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° 1035 **23 avril 2014**

SOMMAIRE

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

Capital social: EUR 12.500,00.

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.

R.C.S. Luxembourg B 138.424.

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Le siège de la Société a été transféré du 37, rue d'Anvers, L-1130 Luxembourg, au 69, boulevard de la Pétrusse, L-2320 Luxembourg, avec effet au 26 février 2014.

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

Référence de publication: 2014032614/11.

(140036226) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Zefiros S.A., Société Anonyme.

Siège social: L-5401 Ahn, 7, route du Vin.

R.C.S. Luxembourg B 149.358.

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Der Jahresabschluss zum 31. Dezember 2012 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Unterschrift.

Référence de publication: 2014032615/11.

(140036472) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Wine Not s.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-4874 Lamadelaine, 8, Grand rue.

R.C.S. Luxembourg B 168.831.

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

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

Alex WEBER
Notaire

Référence de publication: 2014032611/11.

(140036042) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

BlackRock Global Funds, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 6.317.

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Extraits des Résolutions prises lors de l'assemblée générale du 20 février 2014

Il résulte de l'assemblée générale ordinaire des actionnaires que Messieurs Frank P. Le Feuvre, Nicholas Charles Dalton Hall, Geoffrey Radcliffe, Alexander Charles Hoctor-Duncan, Bruno Rovelli et Madame Francine Keiser ont été réélus en leur qualité d'administrateur de la Société pour une période d'un an se terminant lors de l'assemblée générale se tenant en 2015 et que PricewaterhouseCoopers Société Coopérative a été réélu en sa qualité de réviseur d'entreprise de la Société pour une période d'un an se terminant lors de l'assemblée générale se tenant en 2015.

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

Luxembourg.
Pour Blackrock Global Funds
The Bank of New York Mellon (Luxembourg) S.A.
Vertigo Building - Polaris
2-4 rue Eugène Ruppert
L-2463 Luxembourg
Jérémy Colombé / Luc Biever

Référence de publication: 2014032628/21.

(140035910) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Waldeck Capital (Luxembourg) S.A., Société Anonyme.

Capital social: EUR 50.000,00.

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

R.C.S. Luxembourg B 140.185.

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

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

Extrait sincère et conforme
WALDECK CAPITAL (Luxembourg) S.A.
Signature

Référence de publication: 2014032607/12.

(140035956) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Wyeth Whitehall Sà r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 149.180.

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EXTRAIT

Il convient de modifier le nom de l'associé de la Société; AYERST-WYETH PHARMACEUTICALS INCORPORATED convertie en AYERST-WYETH PHARMACEUTICALS LLC, une société (Limited Liability Partnership) enregistré au Registre du Delaware sous le numéro 0938814, avec siège social au 1209 Orange Street, Wilmington DE 19801, Etats-Unis D'Amérique, en date du 11 décembre 2009.

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

Référence de publication: 2014032606/14.

(140036358) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Vencorp S.C.A. SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

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

R.C.S. Luxembourg B 108.259.

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Le bilan au 30 juin 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.

Pour VENCORP S.C.A SICAR
KREDIETRUST LUXEMBOURG S.A.

Référence de publication: 2014032594/12.

(140036244) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Alpha Patrimoine S.A., Société Anonyme.

Siège social: L-7334 Heisdorf, 13, rue des Sources.

R.C.S. Luxembourg B 163.804.

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Extrait de la résolution circulaire du Conseil d'Administration du 28 octobre 2013

Les membres du Conseil constatent la démission de Madame Anne Bozet de ses fonctions d'administrateur en date du 31 octobre 2013.

Les membres du Conseil décident de nommer aux fonctions d'administrateur, Monsieur Stéphane Mathot, né le 05 avril 1966 à Liège, et demeurant à B-4970 Stavelot, 16, rue de Chefosse.

Le mandat de l'administrateur ainsi nommé prendra effet au 04 novembre 2013 et viendra à échéance à l'issue de l'Assemblée Générale Ordinaire à tenir en 2019.

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

MAZARS ATO

Référence de publication: 2014032677/16.

(140036892) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

AG Fiduciaire S.A., Société Anonyme.

Siège social: L-7243 Bereldange, 46, rue du Dix Octobre.

R.C.S. Luxembourg B 16.743.

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

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

Référence de publication: 2014032672/10.

(140037024) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

Alliance Laundry Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 118.025.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Echternach, le 26 février 2014.

Référence de publication: 2014032676/10.

(140036738) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

Ana Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 107.682.

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

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

Luxembourg, le 28 février 2014.
Pour: ANA INVESTMENTS S.A.
Société anonyme
Experta Luxembourg
Société anonyme
Aurélie Katola / Christine Racot

Référence de publication: 2014032678/15.

(140036999) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

AR, Société Anonyme.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.

R.C.S. Luxembourg B 150.845.

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

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

Dandois & Meynial

Référence de publication: 2014032679/10.

(140037248) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

Auto-Service Fischer S.à r.l., Société à responsabilité limitée.

Siège social: L-4972 Dippach, 33, route de Luxembourg.

R.C.S. Luxembourg B 89.910.

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

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

Référence de publication: 2014032664/9.

(140036725) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

ArthroCare Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: USD 25.000,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 79.875.

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EXTRAIT

En date du 19 février 2014, l'associé unique de la Société a approuvé les résolutions suivantes:

- M. Phillip Johnson est nommé gérant A de la Société avec effet immédiat. Par conséquent, il n'est plus gérant B.

- Mme Virginia Strelen, Messrs. Erik Johan Schoop et Cédric Muenze, avec adresse professionnelle au 15 rue Edward Steichen, L-2540 Luxembourg, sont élus nouveaux gérants B de la société avec effet immédiat et pour une durée indéterminée.

En date du 20 février 2014, les gérants de la Société ont approuvé le transfert de la Société au 15 rue Edward Steichen, L-2540 Luxembourg avec effet au 19 février 2014.

Pour extrait conforme.

Luxembourg, le 27 février 2014.

Référence de publication: 2014032660/18.

(140036700) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

Auto-Service Fischer S.à r.l., Société à responsabilité limitée.

Siège social: L-4972 Dippach, 33, route de Luxembourg.

R.C.S. Luxembourg B 89.910.

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

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

Référence de publication: 2014032665/9.

(140036726) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

ARARE, société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 72.577.

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

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

Référence de publication: 2014032657/10.

(140036760) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2014.

VF (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 146.724.

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Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire en date du 27 février 2014

En date du 27 février 2014, l'Assemblée Générale Ordinaire a décidé:

- de renouveler les mandats de Monsieur Yvar Mentha (Président), Monsieur Mark Edmonds, Monsieur Mariusz Baranowski, Monsieur Stefan Gempeler et Monsieur Jean-Claude Ramel en qualité d'Administrateurs pour une durée d'un an, jusqu'à la prochaine Assemblée Générale Ordinaire en 2015.

- de renouveler le mandat de PricewaterhouseCoopers, société coopérative, en qualité de réviseur d'entreprise pour une durée d'un an, jusqu'à la prochaine Assemblée Générale Ordinaire en 2015.

Luxembourg, le 27 février 2014.

Pour extrait sincère et conforme

Pour VF (Lux)

Référence de publication: 2014032597/17.

(140036426) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Unicorp Seeds S.A., Société Anonyme.

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

R.C.S. Luxembourg B 147.872.

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

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

Référence de publication: 2014032580/10.

(140036305) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Tyndall Management Services S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 12D, Impasse Drosbach.

R.C.S. Luxembourg B 45.837.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 25 février 2014.

Référence de publication: 2014032579/10.

(140035908) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Tyche S.A., Société Anonyme.

Siège social: L-1417 Luxembourg, 4, rue Dicks.

R.C.S. Luxembourg B 118.110.

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Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014032578/9.

(140036339) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Tyche S.A., Société Anonyme.

Siège social: L-1417 Luxembourg, 4, rue Dicks.

R.C.S. Luxembourg B 118.110.

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

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

Référence de publication: 2014032577/9.

(140036338) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

San Marino II S.A., Société Anonyme.

Capital social: CHF 40.000,00.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 183.386.

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

L'associé unique de la Société a décidé comme suit:

- d'accepter la démission de Miroslav Stoev de ses fonctions d'administrateur de la Société avec effet au 17 février 2014.

- de nommer Szymon Bodjanski, né le 20 juillet 1977 in Gniezno, Pologne et résidant professionnellement au 20, rue de la Poste, L-2346 Luxembourg, aux fonctions d'administrateur de la Société avec effet au 17 février 2014 et ce pour une durée illimitée.

Luxembourg, le 27 février 2014.

Référence de publication: 2014032511/16.

(140036503) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

MPT RHM Sonnenwende, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 180.222.

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Nous vous prions de bien vouloir prendre note du changement de dénomination de l'associé unique MPT RHM Holdco, et ce avec effet au 21 janvier 2014:

MPT RHM Holdco S.à r.l.

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

Luxembourg, le 26 février 2014.

Signature

Un mandataire

Référence de publication: 2014032432/15.

(140035923) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

MPT RHM Park, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 180.231.

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Nous vous prions de bien vouloir prendre note du changement de dénomination de l'associé unique MPT RHM Holdco, et ce avec effet au 21 janvier 2014:

MPT RHM Holdco S.à r.l.

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

Luxembourg, le 26 février 2014.

Signature

Un mandataire

Référence de publication: 2014032431/15.

(140035927) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

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

Capital social: EUR 12.500,00.

Siège social: L-2557 Luxembourg, 7A/9A, rue Robert Stümper.

R.C.S. Luxembourg B 160.970.

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Suite à une erreur matérielle survenue dans la publication datée du 21 février 2014, et déposée au Registre de Commerce et des Sociétés de Luxembourg le 25 février 2014 sous la référence L140034217:

Par résolutions signées en date du 19 février 2014, l'associé unique a pris la décision suivante:

Transfert du siège social de la Société du 1, Place du Théâtre, L-2613 Luxembourg au 7A/9A, rue Robert Stümper, L-2557 Luxembourg, avec effet immédiat.

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

Luxembourg, le 27 février 2014.

Référence de publication: 2014032465/15.

(140036491) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Sotime S.A., Société Anonyme.

Siège social: L-3470 Dudelange, 2, rue de la Fontaine.

R.C.S. Luxembourg B 126.892.

—

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

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

Référence de publication: 2014032521/9.

(140036290) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Istas Investment S.à.r.l, Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 184.504.

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STATUTES

In the year two thousand and fourteen, on the twelfth day of February.

Before the undersigned Maître Edouard DELOSCH, notary, residing in Diekirch, Grand-Duchy of Luxembourg.

THERE APPEARED

INTERNATIONAL PYRAMIDE HOLDINGS (LUXEMBOURG) S.A., a company having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg registered with the Luxembourg trade and companies register under number B 46.448, here represented by Mr Willem-Arnoud van Rooyen, private employee, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

The said proxy, initialled "ne varietur" by the appearing party and the notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, represented as hereabove stated, has requested the officiating notary to document the following articles of incorporation of a "Société à responsabilité limitée", private limited liability company (the "Articles"), it deems to incorporate as shareholder or with any person or entity which may become shareholder of this company in the future.

Art. 1. Name. There is hereby formed a "Société à responsabilité limitée", private limited liability company under the name "Istas investment S.à r.l." (the "Company") governed by the present Articles of incorporation and by current Luxembourg laws, and in particular the law of August 10 th , 1915 on commercial companies (the "Law"), and the law of September 18 th , 1933 and of December 28 th , 1992 on "Sociétés à responsabilité limitée".

Art. 2. Object. The purpose of the Company shall be the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such ownership interests. The Company may in particular acquire by way of subscription, purchase and exchange or in any other manner any stock, shares and securities of whatever nature, including bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents and other intellectual property rights.

The Company may borrow in any way form, except by way of public offer. It may issue, by way of private placement only, notes, bonds and debentures and any kind of debt or other equity securities. The Company may lend funds, including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries, affiliated companies or to any other companies which form part of the same group of companies as the Company. It may also give guarantees and grant security interests in favour of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other companies, which form part of the same group of companies as the Company.

The Company may further mortgage, pledge, hypothecate, transfer or otherwise encumber all or some of its assets. The Company may generally employ any techniques and utilise any instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit risk, currency fluctuations risk, interest rate fluctuation risk and other risks.

The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property.

The Company may carry out any commercial, financial or industrial operations and any transactions, which may be or are conducive to the above-mentioned paragraphs of this Article 2.

Art. 3. Registered office. The Company has its registered office in the City of Luxembourg, Grand Duchy of Luxembourg.

The registered office of the Company may be transferred within the municipality of Luxembourg by decision of the board of managers.

The registered office of the Company may be transferred to any other place in the Grand Duchy of Luxembourg or abroad by means of a resolution of an extraordinary general meeting of shareholder(s) deliberating in the manner provided by the Law.

The Company may have offices and branches (whether or not a permanent establishment) both in Luxembourg and abroad.

In the event that the board of managers should determine that extraordinary political, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will

remain a Luxembourg company. Such temporary measures will be taken and notified to any interested parties by the board of managers of the Company.

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

The life of the Company does not come to an end by death, suspension of civil rights, bankruptcy or insolvency of any shareholder.

Art. 5. Capital. The capital of the Company is set at EUR 12,500.- (twelve thousand five hundred Euro) represented by 1,250,000 (one million two hundred and fifty thousand) shares with a nominal value of EUR 0.01 (one Cent) each.

The share capital of the Company may be increased or reduced by a resolution of the general meeting of shareholder (s) adopted in the same manner required for amendment of the Articles.

Art. 6. Shares. Each share of the Company confers an identical voting right and each shareholder has voting rights commensurate to his shareholding.

The shares are freely transferable among the shareholders.

Shares may not be transferred to non-shareholders unless shareholders representing at least three-quarter of the share capital shall have agreed thereto in a general meeting.

Furthermore it is referred to the provisions of articles 189 and 190 of the Law.

The shares are indivisible with regard to the Company, which admits only one owner per share.

The Company shall have power to redeem its own shares. Such redemption shall be carried out by a unanimous resolution of an extraordinary general meeting of the shareholder(s), representing the entirety of the subscribed capital of the Company.

Art. 7. Management. The Company is managed by one or several managers. In case of plurality of managers, the managers constitute a board of managers composed of two classes of managers (A and B).

The manager(s) need not be shareholders of the Company.

The managers shall be appointed by a resolution of the general meeting of shareholders taken by simple majority of the votes cast, or, in case of sole shareholder, by decision of the sole shareholder which determines their powers, their remuneration and the duration of their mandate. The general meeting of shareholders or the sole shareholder (as the case may be) may, at any time and ad nutum, remove and replace any manager.

All powers not expressly reserved by the Law or the Articles to the general meeting of shareholders or to the sole shareholder (as the case may be) fall within the competence of the board of managers.

Art. 8. Representation. The signature of the sole manager shall bind the Company. In the case of plurality of managers, the Company shall be bound at any time by the joint signature of a class A manager together with a class B manager or by the joint signature of two managers B for any engagement under an amount previously determined by the board of managers. The board of managers may from time to time sub-delegate its powers for specific tasks to one or several ad hoc agent(s) who need not be shareholder(s) or manager(s) of the Company.

The board of managers will determine the powers, duties and remuneration (if any) of its agent(s), the duration of the period of representation and any other relevant conditions of his/their agency.

Art. 9. Procedure. In case of plurality of managers, the board of managers shall choose from among its members a chairman. It may also choose a secretary, who need not be a manager, who shall be responsible for keeping the minutes of the meetings of the board of managers.

The board of managers shall meet when convened by one manager.

Notice of any meeting of the board of managers shall be given to all managers in advance of the time set for such meeting except in the event of emergency, the nature of which is to be set forth in the minute of the meeting.

Any such notice shall specify the time and place of the meeting and the nature of the business to be transacted.

Notice can be given to each manager by word of mouth, in writing or by fax, cable, telegram, telex, electronic means.

The notice may be waived by the consent, in writing or by fax or any other electronic means of communication of each manager.

The meeting will be duly held without prior notice if all the managers are present or duly represented.

A majority of managers present in person, by proxy or by representative are a quorum, provided that there is one class A manager and one class B manager present.

Any manager may act at any meeting of managers by appointing in writing or by fax or any other electronic means of communication, another manager as his proxy. A manager may represent more than one manager.

Any and all managers may participate in a meeting of the board of managers by phone, videoconference, or electronic means allowing all persons participating in the meeting to hear each other at the same time. Such participation in a meeting is deemed equivalent to participation in person at a meeting of the managers.

Except as otherwise required by these Articles, decisions of the board are adopted by at least a simple majority of the managers present or represented and composed of at least one vote of each class of managers.

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at a meeting of the board of managers.

In such cases, resolutions or decisions shall be expressly taken, either formulated in writing by circular way, transmitted by ordinary mail, electronic mail or fax, or by phone, teleconferencing or and other suitable telecommunication means.

A written resolution can be documented in a single document or in several separate documents having the same content.

The deliberations of the board of managers shall be recorded in the minutes, which have to be signed by the chairman.

Art. 10. Liability of the managers. Any manager does not contract in his function any personal obligation concerning the commitments regularly taken by him in the name of the Company; as a representative of the Company he is only responsible for the execution of his mandate.

Art. 11. General meetings of shareholders. General meetings of shareholders are convened by the board of managers, failing which by shareholders representing more than half of the capital of the Company.

Written notices convening a general meeting and setting forth the agenda shall be made pursuant to the Law and shall specify the time and place of the meeting.

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

Any shareholder may act at any general meeting by appointing in writing another person who need not be shareholder.

Resolutions at the meetings of shareholders are validly taken in so far as they are adopted by shareholders representing more than half of the share capital of the Company.

However, resolutions to amend the Articles shall only be taken by an extraordinary general meeting of shareholder (s) at a majority in number of shareholders representing at least three-quarters of the share capital of the Company.

A sole shareholder exercises alone the powers devolved to the meeting of shareholders by the provisions of the Law.

As a consequence thereof, the sole shareholder takes all decisions that exceed the powers of the board of managers.

Art. 12. Annual general meeting. An annual general meeting of shareholders approving the annual accounts shall be held annually, at the latest within six months after the close of the accounting year at the registered office of the Company or at such other place as may be specified in the notice of the meeting.

Art. 13. Financial year. The Company's financial year begins on the 1 st January and closes on the 31 st December.

Art. 14. Annual accounts. At the end of each financial year, the board of managers will draw up the annual accounts of the Company, which will contain a record of the properties of the Company together with its debts and liabilities.

Each shareholder may inspect annual accounts at the registered office of the Company.

Art. 15. Supervision of the company. If the shareholders number exceeds twenty-five, the supervision of the Company shall be entrusted to one or more statutory auditor (commissaire), who may or may not be shareholder(s).

Each statutory auditor shall serve for a term ending on the date of the annual general meeting of shareholders following appointment.

At the end of this period, the statutory auditor(s) can be renewed in its/their function by a new resolution of the general meeting of shareholders.

Where the thresholds of article 35 of the Law of 19 December 2002 on the register of commerce and companies and accounting and annual accounts, as amended, are met, the Company shall have its annual accounts audited by one or more qualified auditor (réviseurs d'entreprises) appointed by the general meeting of shareholders or the sole shareholder (as the case may be) amongst the members of the "Institut des réviseurs d'entreprises".

Notwithstanding the thresholds above mentioned, at any time, one or more qualified auditor may be appointed by resolution of the general meeting of shareholders or of the sole shareholder (as the case may be) that shall decide the terms and conditions of his/their mandate.

Art. 16. Allocation of profits. The credit balance of the profit and loss account, after deduction of the expenses, costs, amortizations, charges and provisions represents the net profit of the Company.

Every year, five percent (5%) of the net profit will be transferred to the legal reserve. This deduction ceases to be compulsory when the legal reserve amounts to ten percent (10%) of the issued capital.

The general meeting of shareholders may decide, at the majority vote determined by the Law, that the excess be distributed to the shareholders proportionally to the shares they hold, as dividends or be carried forward or transferred to an extraordinary reserve.

Art. 17. Interim dividends. Notwithstanding the provisions of article 16 of the Articles and subject to the prior approval or ratification by the general meeting of shareholders, the board of managers may decide to pay interim dividends before the end of the current financial year, on the basis of a statement of accounts showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realised profits since the end of

the last financial year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established according to the Law or the Articles.

Art. 18. Winding-Up - Liquidation. The general meeting of shareholders at the majority vote determined by the Law, or the sole shareholder (as the case may be) may decide the dissolution and the liquidation of the Company as well as the terms thereof.

The liquidation will be carried out by one or more liquidators, physical or legal persons, appointed by the general meeting of shareholders or the sole shareholder (as the case may be) which will specify their powers and determine their remuneration.

When the liquidation of the Company is closed, the assets of the Company will be allocated to the shareholder(s) proportionally to the shares they hold.

Art. 19. General provision. Reference is made to the provisions of the Law for which no specific provision is made in these Articles.

Art. 20. Transitory measures. Exceptionally the first financial year shall begin today and end on the 31 st day of December 2014.

Subscription and payment

The one million two hundred and fifty thousand (1,250,000) shares have been subscribed by INTERNATIONAL PYRAMIDE HOLDINGS (LUXEMBOURG) S.A., prenamed.

All the shares so subscribed are fully paid up in cash so that the amount of twelve thousand and five hundred Euro (EUR 12,500.-), is as of now available to the Company, as it has been justified to the undersigned notary.

Estimate of costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, have been estimated at about one thousand one hundred euro (EUR 1.100.-).

Resolutions of the sole associate

Immediately after the incorporation of the Company, the abovenamed person, representing the entirety of the subscribed capital and exercising the powers devolved to the meeting, passed the following resolutions:

Is appointed as manager for an undetermined duration, Manacor (Luxembourg) S.A., a company having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg registered with the Luxembourg trade and companies' register under section B number 9.098.

2) The Company shall have its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg.

The undersigned notary who understands and speaks English, hereby states that on request of the above appearing party represented as stated hereabove, the present incorporation deed is worded in English, followed by a French version; on request of the same party and in case of discrepancies between the English and the French text, the English version will prevail.

In faith of which we, the undersigned notary have set hand and seal in Luxembourg, on the day named at the beginning of this document.

The document having been read to the proxy-holder of the appearing party, known to the notary by name, first name, civil status and residence, said person signed with us, the Notary, the present original deed.

Suit la traduction française du texte qui précède

L'an deux mille quatorze, le douzième jour de février.

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

A COMPARU

INTERNATIONAL PYRAMIDE HOLDINGS (LUXEMBOURG) S.A., société constituée selon les lois du Grand-Duché de Luxembourg ayant son siège social à 46A, Avenue John F. Kennedy, L-1855 Luxembourg, immatriculée au registre de commerce et des sociétés de Luxembourg section B sous le numéro 46448, ici représentée par Monsieur Willem-Arnoud van Rooyen, employé privé, demeurant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé.

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

La comparante, représentée comme dit ci-avant, a requis du notaire instrumentaire qu'il dresse comme suit les statuts (les «Statuts») d'une société à responsabilité limitée qu'il déclare constituer comme associé ou avec toute personne ou entité qui deviendrait associé de la société par la suite:

Art. 1 er . Dénomination. Il est constitué par les présentes une société à responsabilité limitée sous la dénomination «Istas investment S.à r.l.» (la «Société»), régie par les présents Statuts et par les lois luxembourgeoises actuellement en vigueur et en particulier la loi du 10 août 1915 sur les sociétés commerciales (la «Loi»), et les lois du 18 septembre 1933 et 28 décembre 1992 sur les sociétés à responsabilité limitée.

Art. 2. Objet. L'objet de la Société est l'acquisition d'intérêts de propriété, au Grand-duché de Luxembourg ou à l'étranger, dans toutes sociétés ou entreprises, sous quelque forme que ce soit ainsi que la gestion de ces intérêts de propriété. La Société peut notamment acquérir par voie de souscription, achat ou échange ou par tout autre moyen toutes valeurs, actions et titres/garanties de quelque nature que ce soit en ce compris les obligations, certificats, certificats de dépôt et tous autres instruments et plus généralement tous titres/garanties, instruments financiers émis par une entité privée ou publique quelle qu'elle soit. La Société peut également participer dans la création, le développement et le contrôle de toute société ou entreprise. Elle peut également investir dans l'acquisition et la gestion d'un portefeuille de brevets et autres droits de propriété intellectuelle.

La Société peut emprunter sous quelque forme que ce soit sauf par voie d'offre publique. Elle peut procéder, par voie de placement privé, à l'émission de créances et obligations et autres titres représentatifs d'emprunts et/ou de créances négociables. La Société peut prêter des fonds, y compris ceux résultant des emprunts et/ou des émissions d'obligations à ses filiales, sociétés affiliées et sociétés qui font partie du même groupe de sociétés que la Société. Elle peut également consentir des garanties ou des sûretés au profit de tierces personnes afin de garantir ses obligations ou les obligations de ses filiales, sociétés affiliées ou sociétés qui font partie du même groupe de sociétés que la Société.

La Société peut en outre gager, hypothéquer, céder ou de tout autre manière grever tout ou partie de ses actifs. La Société peut en général employer toutes techniques et utiliser tous instruments en relation avec ses investissements en vue de leur gestion optimale, incluant les techniques et instruments en vue de protéger la société contre les risques de crédit, de fluctuation des devises et des taux d'intérêts et autres risques.

La Société peut exercer toutes activités commerciales, financières ou industrielles et effectuer toutes transactions dans le domaine immobilier ou relatives à des biens immobiliers.

La Société peut exercer toutes activités commerciales, financières ou industrielles qui peuvent être ou qui sont conformes aux paragraphes mentionnés ci-dessus dans cet Article.

Art. 3. Siège social. Le siège social de la Société est établi dans la ville de Luxembourg, Grand-Duché de Luxembourg.

Il pourra être transféré en tout autre lieu de la commune de Luxembourg par décision du conseil de gérance.

Il pourra être transféré en tout autre lieu du Grand-Duché de Luxembourg ou à l'étranger par décision de l'assemblée générale extraordinaire des associés prise dans les conditions requises par les Statuts.

La Société pourra ouvrir des bureaux ou des succursales (permanents ou non) au Luxembourg et à l'étranger.

Au cas où le conseil de gérance estimerait que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale au siège social, ou la communication aisée avec ce siège ou de ce siège avec l'étranger, se sont produits ou sont imminents, elle pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise. Pareille mesure temporaire sera prise et portée à la connaissance des tiers par le conseil de gérance de la Société.

Art. 4. Durée. La Société est constituée pour une durée indéterminée.

Le décès, l'interdiction, la faillite ou la déconfiture d'un des associés ne mettent pas fin à la Société.

Art. 5. Capital. Le capital social est fixé à EUR 12.500,- (douze mille cinq cents euros), représenté par 1.250.000 (un million deux cent cinquante mille) parts sociales d'une valeur nominale de EUR 0,01 (un cent) chacune.

Le capital social de la Société pourra être augmenté ou réduit par décision de l'assemblée générale des associés adoptée dans les conditions requises pour la modification des Statuts.

Art. 6. Parts sociales. Chaque part sociale confère un droit de vote identique et chaque associé dispose de droits de vote proportionnels à sa participation au capital social.

Les parts sociales sont librement cessibles entre associés.

Aucune cession de parts sociales entre vifs à un tiers non-associé ne peut être effectuée sans l'agrément donné par les associés représentant au moins les trois quarts du capital social réunis en assemblée générale.

Pour le surplus, les dispositions des articles 189 et 190 de la loi coordonnée sur les sociétés commerciales s'appliqueront.

Les parts sont indivisibles à l'égard de la Société, qui ne reconnaît qu'un seul propriétaire pour chacune d'elle.

La Société pourra procéder au rachat de ses propres parts sociales.

Un tel rachat ne pourra être décidé que par une résolution unanime de l'assemblée générale extraordinaire des associés représentant la totalité du capital souscrit de la Société.

Art. 7. Gérance. La société sera gérée par au moins un gérant. Dans le cas où plus d'un gérant serait nommé, les gérants formeront un conseil de gérance composé au moins d'un gérant de classe A et d'un gérant de classe B.

Les gérants peuvent ne pas être associés.

Les gérants sont désignés par décision de l'assemblée générale des associés délibérant à la majorité simple des voix, ou le cas échéant, par décision de l'associé unique qui détermine l'étendue de leurs pouvoirs, leur rémunération et la durée de leur mandat. L'assemblée générale des associés ou le cas échéant, l'associé unique, pourra à tout moment, et ad nutum révoquer et remplacer tout gérant.

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés ou le cas échéant à l'associé unique, par la Loi ou les Statuts seront de la compétence du conseil de gérance.

Art. 8. Représentation. Dans le cas d'un gérant unique, la seule signature de ce gérant liera la Société. Dans le cas de pluralité de gérants, la Société sera engagée par la signature collective d'un gérant de classe A et un gérant de classe B ou par la signature conjointe de deux gérants de classe B pour tout engagement inférieur à un montant préalablement déterminé par le conseil de gérance.

Le conseil de gérance peut ponctuellement subdéléguer ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc, lequel peut ne pas être associé(s) ou gérant(s) de la Société.

Le conseil de gérance détermine les responsabilités et la rémunération (s'il y a lieu) de ce(s) agent(s), la durée de son/leurs mandat(s) ainsi que toutes autres conditions de son/leurs mandat(s).

Art. 9. Procédure. En cas de pluralité de gérants, le conseil de gérance choisit parmi ses membres un président. Il peut également choisir un secrétaire, lequel n'est pas nécessairement gérant, qui est responsable de la rédaction du procès-verbal de réunion du conseil de gérance ou pour d'autres fins telles que spécifiées par le conseil de gérance.

Le conseil de gérance se réunit sur convocation de l'un d'entre eux.

Une convocation à une réunion du conseil de gérance devra être adressée à chacun des gérants avant la date fixée pour cette réunion, sauf urgence, dont la nature devra alors figurer dans le procès-verbal de réunion.

Toute convocation devra spécifier l'heure, le lieu et l'ordre du jour de la réunion.

Convocation peut être adressée à chaque gérant oralement, par écrit, télécopie ou tout autre moyen électronique de communication approprié.

Il peut être renoncé à la convocation par consentement écrit, par télécopie ou tout autre moyen électronique de communication approprié de chaque gérant.

La réunion est valablement tenue sans convocation préalable si tous les gérants sont présents ou dûment représentés.

Deux gérants présents en personne, par procuration ou par mandataire forment le quorum, avec au moins un gérant de classe A et un gérant de classe B.

Chaque gérant peut prendre part aux réunions du conseil de gérance en désignant par écrit un autre gérant pour le représenter. Un gérant peut représenter plus d'un gérant.

Tout gérant peut assister à une réunion du conseil de gérance par téléphone, vidéoconférence, ou tout autre moyen de télécommunication approprié permettant à toutes les personnes participant à la réunion de s'entendre en même temps. Une telle participation à une réunion est réputée équivalente à une participation en personne à une réunion des gérants.

Sauf dispositions contraires des Statuts, les décisions du conseil de gérance sont adoptées par majorité simple des gérants, présents ou représentés composée au moins par une voie de chaque catégorie de gérants.

Une décision prise par écrit, approuvée et signée par tous les gérants, produit effet au même titre qu'une décision prise à une réunion du conseil de gérance.

Dans ce cas, les résolutions ou décisions sont expressément prises, soit formulées par écrit par voie circulaire, par courrier ordinaire, électronique ou télécopie, soit par téléphone, téléconférence ou autre moyen de télécommunication approprié.

Une résolution écrite peut être documentée par un seul document ou par plusieurs documents séparés ayant le même contenu.

Les délibérations du conseil de gérance sont transcrites par un procès-verbal, qui est signé par le président.

Art. 10. Responsabilité des gérants. Un gérant ne contracte en raison de ses fonctions, aucune obligation personnelle quant aux engagements régulièrement pris par lui au nom de la Société; simple mandataire de la Société, il n'est responsable que de l'exécution de son mandat.

Art. 11. Assemblées générales des associés. Les assemblées générales des associés sont convoquées par le conseil de gérance ou, à défaut, par des associés représentant plus de la moitié du capital social de la Société.

Une convocation écrite à une assemblée générale indiquant l'ordre du jour est faite conformément à la Loi et est adressée à chaque associé. Toutes les convocations doivent spécifier la date et le lieu de l'assemblée.

Si tous les associés sont présents ou représentés à l'assemblée générale et indiquent avoir été dûment informés de l'ordre du jour de l'assemblée, l'assemblée générale peut se tenir sans convocation préalable.

Tout associé peut se faire représenter à toute assemblée générale en désignant par écrit un tiers qui peut ne pas être associé.

Les résolutions ne sont valablement adoptées en assemblées générales que pour autant qu'elles soient prises par des associés représentant plus de la moitié du capital social.

Toutefois, les décisions ayant pour objet une modification des Statuts ne pourront être prises qu'à la majorité des associés représentant au moins trois quarts du capital social.

Un associé unique exerce seul les pouvoirs dévolus à l'assemblée générale des associés par les dispositions de la Loi.

En conséquence, l'associé unique prend toutes les décisions excédant les pouvoirs du conseil de gérance.

Art. 12. Assemblée générale annuelle. Une assemblée générale des associés se réunira annuellement pour l'approbation des comptes annuels, au plus tard dans les six mois de la clôture de l'exercice social, au siège de la Société ou en tout autre lieu à spécifier dans la convocation de cette assemblée.

Art. 13. Exercice social. L'exercice social commence le 1 er janvier et se termine le 31 décembre.

Art. 14. Comptes annuels. A la clôture de chaque exercice social, le conseil de gérance établira les comptes annuels qui contiendront l'inventaire des avoirs de la Société et de toutes ses dettes actives et passives.

Tout associé peut prendre communication au siège social de la Société de l'inventaire, du bilan et du compte de profits et pertes.

Art. 15. Surveillance de la société. Si le nombre des associés excède vingt-cinq, la surveillance de la société sera confiée à un ou plusieurs commissaire(s), qui peut ne pas être associé.

Chaque commissaire sera nommé pour une période expirant à la date de l'assemblée générale des associés suivant sa nomination.

A l'expiration de cette période, le(s) commissaire(s) pourra/pourront être renouvelé(s) dans ses/leurs fonction(s) par une nouvelle décision de l'assemblée générale des associés.

Lorsque les seuils fixés par l'article 35 de la loi de 19 Décembre 2002 sur le registre de commerce et des sociétés, ainsi que la comptabilité et les comptes annuels, telle que modifiée, seront atteints, la Société confiera le contrôle de ses comptes à un ou plusieurs réviseur(s) d'entreprises désigné(s) par résolution de l'assemblée générale des associés ou le cas échéant par l'associé unique, parmi les membres de l'Institut des réviseurs d'entreprises.

Nonobstant les seuils ci dessus mentionnés, à tout moment, un ou plusieurs réviseurs peuvent être nommés par résolution de l'assemblée générale des associés ou le cas échéant de l'associé unique, qui décide des termes et conditions de son/leurs mandat(s).

Art. 16. Répartition des bénéfices. L'excédent favorable du compte de profits et pertes, après déduction des frais, charges, amortissements et provisions, constitue le bénéfice net de la Société.

Chaque année, cinq pour cent (5%) du bénéfice net seront affectés à la réserve légale.

Ces prélèvements cesseront d'être obligatoires lorsque la réserve légale aura atteint dix pour cent (10%) du capital social.

L'assemblée générale des associés peut décider, à la majorité des voix telle que définie par la Loi, de distribuer au titre de dividendes le solde du bénéfice net entre les associés proportionnellement à leurs parts sociales, ou de l'affecter au compte report à nouveau ou à un compte de réserve spéciale.

Art. 17. Dividende intérimaire. Nonobstant les dispositions de l'article seize des Statuts, et sous réserve d'une approbation préalable ou ratification de l'assemblée générale des associés, le conseil de gérance peut décider de payer des acomptes sur dividendes en cours d'exercice social sur base d'un état comptable duquel il devra ressortir que des fonds suffisants sont disponibles pour la distribution, étant entendu que les fonds à distribuer ne peuvent pas excéder le montant des bénéfices réalisés depuis le dernier exercice social, augmenté des bénéfices reportés et des réserves distribuables mais diminué des pertes reportées et des sommes à porter en réserve en vertu d'une obligation légale ou statutaire.

Art. 18. Dissolution - Liquidation. L'assemblée générale des associés, statuant à la majorité des voix telle que fixée par la Loi, ou le cas échéant l'associé unique peut décider la dissolution ou la liquidation de la Société ainsi que les termes et conditions de celle-ci.

La liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale des associés ou l'associé unique, le cas échéant, qui détermine leurs pouvoirs et rémunérations.

La liquidation terminée, les avoirs de la Société seront attribués aux associés proportionnellement à leur participation.

Art. 19. Disposition générale. Il est renvoyé aux dispositions de la Loi pour l'ensemble des points au regard desquels les présents statuts ne contiennent aucune disposition spécifique.

Art. 20. Disposition transitoire. Exceptionnellement le premier exercice commencera le jour de la constitution pour finir le 31 décembre 2014.

Souscription et libération

INTERNATIONAL PYRAMIDE HOLDINGS (LUXEMBOURG) S.A., prénommée, a souscrit un million deux cent cinquante mille (1.250.000) parts sociales.

Toutes les parts souscrites ont été entièrement payées en numéraire de sorte que la somme de douze mille cinq cents euros (EUR 12.500.-) est dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire soussigné.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à environ mille cent euros (EUR 1.100.-).

Résolutions de l'associé unique

Immédiatement après la constitution de la Société, la comparante précitée, représentant la totalité du capital social, exerçant les pouvoirs de l'assemblée, a pris les résolutions suivantes:

1) Est nommée gérante pour une durée indéterminée Manacor (Luxembourg) S.A., une société constituée selon les lois de Luxembourg ayant son siège social à 46A, Avenue John F. Kennedy, L-1855 Luxembourg, immatriculée au registre de commerce et de sociétés de Luxembourg section B sous le numéro 9.098.

2) Le siège social de la Société est établi au 46A, Avenue John F. Kennedy, L-1855 Luxembourg,

Le notaire soussigné qui comprend et parle l'anglais constate par les présentes qu'à la requête de la partie comparante, représentée comme dit ci-avant, les présents statuts sont rédigés en anglais suivis d'une version française, à la requête de la même partie et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

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

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, es qualités qu'il agit, connu du notaire instrumentant par nom, prénom usuel, état et demeure, il a signé avec nous notaire le présent acte.

Signé: W.-A. VAN ROOYEN, DELOSCH.

Enregistré à Diekirch, le 13 février 2014. Relation: DIE/2014/1959. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé) pd: RECKEN.

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

Diekirch, le 17 février 2014.

Référence de publication: 2014024715/408.

(140029903) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

Agio Investments S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 7-11, route d'Esch.

R.C.S. Luxembourg B 143.446.

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DISSOLUTION

L'an deux mille treize, le trente décembre.

Par devant Maître Paul DECKER, notaire de résidence à Luxembourg.

A comparu:

Monsieur Mario Spaventi domicilié professionnellement au 5, Via Bagutti, Casella postale 5518, CH-6900 LUGANO (l'Actionnaire Unique),

ici représenté par Mademoiselle Virginie PIERRU, clerc de notaire, demeurant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé, avec pouvoir de substitution, le 27 décembre 2013.

Laquelle procuration, après avoir été signée «ne varietur» par la mandataire et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera soumise aux formalités de l'enregistrement.

Lequel comparant, représenté comme ci-avant, a requis le notaire instrumentant d'acter ce qui suit:

Qu'il est l'actionnaire unique de la société "Agio Investments S.A." (la "Société"), ayant son siège à L-1470 Luxembourg, 7-11, Route d'Esch,

constituée suivant acte reçu par Maître Paul Decker, notaire de résidence à Luxembourg, en date du 19 novembre 2008, publié au Mémorial C, Recueil des Sociétés et Associations, Numéro 3047 du 31 décembre 2008

immatriculée au Registre de Commerce et des Sociétés à Luxembourg, Section B sous le numéro 143.446 (la Société).

Le capital social de la Société est de trente-et-un mille euros (31.000,-EUR) divisé en trois cent dix (310) actions d'une valeur nominale de cent euros (100,-EUR) chacune, toutes souscrites et entièrement libérées.

Le comparant, représenté comme ci-avant, déclare avoir parfaite connaissance des statuts et de la situation financière de la Société.

Le comparant est devenu le propriétaire de l'ensemble des actions de la Société et déclare dissoudre et mettre en liquidation la Société avec effet immédiat.

En agissant en qualité de liquidateur de la Société, tant qu'en qualité d'actionnaire unique, il déclare que tous les passifs connus de la société vis-à-vis des tiers ont été réglés entièrement ou dûment provisionnés, par rapport à d'éventuels

passifs, actuellement inconnus de la société et non payés à l'heure actuelle, assumer irrévocablement l'obligation de les payer. Tous les actifs ayant été réalisés, tous les actifs deviendront la propriété de l'actionnaire unique, de sorte que la dissolution et liquidation de la Société sont à considérer comme clôturées.

Décharge pleine et entière est accordée par le comparant, représenté comme ci-avant, aux administrateurs et au commissaire aux comptes de la Société pour l'exécution de leurs mandats jusqu'à ce jour.

Il sera procédé à l'annulation des titres au porteur de la Société.

Les livres et comptes de la Société seront conservés pendant cinq ans dans les bureaux de la CTP, Companies & Trusts Promotion S. à r. l. actuellement au 3, Place Dargent, L- 1413 Luxembourg.

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

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à neuf cents euros (900,- EUR).

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

Et après lecture faite et interprétation donnée à la mandataire de la partie comparante, connue du notaire par son nom, prénoms usuels, état et demeure, celle-ci a signé le présent acte avec le notaire.

Signé: V.PIERRU, P.DECKER.

Enregistré à Luxembourg A.C., le 06.01.2014. Relation: LAC/2014/623. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 19.02.2014.

Référence de publication: 2014025810/56.

(140031844) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

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

(anc. Le 11 Avenue Sàrl).

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

R.C.S. Luxembourg B 56.173.

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L'an deux mille quatorze, le douze février.

Par-devant Maître Léonie GRETHEN, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), agissant en remplacement de son confrère Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg), absent, lequel dernier nommé, restera dépositaire de la minute,

A comparu:

AKSA CAPITAL LIMITED, une société de droit de Hong Kong, ayant son siège Social à 1004 AXA Centre 151 Gloucester Road, Wan Chai - Hong Kong

Ici représentée par Monsieur Max MAYER, salarié, demeurant professionnellement à L-6130 Junglinster, 3, route de Luxembourg, en vertu d'une procuration sous seing privé lui délivré.

La prédite procuration, signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire d'acter ce qui suit:

- Que la société à responsabilité limitée Le 11 Avenue S.à r.l. ayant son siège social à L-1511 Luxembourg, 121, avenue de la Faïencerie, R.C.S. Luxembourg numéro B56173, a été constituée suivant acte reçu par le notaire Gérard LECUIT, notaire alors de résidence à Hesperange, Grand-Duché de Luxembourg, en date du 20 août 1996, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, Numéro 598 du 19 novembre 1996, dont les statuts ont dernièrement été modifiés par Maître Roger ARRENSDORFF, notaire alors de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg, en date du 10 juillet 2007, publié au Mémorial C, Recueil des Sociétés et Associations, Numéro 1859 du 1 er septembre 2007.

- Que la comparante, représentée comme dit ci-avant, est la seule et unique associée actuelle de ladite société et qu'elle a pris sur ordre du jour conforme, les résolutions suivantes:

Première résolution

L'assemblée décide de changer la dénomination de la Société en AKSA MANAGEMENT S.à r.l et de modifier en conséquence l'article un des statuts comme suit:

" **Art. 1 er .** La société prend la dénomination de AKSA MANAGEMENT S.à r.l.."

Deuxième résolution

L'assemblée décide de modifier l'objet social de la Société et en conséquence l'article trois des statuts pour lui donner la teneur suivante:

« **Art. 3.** La Société a pour objet la prise de participations sous quelque forme que ce soit, par achat, échange ou de toute autre manière, dans d'autres entreprises et sociétés luxembourgeoises ou étrangères ainsi que la gestion, le contrôle, la mise en valeur de ces participations. La Société peut également procéder au transfert de ces participations par voie de vente, échange ou autrement.

La Société peut emprunter sous toute forme notamment par voie d'émission d'obligations, convertibles ou non, de prêt bancaire ou de compte courant associé, et accorder aux sociétés auxquelles elle s'intéresse tous concours, prêts, avances ou garanties.

En outre, elle pourra s'intéresser à toutes valeurs mobilières, dépôts d'espèces, certificats de trésorerie, et toute autre forme de placement dont notamment des actions, obligations, options ou warrants, les acquérir par achat, souscription ou toute manière, les vendre ou les échanger.

Elle pourra faire toutes opérations industrielles, commerciales, financières, mobilières ou immobilières qui se rattachent directement ou indirectement, en tout ou en partie, à son objet social.

Elle peut réaliser son objet directement ou indirectement en nom propre ou pour compte de tiers, seule ou en association en effectuant toutes opérations de nature à favoriser ledit objet ou celui des sociétés dans lesquelles elle détient des intérêts.

D'une façon générale, la Société pourra prendre toutes mesures de contrôle ou de surveillance et effectuer toutes opérations qui peuvent lui paraître utiles dans l'accomplissement de son objet; elle pourra également détenir des mandats d'administration dans d'autres sociétés luxembourgeoises ou étrangères, rémunérés ou non.»

Frais

Le montant des frais, dépenses et rémunérations quelconques incombant à la société en raison des présentes s'élève approximativement à huit cent cinquante euros (EUR 850,-).

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

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

Signé: Max MAYER, Léonie GRETHEN.

Enregistré à Grevenmacher, le 17 février 2014. Relation GRE/2014/757. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Claire PIERRET.

Référence de publication: 2014026149/63.

(140031514) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

Mirom S.A., Société Anonyme.

Siège social: L-8015 Strassen, 38, rue des Carrefours.

R.C.S. Luxembourg B 116.370.

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DISSOLUTION

L'an deux mille treize, le vingt décembre.

Par devant Maître Paul DECKER, notaire de résidence à Luxembourg.

A comparu:

«ERHA S.à r.l.» ayant son siège social au 38, rue des Carrefours L-8015 Strassen, immatriculée près du Registre de Commerce et des Sociétés de Luxembourg section B numéro 116.370,

ici représentée par Mademoiselle Virginie PIERRU, clerc de notaire, demeurant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé en date du 18 décembre 2013.

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

Lequel comparant, représenté comme ci-avant, est le seul et unique actionnaire de la société anonyme "MIROM S.A.", (la "Société"), ayant son siège au 38, rue des Carrefours L-8015 Strassen, constituée suivant acte reçu par Maître Joseph

ELVINGER, notaire de résidence à Luxembourg, en date du 27 avril 2006, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1385 du 18 juillet 2006,

immatriculée au Registre de Commerce et des Sociétés à Luxembourg, Section B sous le numéro 116.370 (ci-après «la Société»).

Le capital social de la Société est de trente-et-un mille euros (31.000,-EUR) divisé en mille (1.000) actions d'une valeur nominale de trente-et-un euros (31,- EUR) chacune, toutes souscrites et entièrement libérées.

L'Actionnaire Unique déclare avoir parfaite connaissance des statuts et de la situation financière de la Société et déclare expressément dissoudre et procéder à la liquidation immédiate de la Société.

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

Décharge pleine et entière est accordée par l'Actionnaire Unique à l'administrateur unique ainsi qu'au commissaire aux comptes de la Société pour l'exécution de leurs mandats.

L'Actionnaire Unique s'engage à procéder à l'annulation du registre des actionnaires de la Société.

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

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

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à huit cent cinquante euros (850,- EUR).

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

Et après lecture faite et interprétation donnée à la mandataire du comparant, connue du notaire par son nom, prénoms usuels, états et demeures, celle-ci a signé le présent acte avec le notaire.

Signé: V. PIERRU, P. DECKER.

Enregistré à Luxembourg A.C., le 23.12.2013. Relation: LAC/2013/59560. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 19.02.2014.

Référence de publication: 2014026194/53.

(140031651) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

Merlin Lux Finco 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 182.047.

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

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

THERE APPEARED

Merlin UK Finco 1 Limited, Luxembourg Branch, the Luxembourg branch of Merlin UK Finco 1 Limited, a private limited company by shares, incorporated and existing under the laws of the United Kingdom, registered with the Registrar of Companies for England and Wales under number 8753258, having its registered office at 3 Market Close, Poole, Dorset BH15 1NQ, such branch being registered with the Luxembourg Trade and Companies' Register under number B182250, having its address at 2-4, rue Eugène Ruppert, L-2453 Luxembourg,

here duly represented by Gersende MASFAYON, maître en droit, professionally residing in Luxembourg, by virtue of a proxy given under private seal.

The said proxy, initialled ne varietur by the proxyholder of the appearing party and the notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The appearing party is the sole shareholder (the "Sole Shareholder") of Merlin Lux Finco 1 S.à r.l., a société à responsabilité limitée, incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, registered with the Luxembourg Trade and Companies Register under number

B182047, (the "Company"), incorporated on 20 November 2013 pursuant to a deed of the undersigned notary, not yet published at the Mémorial C, Recueil des Sociétés et Associations. The articles of association of the Company have been modified for the last time on 27 December 2013 pursuant to a deed of the undersigned notary, not yet published at the Mémorial C, Reccueil des Sociétés et Associations.

The appearing party, representing the entire share capital of the Company resolves upon the following resolutions:

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of two US dollars (USD 2) in order to raise it from its current amount of twenty thousand six US dollars (USD 20,006) up to twenty thousand eight US dollars (USD 20,008), through the issue of one (1) ordinary share (the "Ordinary Share") and one (1) mandatory redeemable preferred share (the "MRPS"), all with a nominal value of one US dollar (USD 1) each.

Subscription and payment

One (1) Ordinary Share and One (1) MRPS issued have been subscribed by Merlin UK Finco 1 Limited, Luxembourg Branch, aforementioned, for the price of two US dollars (USD 2).

The shares so subscribed have been fully paid up by a contribution in kind consisting of receivables held by Merlin UK Finco 1 Limited, Luxembourg Branch, aforementioned, against Legoland US Holdings Limited, having a nominal aggregate value of seventy-five million US dollars (USD 75,000,000), allocated as follows:

- two US dollars (USD 2) have been allocated to the share capital of the Company; and

- seventy-four million nine hundred ninety-nine thousand nine hundred and ninety-eight US dollars (USD 74,999,998) have been allocated to the MRPS Reserve Account.

Proof of the existence and the value of the above-mentioned contribution has been produced to the undersigned notary.

Second resolution

As a consequence of the above resolution, the Sole Shareholder resolves to amend the article 6 of the articles of association of the Company as follows:

" **Art. 6. Share capital.** The share capital is set at twenty thousand eight US dollars (USD 20,008) represented by twenty thousand two (20,002) ordinary shares (the "Ordinary Shares") and six (6) mandatory redeemable preferred shares (the "MRPS"), all with a nominal value of one US dollar (USD 1) each (together with the Ordinary Shares, the "Shares").

Each Share is entitled to one vote and MRPS holders are entitled to the same voting rights as the holders of Ordinary Shares.

The capital may be amended at any time by a decision of the single shareholder or by a decision of the shareholders' meeting, in accordance with article 18 of the Articles."

Costs and expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to six thousand five hundred Euro (EUR 6,500.-).

Statement

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

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

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

Suit la traduction en français du texte qui précède:

L'an deux mille quatorze, le deux janvier.

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

A COMPARU

Merlin UK Finco 1 Limited, Luxembourg Branch, la succursale au Grand-Duché du Luxembourg de Merlin UK Finco 1 Limited, une private company limited by shares, constituée et existant sous les lois du Royaume-Uni, immatriculée auprès du Registrar of Companies for England and Wales sous le numéro 8753258, ayant son siège social au 3, Market Close, Poole, Dorset BH15 1NQ, ladite succursale étant immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B182250, ayant son adresse au 2-4, rue Eugène Ruppert, L-2453 Luxembourg,

ici représentée par Gersende MASFAYON, maître en droit, demeurant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, paraphée ne varietur par le mandataire de la comparante et le notaire, restera annexée au présent acte pour être soumise avec lui aux formalités d'enregistrement.

Ladite comparante est l'associé unique (l'«Associé Unique») de Merlin Lux Finco 1 S.à r.l., (la "Société") une société à responsabilité limitée, constituée sous les lois du Grand-Duché de Luxembourg, ayant son siège social au 2-4, rue Eugène Ruppert, L-2453 Luxembourg et immatriculée au Registre du Commerce et des Sociétés sous le numéro B182047, constituée par acte du notaire instrumentant du 20 novembre 2013, non encore publié au Mémorial C, Recueil des Sociétés et Associations. Les statuts de la Société ont été modifiés pour la dernière fois par acte du notaire instrumentant du 27 décembre 2013, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

Ladite comparante, représentant l'intégralité du capital social de la Société, décide des résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de deux US dollars (USD 2) afin de le porter de son montant actuel de vingt mille six US dollars (USD 20.006) à vingt mille huit US dollars (USD 20.008), par l'émission d'une (1) part sociale (la «Part Sociale Ordinaire») et une (1) part privilégiée obligatoirement rachetable (la «PPOR»), ayant une valeur nominale d'un US dollar (USD 1) chacune.

Souscription et libération

Une (1) Part Sociale Ordinaire et une (1) PPOR émises ont été souscrites par Merlin UK Finco 1 Limited, Luxembourg Branch, susmentionnée, pour un montant de deux US dollars (USD 2).

Les parts sociales ainsi souscrites ont été libérées entièrement par un apport en nature consistant en une créance détenue par Merlin UK Finco 1 Limited, Luxembourg Branch, susmentionnée, à l'encontre de Legoland US Holdings Limited, s'élevant à un montant total de soixante-quinze millions US dollars (USD 75.000.000), alloué comme suit:

- deux US dollars (USD 2) ont été alloués au capital social de la Société; et

- soixante-quatorze millions neuf cent quatre-vingt-dix-neuf mille neuf cent quatre-vingt-dix-huit US dollars (USD 74.999.998) ont été alloués au Compte de Réserve PPOR.

La preuve de l'existence et de la valeur de l'apport ci-dessus a été fournie au notaire soussigné.

Deuxième résolution

En conséquence de la résolution qui précède, l'Associé Unique décide de modifier l'article 6 des statuts de la Société comme suit:

« **Art. 6. Capital social.** Le capital social de la Société est fixé à vingt mille huit US dollars (USD 20.008,-) représenté par vingt mille deux (20.002) parts sociales ordinaires (les «Parts Sociales Ordinaires») et six (6) parts privilégiées obligatoirement rachetables (les «PPOR»), ayant toutes une valeur nominale d'un US dollar (USD 1,-) chacune (ensemble avec les Parts Sociales Ordinaires, les «Parts Sociales»).

Chaque Part Sociale donne droit à un vote et les détenteurs de PPOR ont les mêmes droits de vote que les détenteurs de Parts Sociales Ordinaires.

Le capital social peut être modifié à tout moment par une décision de l'associé unique ou par décision de l'assemblée générale des associés, conformément à l'article 18 des Statuts.»

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de l'augmentation de son capital, s'élève à environ six mille cinq cents euros (EUR 6.500,-).

Déclaration

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

DONT ACTE, passé à Luxembourg, à la date figurant en tête des présentes.

L'acte ayant été lu à la mandataire de la comparante connue du notaire instrumentant par nom, prénom, et résidence, ladite mandataire de la comparante a signé avec le notaire le présent acte.

Signé: MASFAYON, C. WERSANDT.

Enregistré à Luxembourg A.C., le 07 janvier 2014. LAC/2014/790. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 18 février 2014.

Référence de publication: 2014026175/126.

(140031179) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

aCRE Management Company S.A., Société Anonyme.

Siège social: L-1720 Luxembourg, 2, rue Heinrich Heine.

R.C.S. Luxembourg B 147.175.

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CLÔTURE DE LIQUIDATION

Extrait

La mise en liquidation de la Société a été décidée aux termes d'une assemblée générale extraordinaire tenue devant Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 3 décembre 2012 et publiée au Mémorial C, Recueil des Sociétés et Associations, numéro 196 du 26 janvier 2013.

Il résulte des résolutions de l'assemblée générale extraordinaire des actionnaires en date du 22 janvier 2014 que la liquidation de la Société a été clôturée et que par conséquent la Société est dissoute et a définitivement cessé d'exister.

Les livres et documents sociaux de la Société resteront déposés et conservés pendant une durée minimum de cinq ans, à partir de la date de publication du présent extrait dans le Mémorial C, Recueil des Sociétés et Associations, au siège social du liquidateur de la société Hauck & Aufhäuser Alternative Investment Services S.A. qui est actuellement situé à 1c, rue Gabriel Lippmann, L-5365 Munsbach.

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

Pour la société

Un mandataire

Référence de publication: 2014030829/21.

(140034246) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Xtreme Aerobatics, Société à responsabilité limitée.

Siège social: L-8360 Goetzingen, 26B, rue de Windhof.

R.C.S. Luxembourg B 124.136.

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L'an deux mille quatorze, le vingt-septième jour du mois de janvier;

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

A COMPARU:

Monsieur Gerrit NIJS, gérant de sociétés, demeurant à L-8360 Goetzingen, 26B, rue de Windhof.

Lequel comparant a déclaré et requis le notaire instrumentant d'acter:

- Que la société à responsabilité limitée "XTREME AEROBATICS", établie et ayant son siège social à L-8140 Bridel, 71A, route de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 124136, (la "Société"), a été constituée suivant acte reçu par Maître Paul DECKER, notaire alors de résidence à Luxembourg-Eich, en date du 12 janvier 2007, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 589 du 12 avril 2007,

et que les statuts (les "Statuts") ont été modifiés suivant actes reçus par ledit notaire Paul DECKER, de résidence à Luxembourg:

* en date du 26 octobre 2009, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2244 du 17 novembre 2009; et

* en date du 10 février 2011, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 736 du 15 avril 2011;

- Que le comparant est le seul associé actuel (l'"Associé Unique") de la Société et qu'il a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide de transférer le siège social à L-8360 Goetzingen, 26B, rue de Windhof, et de modifier subséquemment l'article 2 des statuts afin de lui donner la teneur suivante:

" **Art. 2.** Le siège social est établi dans la commune de Koerich (Grand-Duché de Luxembourg). L'adresse du siège social peut être déplacée à l'intérieur de la commune par simple décision de la gérance.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une simple décision des associés délibérant comme en matière de modification des statuts.

Par simple décision de la gérance, la Société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger."

Deuxième résolution

Il est décidé de modifier auprès du Registre de Commerce et des Sociétés l'adresse de l'associé et gérant Monsieur Gerrit NIJS comme indiqué ci-avant.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, s'élève approximativement à la somme de neuf cent cinq euros.

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

Après lecture du présent acte au comparant, connu du notaire par nom, prénom, état civil et domicile, ledit comparant a signé avec Nous notaire le présent acte.

Signé: NIJS, C. WERSANDT.

Enregistré à Luxembourg A.C., le 31 janvier 2014. LAC/2014/4844. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 19 février 2014.

Référence de publication: 2014027039/48.

(140031974) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2014.

Luxgoal S.àr.l., Société à responsabilité limitée.

Capital social: EUR 280.680.365,65.

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

R.C.S. Luxembourg B 152.268.

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

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

There appeared:

Experta Corporate and Trust Services S.A., a société anonyme governed by the laws of Luxembourg, with registered office at 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 29597,

hereby represented by Elisa Paola Armandola, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 1 st April 2014;

Luxgoal 3 S.à r.l., a société à responsabilité limitée governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 282, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg, having a share capital of share capital: EUR 30,000.- and registered with the Luxembourg Register of Commerce and Companies under number 184368,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 28 March 2014;

Javier Pérez-Tenessa de Block, 08005 Barcelona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 31 March 2014;

Josep Bernat Pane, residing at 18, Passeig Verdaguer, 17310 Lloret de Mar, Girona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 31 March 2014;

Enrique Palau, residing at 187, Via Augusta, B, 08021 Barcelona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 26 March 2014;

Javier Bellido, 08912 Barcelona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 25 March 2014;

Angelo Ghigliano, residing at 18 Via Podgora, Vedano al Lambro, Milan, Italy,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 27 March 2014;

Philippe Vimard, residing at 8, Joaquim Blume, Les Planes, 08196 Sant Cugat del Vallès, Barcelona, Spain;

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 26 March 2014;

Andreas Schraeder, residing at 17C, Vistabella, 08022 Barcelona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 30 March 2014;

James Otis Hare, residing at 17, San Mus, 08870 Sitges, Barcelona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 25 March 2014;

Simona Punzolo, residing at 217/A, Via Padova, Milan, Italy,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 31 March 2014;

Mauricio Luis Prieto, residing at 7 Passatge Roserar, Bajos, 08034 Barcelona, Spain,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 31 March 2014;

Nelson Eduardo Wilches González, residing at 65, Viale Sarca, Milan, Italy,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 26 March 2014; and

Francesca Pistone, residing at 33, Via Lomellina, Buccinasco, Milan, Italy,

hereby represented by Nicolas Gauzès, professionally residing in Luxembourg, by virtue of a proxy given under private seal on 27 March 2014.

The above appearing parties being collectively referred to as the "Shareholders".

The said proxies shall be annexed to the present deed.

The Shareholders have requested the undersigned notary to record that the Shareholders are the sole shareholders of Luxgoal S.à r.l., a société à responsabilité limitée governed by the laws of Luxembourg, with registered office at 282, route de Longwy, L-1940, Grand Duchy of Luxembourg, having a share capital of two hundred eighty million six hundred eighty thousand three hundred sixty-five euro and sixty-five cents (EUR 280,680,365.65), incorporated following a deed of Maître Carlo WERSANDT, notary residing in Luxembourg, Grand Duchy of Luxembourg, of 29 March 2010, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") under number 992 of 11 May 2010 and registered with the Luxembourg Register of Commerce and Companies under number B 152268 (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 28 March 2014, not yet published in the Mémorial C.

(i) The Shareholders, represented as above mentioned, having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

Agenda

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) The shareholders present or represented, the 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 the one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share issued by the Company, one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share are duly present or represented at the present meeting, and in consideration of the agenda and the provisions of article 199 of the 1915 Law, the present meeting is validly constituted and may validly deliberate on all items of the agenda which shareholders have been duly informed of before this meeting.

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

- the Joint Merger Proposal;

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

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

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

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

* Go Partenaires 3 has been incorporated as of 1 June 2011 and the first 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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Seventh resolution

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

Vote in favour: one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Eighth resolution

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

Vote in favour: one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Twelfth resolution

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter II. Capital, Shares

Art. 5. Issued Capital.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Art. 6. Shares.

6.1 Each share entitles to one vote.

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

The shares are freely transferable.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Art. 7. [RESERVED].

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

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

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

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

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

Chapter III. Board of directors, Auditors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter IV. General meeting of shareholders

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Such adjournment automatically cancels any resolution already adopted prior thereto.

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

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

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

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

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

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

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

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

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

- agenda of the general meeting;

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

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

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

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

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

or

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

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

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

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

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

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

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

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

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

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

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

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

Chapter VI. Dissolution, Liquidation

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

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

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

Chapter VII. Applicable law

Art. 34. Applicable Law. All matters not governed by the Articles of Incorporation shall be determined in accordance with the Laws, in particular the law of 10 August 1915 on commercial companies, as amended." Vote in favour: one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

Vote against: /

Abstention: No shareholders abstained from voting.

The resolution is adopted.

Thirteenth resolution

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

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

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

2. Registered office.

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

2.2 The Registered Office may be transferred:

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

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

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

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

3. Objects. The objects of the Company are:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

5. Share capital.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

All Shares have equal rights.

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

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

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

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

6. Indivisibility of shares.

6.1 Each Share is indivisible.

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

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

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

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

10. The directors.

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

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

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

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

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

10.5 A Director need not be a Shareholder.

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

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

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

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

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

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

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

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

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

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

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

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

Meeting, unless his appointment is confirmed by the Shareholders at that Shareholders' Meeting. Directors so appointed will have the same powers as other Directors appointed by the Shareholders' Meeting.

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

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

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

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

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

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

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

12. Delegation of powers.

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

12.2 A Daily Manager need not be a Shareholder.

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

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

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

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

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

12.8 The Board of Directors may appoint a secretary of the Company, who need not be a member of the Board of Directors, and determine his responsibilities, powers and authorities. The secretary shall ensure the implementation of the rules and procedures governing the operation of the Board of Directors, under the authority of the Chairman. The

secretary shall prepare minutes summarising the deliberations during the meetings of the Board of Directors and noting any decisions taken by the Board of Directors, in conjunction with the Chairman.

13. Board meetings.

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

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

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

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

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

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

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

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

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

14. Shareholders' meetings.

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

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

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

14.4 Convening of Shareholders' Meeting

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

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

14.5 Length and form of notice

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

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

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

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

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

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

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

14.6 Additional agenda items

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

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

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

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

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

14.7 Waiver of formalities of notice

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

14.8 Proceedings, quorum and majority

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

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

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

14.8.4 The right of a Shareholder to participate in a Shareholders' Meeting and exercise voting rights attached to its Shares are determined by reference to the number of Shares held by such Shareholder at midnight (00.00) on the day falling fourteen (14) days before the date of the Shareholders' Meeting (the "Record Date"). Each Shareholder shall, on or before the Record Date, indicate to the Company its intention to participate at the Shareholders' Meeting. The Company determines the manner in which this declaration is made. For each Shareholder who indicates his intention to participate in the Shareholders' Meeting, the Company records his name or corporate denomination and address or registered office, the number of Shares held by him on the Record Date and a description of the documents establishing the holding of Shares on that date.

14.8.5 Shareholders may be authorised to participate in a Shareholders' Meeting by electronic means, ensuring, notably, any or all of the following forms of participation: (a) a real-time transmission of the Shareholders' Meeting; (b) a real-time two-way communication enabling Shareholders to address the Shareholders' Meeting from a remote location; and (c) a mechanism for casting votes, whether before or during the Shareholders' Meeting, without the need to appoint a proxy who is physically present at the meeting. Any Shareholder which participates in a meeting through such means shall be deemed to be present at the place of the meeting for the purposes of the quorum and majority requirements. The use of electronic means allowing Shareholders to take part in a meeting may be subject only to such requirements as are necessary to ensure the identification of Shareholders and the security of the electronic communication, and only to the extent that they are proportionate to achieving that objective.

14.9 Chairman of the Shareholders' Meeting

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

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

14.10 Adjournment and postponement of general meetings of Shareholders

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

14.11 Attendance and voting by proxy

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

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

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

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

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

14.12 Appointment of proxy

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

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

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

14.12.3 in the notice calling the meeting;

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

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

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

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

14.13 Voting results

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

15. Annual shareholders' meeting - Place and date. At least one meeting of the Shareholders shall be held each year in the City of Luxembourg, at a place specified in the notice convening the meeting in Luxembourg City on the second to last Wednesday of the month of July at 4:00 p.m. CET. If such date is not a business day in Luxembourg, such Shareholders' Meeting shall be held on the immediately preceding business day.

16. Auditors.

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

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

16.3 The Auditors may be re-appointed.

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

18. Distributions on shares.

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

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

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

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

20. Interpretation and Luxembourg law.

20.1 In these Articles:

20.1.1 a reference to:

(a) one gender shall include each gender;

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

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

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

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

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

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

Vote in favour: one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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

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

Vote in favour: one billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 billion three hundred ninety-two million eight hundred twenty-seven thousand four hundred twenty-eight (1,392,827,428) class A shares, twenty-six billion one hundred twenty-four million six hundred twenty-six thousand eight hundred sixty-four (26,124,626,864) class B shares, five hundred thirty-one million four hundred thirty-nine thousand three hundred ninety-five (531,439,395) class C preferred shares, nineteen million one hundred forty-four thousand eight hundred seventy-seven (19,144,877) class D preferred shares and one (1) class E preferred share.

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 2.45 p.m.

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

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

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

Suit la traduction française de l'acte qui précède:

(N.B Pour des raisons techniques, la version française est publiée au Mémorial C-N° 1036 du 23 avril 2014.)

Signé: E. P. ARMANDOLA, N. GAUZES, C. WERSANDT.

Enregistré à Luxembourg A.C., le 8 avril 2014. LAC/2014/16622. Reçu soixante-quinze euros (75,- €).

Le Receveur ff. (signé): Carole FRISING.

Pour expédition conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 16 avril 2014.

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(140064627) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.

ARCANTUS Consult S.àr.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 164.329.

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

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ARCANTUS CONSULT SARL

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Cameron Lux I Sàrl, Société à responsabilité limitée.

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

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