personne(s) à laquelle/auxquelles pareil pouvoir de signature aura été délégué par le par le président, s'il en est un, ou par le Conseil de Gérance, dans les limites de cette délégation.

Frais

Le montant des dépenses, frais, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison du présent acte sont évalués à environ mille deux cent euros (EUR 1.200.-).

Plus rien ne figurant à l'ordre du jour, la séance est levée à 21.00 heures.

Dont acte fait et passé à Luxembourg, à la date indiquée au début de ce document.

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande des comparants, le présent acte est rédigé en langue anglaise, suivi d'une traduction en français. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, le texte anglais fait foi.

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Lecture du présent acte faite et interprétation donnée aux comparants, connus du notaire soussigné par leurs noms, prénoms usuels, état et demeure, ils ont signé avec, le notaire soussigné, le présent acte.

Signé: V. HÉMERY, H. FORTERRE, DELOSCH.

Enregistré à Diekirch, le 23 décembre 2013. Relation: DIE/2013/15792. 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: 2014024869/268.

(140029436) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Bolt Ventures Investments S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 165.959.

Extrait des résolutions de l'assemblée générale des actionnaires tenue le 05 février 2014:

- Les actionnaires ont pris acte du non-renouvellement du mandat de Daniel S. Wenzel en tant que membre du conseil de surveillance de la société et approuvent la nomination des 3 nouveaux membres du conseil de surveillance suivants jusqu'à l'Assemblée Générale Ordinaire qui se tiendra en 2014:

* Cyrill Wiget né le 30 août 1973 à Schwyz-Schwyz en Suisse et domicilié à Weinbergstrasse 10, 8807 Freienbach en Suisse

* Marine Buclon née le 30 août 1988 à Saint-Etienne et domiciliée à Av. Cidade Jardim 400, CEP: 01454-000, Pinheiros - São Paulo - Brazil

* Nicolas Gautier né le 11 août 1978 à Yokohama-Tokyo au Japon et domicilié à Weinbergstrasse 10, 8807 Freienbach en Suisse

- Les actionnaires décident d'élire le Réviseur d'Entreprises, Ernst & Young SA enregistré au RCSL sous le numéro B 47771 dont le siège social se trouve au 7 parc d'activité Syrdall, L-5365 Munsbach, pour une période d'un an prenant fin à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2014

Luxembourg, le 26 Février 2014.

BANQUE PRIVEE EDMOND DE ROTHSCHILD EUROPE
Société Anonyme

Référence de publication: 2014031573/23.

(140035384) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 février 2014.

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

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

R.C.S. Luxembourg B 161.794.

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 I S.C.A., a société en commandite par actions governed by the laws of the Grand Duchy of Luxembourg, with registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg, incorporated pursuant to a deed of Maître Carlo WERSANDT, notary residing in Luxembourg, on 27 June 2011, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C"), number 2151 of 14 September 2011 and registered at the Luxembourg Register of Commerce and Companies under number B 161794 (the "Company"). The articles of association of the Company have been amended for the last time by a deed of Maître Carlo WERSANDT residing in Luxembourg on 30 June 2011, published in the Mémorial C number 2042 of 2 September 2011.

The meeting was opened at 3.15 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.

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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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) class J shares of the Company, one (1) class A share, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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;

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* 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine

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hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

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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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G

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shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Twelfth resolution

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- to enter into any guarantee or contract of indemnity or suretyship, and to provide security for the performance of the obligations of and/or the payment of any money by any person (including any body corporate in which the Company has a direct or indirect interest or any person (a "Holding Entity") which is for the time being a member of or otherwise has a direct or indirect interest in the Company or any body corporate in which a Holding Entity has a direct or indirect interest and any person who is associated with the Company in any business or venture), with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage,

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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.

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(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.

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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.

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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.

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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.

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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.

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

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

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

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

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

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

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

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

- agenda of the general meeting;

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

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

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

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

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

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

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

At any general meeting of shareholders, convened in accordance with the Articles of Incorporation or the Laws, for the purpose of amending the Articles of Incorporation of the Company or voting on resolutions whose adoption is subject to the quorum and majority requirements of an amendment to the Articles of Incorporation, the quorum shall be at least one half (1/2) of all the shares issued and outstanding. If the said quorum is not present at a first meeting, a second meeting may be convened at which there shall be no quorum requirement. In order for the proposed resolutions to be adopted, and save as otherwise provided by the Laws, a two thirds (2/3 rds) majority of the votes cast by the shareholders present or represented is required at any such general meeting.

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

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

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

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

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

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

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

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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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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;

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

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

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

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

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

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

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

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

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

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

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

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

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

5. Share capital.

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

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

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

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(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:

(d) 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.

(e) 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.

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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

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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

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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.

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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

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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

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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

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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").

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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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Fifteenth resolution

The meeting resolved to grant power and authority to Séverine Michel, or any manager of G Co-Investment GP S.à r.l., each of them acting individually, with power of substitution to (i) decide on behalf of the Company and upon delegation of the general meeting of shareholders for the purpose of the Merger and the Exchange to proceed with and confirm the Pricing and, in agreement with the representative of the other companies participating to the Merger set the price of the New Shares (ii) upon Pricing, set the value of the contribution made to the Absorbing Company as a result of the Merger

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and the Exchange in accordance with the Joint Merger Proposal, approve the allocation of the New Shares in accordance with the Joint Merger Proposal, confirm the effectiveness of the Merger and the Exchange, and confirm the coming into force of restated articles of association of the Absorbing Company, and (iii) upon Admission to Trading and /or Settlement, confirm the subsequent amendment of the articles of association of the Absorbing Company.

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

Vote in favour: one (1) class A share, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) 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, thirty million nine hundred thousand fifty-five (30,900,055) class B shares, thirty million nine hundred thousand fifty-five (30,900,055) class C shares, thirty million nine hundred thousand fifty-five (30,900,055) class D shares, thirty million nine hundred thousand fifty-five (30,900,055) class E shares, thirty million nine hundred thousand fifty-six (30,900,056) class F shares, thirty million nine hundred thousand fifty-six (30,900,056) class G shares, thirty million nine hundred thousand fifty-six (30,900,056) class H shares, thirty million nine hundred thousand fifty-six (30,900,056) class I shares, and thirty million nine hundred thousand fifty-six (30,900,056) class J shares.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Notary's statement

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

There being no other business on the agenda, the meeting was adjourned at 3.30 p.m..

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

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° 1032 du 23 avril 2014.)

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

Enregistré à Luxembourg A.C., le 8 avril 2014. LAC/2014/16625. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 16 avril 2014.

Référence de publication: 2014055975/1460.

(140064646) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.

Opportunity Three, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-4963 Clemency, 9, rue Basse.

R.C.S. Luxembourg B 139.683.

La Société Opportunity three Sàrl, ici valablement représentée par M. Alvaro ROQUETTE, gérant, prie le registre de Commerce et des Sociétés de Luxembourg de bien vouloir procéder aux modifications suivantes:

1/ Le nom du gérant Monsieur Gonçalo Faria est incomplet. Il faut noter que le nom complet de Monsieur Gonçalo Faria est plutôt Monsieur Gonçalo Cruz Faria de Carvalho.

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

Clémency, le 25 Février 2014.

Référence de publication: 2014031272/14.

(140034847) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Misty Mountain S.A., Société Anonyme.

Siège social: L-1212 Luxembourg, 3, rue des Bains.

R.C.S. Luxembourg B 91.705.

Extrait du procès-verbal de l'assemblée générale annuelle des actionnaires tenue extraordinairement le 31 janvier 2014 au siège social de la société

Sixième résolution

Les mandats des administrateurs et du commissaire aux comptes venant à échéance, l'assemblée décide de les réélire pour la période expirant à l'assemblée générale ordinaire statuant sur l'exercice 2013 qui se tiendra en 2014, comme suit:

Conseil d'Administration:

- Monsieur Federico FRANZINA, demeurant professionnellement au 5, Place du Théâtre, L-2613 Luxembourg, administrateur de catégorie B et Président;
- Monsieur Vincenzo ARNÒ, demeurant au 136, avenue Pasteur, L-2309 Luxembourg, administrateur de catégorie B;
- Monsieur Marco HONEGGER, demeurant au 1, rue des Genêts, 98000 Monaco, administration de catégorie A.

Personne chargée du contrôle des comptes:

- AUDIEX S.A., ayant son siège social au 9, rue du Laboratoire, L-1911 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B65.469, commissaire aux comptes.

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

Luxembourg, le 24 février 2014.

Référence de publication: 2014031248/22.

(140034939) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

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