

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS 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° 3925

18 décembre 2014

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S.C.I. R.B., Société Civile.

Siège social: L-5532 Remich, 10, rue Enz.

R.C.S. Luxembourg E 2.053.

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.

Remich, le 03 décembre 2014.

Référence de publication: 2014192859/10.

(140214820) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

S.C.L. Holding S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 44, rue de la Vallée.

R.C.S. Luxembourg B 130.101.

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

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

Signature.

Référence de publication: 2014192861/10.

(140215096) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

VCH JL S.à r.l., Société à responsabilité limitée.

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.

R.C.S. Luxembourg B 176.525.

Les comptes annuels au 30 septembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour VCH JL S.à r.l.

United International Management S.A.

Référence de publication: 2014192960/11.

(140215103) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Espace Strassen S.A., Société Anonyme.

Siège social: L-5244 Sandweiler, 2B, Ennert dem Bierg.

R.C.S. Luxembourg B 183.955.

Statuts coordonnés, suite à une assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 2 octobre 2014 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 3 novembre 2014.

Référence de publication: 2014193325/11.

(140215777) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2014.

Valoneo Europe, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 170.192.

EXTRAIT

Les comptes annuels au 31.12.2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 25 novembre 2014.

Le Gérant unique

Référence de publication: 2014192955/12.

(140214325) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

El Baik Food Systems Co S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.
R.C.S. Luxembourg B 59.059.

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: 2014192474/9.

(140214401) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Scripto, Société à responsabilité limitée.

Siège social: L-3355 Leudelange, 164, rue de la Gare.
R.C.S. Luxembourg B 115.165.

Les comptes annuels au 31.12.2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

SCRIPTO S.à r.l.

Référence de publication: 2014192888/10.

(140214296) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Société Financière Internationale pour l'Afrique (SOFIA), Société Anonyme Soparfi.

Siège social: L-1470 Luxembourg, 50, route d'Esch.
R.C.S. Luxembourg B 52.348.

Au terme du Conseil d'Administration tenu au siège social de la société le 18 novembre 2014 à 10h au siège social, il a été décidé:

de nommer, avec effet immédiat, Monsieur Elwyn BLATTNER, né le 19.04.1956 au Caire et résidant 66, rue de Li-vourne, B-1000 Bruxelles, comme Administrateur Délégué pour une durée de 3 ans.

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

INTERNATIONAL CORPORATE SERVICES (LUXEMBOURG) SARL
50, route d'Esch
L-1470 Luxembourg
M. Rutledge
Le Domiciliataire / Gérant

Référence de publication: 2014192903/17.

(140214273) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Westbra S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 57.768.

CLÔTURE DE LIQUIDATION

Extrait des décisions prises lors de l'Assemblée Générale Extraordinaire du 18 novembre 2014

L'Assemblée décide de prononcer la clôture de la liquidation de la Société.

L'Assemblée décide que les livres et documents sociaux de la Société seront déposés et conservés pendant cinq ans, à partir de la date de la publication des présentes dans le Journal Officiel du Grand-Duché de Luxembourg, Recueil des Sociétés et Associations, Mémorial C, à l'adresse suivante: 46A, Avenue J.F. Kennedy, L-1855 Luxembourg.

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

Luxembourg, le 2 décembre 2014.

Pour la société

Fides (Luxembourg) S.A.

Liquidateur

Référence de publication: 2014192985/18.

(140214640) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Schneider Finance Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-2314 Luxembourg, 4, place de Paris.
R.C.S. Luxembourg B 155.401.

Par la présente, je vous informe que je démissionne de mes fonctions de liquidateur de votre société à compter de ce jour.

Luxembourg, le 17 juin 2014.

Référence de publication: 2014192884/10.

(140214864) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

**Lancelot Recruitment S.à r.l., Société à responsabilité limitée,
(anc. IKE S.à r.l.).**

Siège social: L-2240 Luxembourg, 29, rue Notre-Dame.
R.C.S. Luxembourg B 140.811.

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.

Signature.

Référence de publication: 2014192678/10.

(140214648) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Le Camille S.à r.l., Société à responsabilité limitée.

Siège social: L-2145 Luxembourg, 6, rue Cyprien Merjai.
R.C.S. Luxembourg B 165.168.

EXTRAIT

Il résulte du contrat de cession de parts signé en date du 19 avril 2013 que l'associé de la Société, Icatex Italia S.r.l. a transféré les 6.000 parts sociales de la Société, à l'autre associé de la Société, Giovanni Rizzo.

Par conséquent, l'associé unique de la Société est Giovanni Rizzo et ce, depuis le 19 avril 2013.

Pour extrait sincère et conforme

Le Camille S.à r.l.

Un Mandataire

Référence de publication: 2014192679/14.

(140214761) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

KPI Retail Property 20 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.
R.C.S. Luxembourg B 114.060.

EXTRAIT

Les associés, dans leurs résolutions du 2 octobre 2014, ont renouvelé les mandats des gérants:

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

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

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

En outre, l'adresse d'un des gérants de catégorie B, à savoir Monsieur Michel VAUCLAIR, est désormais la suivante:

- 6, rue Jean Monnet, L-2180 Luxembourg

Luxembourg, le 3 décembre 2014.

Pour KPI RETAIL PROPERTY 20 SARL

Société à responsabilité limitée

Référence de publication: 2014192654/20.

(140215025) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Sovim S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 15, boulevard du Prince Henri.
R.C.S. Luxembourg B 65.431.

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: 2014192910/9.

(140215023) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Swell International S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 85, Grand-Rue.
R.C.S. Luxembourg B 190.144.

Extrait du procès-verbal de la réunion du conseil d'administration tenue à Luxembourg le 17 novembre 2014

Après délibération, les administrateurs décident à l'unanimité de:

- Nommer M. Jean-Philippe BOURBOTTE Président du Conseil d'Administration de la société SWELL INTERNATIONAL S.A.

Référence de publication: 2014192916/11.

(140214933) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Taina S.A., Société Anonyme.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.
R.C.S. Luxembourg B 191.485.

EXTRAIT

Il résulte de la réunion du conseil d'administration du 17 novembre 2014 que Monsieur Fabio MASTROSIMONE a été nommé en tant que Président du conseil d'administration.

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

Luxembourg, le 2 décembre 2014.

Référence de publication: 2014192919/12.

(140214327) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Thalia Alternative SICAV, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 100.470.

Résolution circulaire du 30 septembre 2014

Sont élus au Conseil d'Administration avec effet au 30 septembre 2014 jusqu'à l'assemblée générale qui se tiendra en l'année 2015

- Mr Abdelkader DERROUCHE, membre du Conseil d'administration

51, avenue J.F. Kennedy, L-1855 Luxembourg

- Mrs Virginie BOUSSARD, membre du Conseil d'administration

51, avenue J.F. Kennedy, L- 1855 Luxembourg

Mandat non renouvelé avec effet au 30 septembre 2014

- Mr Raffaele BARTOLI

- Mr Matthieu FEFFER

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

Pour THALIA ALTERNATIVE SICAV

UBS Fund Services (Luxembourg) S.A.

Francesco Molino / Guillaume ANDRE

Director / Director

Référence de publication: 2014192935/22.

(140214908) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Stradeq S.A., Business Solutions, Société Anonyme.

Siège social: L-8016 Strassen, 25, rue des Carrières.

R.C.S. Luxembourg B 96.893.

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: 2014192911/9.

(140214552) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

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

Siège social: L-8443 Steinfort, 12, Square Général Patton.

R.C.S. Luxembourg B 147.690.

Le bilan au 31.12.2010 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.

Référence de publication: 2014192906/9.

(140214322) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Tahoma Participations, Société Anonyme Unipersonnelle.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 159.760.

Le bilan et l'annexe au 31 décembre 2013, ainsi que les autres documents et informations qui s'y rapportent, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour TAHOMA PARTICIPATIONS

Société anonyme

Signature

Référence de publication: 2014192931/13.

(140214674) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Tahoma Participations, Société Anonyme Unipersonnelle.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.

R.C.S. Luxembourg B 159.760.

Extrait du procès-verbal de l'assemblée générale annuelle tenue au siège social exceptionnellement en date du 17 novembre 2014

4^{ème} Résolution:

L'Actionnaire unique décide de nommer avec effet immédiat commissaire aux comptes la société A&C Management Services Sàrl, RCS Luxembourg B 127330, ayant son siège social au 80, rue des Romains, L-8041 Luxembourg en remplacement du commissaire aux comptes démissionnaire.

Son mandat viendra à échéance à l'issue de l'Assemblée Générale Annuelle à tenir en l'an 2016.

5^{ème} Résolution:

L'Actionnaire unique décide de nommer, avec effet immédiat, administrateurs M. Alain Geurts, né le 13 septembre 1962 à Nioki (RDC), employé privé, demeurant professionnellement au 12, rue Eugène Ruppert, L-2453 Luxembourg et Mme. Frédérique Mignon, née le 19 janvier 1973 à Bastogne (Belgique), employée privée, demeurant professionnellement au 12, rue Eugène Ruppert, L-2453 Luxembourg. Leurs mandats viendront à échéance à l'issue de l'Assemblée Générale Statutaire à tenir en l'an 2018.

Certifié conforme

Pour TAHOMA PARTICIPATIONS

Société anonyme

Signature

Référence de publication: 2014192932/23.

(140214675) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Davco S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 35A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 168.448.

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: 2014192441/9.

(140215065) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Design'Hair s.à r.l., Société à responsabilité limitée.

Siège social: L-4281 Esch-sur-Alzette, 7, rue de Portland.
R.C.S. Luxembourg B 154.047.

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: 2014192446/9.

(140215082) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Accenture SCA, Société en Commandite par Actions.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 79.874.

En date du 17 novembre 2014, le mandat de la société KPMG Luxembourg S.à r.l. a été renouvelé pour une durée d'un an et prendra fin lors de l'assemblée générale annuelle qui approuvera les comptes clos au 31 août 2015.

POUR EXTRAIT CONFORME ET SINCERE

Accenture SCA

Signature

Un mandataire

Référence de publication: 2014192270/13.

(140215094) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Thistle S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 117.651.

Lors de l'assemblée générale annuelle tenue en date du 18 novembre 2014, les actionnaires ont pris les décisions suivantes:

Renouvellement du mandat des administrateurs suivants:

- Pascale Nutz, administrateur de classe B, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg
 - Noëlla Antoine, administrateur de classe A, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg
 - Gregory Morrison, administrateur de classe B, avec adresse au 7, Reid Street, 4th Floor, HM 11 Hamilton, Les Bermudes
 - Elizabeth Le Poidevin, administrateur de classe A, avec adresse à La Motte Chambers, JE1 1Bj St Helier, Jersey
- pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 décembre 2014 et qui se tiendra en 2015.

Renouvellement du mandat de commissaire aux comptes d'Alter Domus Luxembourg S.à r.l., avec siège social au 5, rue Guillaume Kroll, L- 1882 Luxembourg, pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 décembre 2014 et qui se tiendra en 2015.

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

Luxembourg, le 1^{er} décembre 2014.

Référence de publication: 2014192195/23.

(140213825) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 décembre 2014.

Hoppens Investments S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 137.965.

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: 2014192599/9.

(140214507) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

HRA Invest S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 163.875.

Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 17 septembre 2014 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 17 octobre 2014.

Référence de publication: 2014192601/11.

(140214643) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Golding Private Debt Sicav-Fis VIII, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2132 Luxembourg, 6, avenue Marie-Thérèse.

R.C.S. Luxembourg B 178.956.

Mit Schreiben vom 26. November 2014 hat Herr François Georges mit beruflicher Anschrift in 127, rue de Mühlenbach, L-2168 Luxembourg, sein Amt als Verwaltungsratsmitglied mit sofortiger Wirkung niedergelegt.

Luxembourg, den 3. Dezember 2014.

Für die Richtigkeit namens der Gesellschaft

Ein Bevollmächtigter

Référence de publication: 2014192544/13.

(140214606) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Grupo EIG Multimedia S.à r.l., Société à responsabilité limitée.**Capital social: EUR 3.049.871,94.**

Siège social: L-2611 Luxembourg, 51, route de Thionville.

R.C.S. Luxembourg B 184.726.

EXTRAIT

Il résulte d'une réunion de l'assemblée générale ordinaire de la Société qui s'est tenue en date du 21 novembre 2014, que:

- Monsieur Álvaro Vicente Moneada Durruti a été révoqué de sa fonction gérant classe B de la Société avec effet immédiat.

Il résulte que le conseil de gérance de la Société se compose désormais comme suit:

- Monsieur Francisco Alves Neri Bonilla, gérant classe A,
- Monsieur Daniel Mijic, gérant classe A,
- Monsieur Manuel Dominguez Moreno, gérant classe B,
- Monsieur Francisco Javier Ramírez Bañares, gérant classe B, et
- Monsieur Julio González Silva, gérant classe B.

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

Luxembourg, le 2 décembre 2014.

Référence de publication: 2014192551/21.

(140214361) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Savena International S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 35, allée Scheffer.
R.C.S. Luxembourg B 156.781.

Les statuts coordonnés suivant l'acte n° 69723 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: 2014192868/10.

(140214528) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

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

Siège social: L-9184 Schrondeweiler, 9, rue Principale.
R.C.S. Luxembourg B 118.516.

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.

Signature.

Référence de publication: 2014192837/10.

(140214233) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

P2J S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 94A, boulevard de la Pétrusse.
R.C.S. Luxembourg B 187.815.

Extrait des décisions prises par le Conseil d'administration de la société, en date du 1^{er} Août 2014:

Conformément à l'article 4 des statuts, le Conseil d'administration décide de transférer le siège social de la Société du L-1610 Luxembourg, 42-44, avenue de la Gare vers le L-2320 Luxembourg 94A Boulevard de la Petrusse.

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

Luxembourg, le 1^{er} Août 2014.

Pour la société

Le Conseil d'Administration

Référence de publication: 2014192841/14.

(140214461) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Patron Noosa Devco (Earley) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 20.000,00.

Siège social: L-2310 Luxembourg, 6, avenue Pasteur.
R.C.S. Luxembourg B 177.593.

Extrait des résolutions de l'associé unique de la Société du 1^{er} décembre 2014

L'associé unique de la Société a pris les résolutions suivantes:

- Acceptation de la démission de M. Emmanuel Mougeolle de son poste de gérant de la société avec effet au 1^{er} décembre 2014.

- Nomination de M. Steve van den Broek, directeur de sociétés, né à Anvers, Belgique, le 26 juillet 1970, résidant professionnellement au 6, avenue Pasteur, L-2310 Luxembourg, au poste de gérant de la société avec effet au 1^{er} décembre 2014 pour une durée indéterminée.

Le Conseil de gérance de la Société se compose dorénavant comme suit:

- Mme Géraldine Schmit, gérant, résidant professionnellement au 6, avenue Pasteur, L-2310 Luxembourg

- M. Steve van den Broek, gérant, résidant professionnellement au 6, avenue Pasteur, L-2310 Luxembourg

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

La Société

Référence de publication: 2014192797/20.

(140214766) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Peak Partners (Luxembourg) S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 93.189.

Monsieur Benoni Dufour, demeurant à L-5713 Aspelt, 15, op der Sank, fait savoir qu'il démissionne de son poste d'administrateur de la société Peak Partners (Luxembourg) S.A., inscrite au R.C.S. Luxembourg sous le numéro B93189, avec effet au 5 septembre 2014.

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

Luxembourg, le 3 décembre 2014.

G.T. Experts Comptables S.à.r.l.

Luxembourg

Référence de publication: 2014192799/14.

(140214584) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Phoenix II Mixed H, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1246 Luxembourg, 2A, rue Albert Borschette.

R.C.S. Luxembourg B 110.517.

Extrait des résolutions des associés de la Société

Il résulte de la décision prise par les associés de la Société en date du 24 novembre 2014 qu'a été acceptée:

- la démission de Mr Cliff Langford de son poste de gérant de la Société avec effet au 02 septembre 2014;
- la démission de Mme Boughaba Habiba de son poste de gérant de la Société avec effet au 28 avril 2014
- la nomination de Mr Arndt Nicolaus, né le 29 mai 1967 à Montabaur, Allemagne, résidant professionnellement au 2a, rue Albert Borschette, L-1246 Luxembourg, en tant que gérant de la Société avec effet au 24 novembre 2014;
- la nomination de Mme Miranda Lansdowne, née le 03 octobre 1974 à Rugby, Royaume-Uni, résidant professionnellement au 2a, rue Albert Borschette, L-1246 Luxembourg, en tant que gérant de la Société avec effet au 24 novembre 2014.

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

Luxembourg, le 26 novembre 2014.

Mandataire

Référence de publication: 2014192804/20.

(140214939) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

Al Alu & Cy S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 191.173.

In the year two thousand and fourteen, on the twenty-ninth of October.

Before us Maître Jean-Joseph WAGNER, notary, residing in Sanem, Grand Duchy of Luxembourg,

is held

an extraordinary general meeting of the shareholders of "Al Alu & Cy S.C.A." (the "Company"), a société en commandite par actions incorporated and existing under the laws of the Grand-Duchy of Luxembourg, having its registered office at 2-4, rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 191.173, incorporated pursuant to a deed of the undersigned notary dated 26 September 2014, whose articles of association have not been yet published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C").

The meeting is presided by Mrs. Linda HARROCH, lawyer, residing in Luxembourg, in the chair,

who appoints as secretary Mrs. Caroline SCULTEUR, maître en droit, residing in Luxembourg, who is also elected as scrutineer by the general meeting.

The board of the meeting having thus been constituted, the chairman declares and requests the notary to state:

I. That the agenda of the meeting is the following:

Agenda

1. To create different classes of shares referred to as (A) the ordinary shares (the “Ordinary Shares”) subdivided into (x) the A ordinary shares (the “A Ordinary Shares”) in turn subdivided into (i) the A1 ordinary shares (the “A1 Ordinary Shares”), (ii) the A2 ordinary shares (the “A2 Ordinary Shares”, (iii) the A3 ordinary shares (the “A3 Ordinary Shares”), (iv) the A4 ordinary shares (the “A4 Ordinary Shares”) and (v) the A5 ordinary shares (the “A5 Ordinary Shares”), (y) the B ordinary shares (the “B Ordinary Shares”) in turn subdivided into (i) the B1 ordinary shares (the “B1 Ordinary Shares”), (ii) the B2 ordinary shares (the “B2 Ordinary Shares”, (iii) the B3 ordinary shares (the “B3 Ordinary Shares”), (iv) the B4 ordinary shares (the “B4 Ordinary Shares”) and (v) the B5 ordinary shares (the “B5 Ordinary Shares”) AND (B) the preference shares (the “Preference Shares”) subdivided into (x) the A preference shares (the “A Preference Shares”) in turn subdivided into (i) the A1 preference shares (the “A1 Preference Shares”), (ii) the A2 preference shares (the “A2 Preference Shares”, (iii) the A3 preference shares (the “A3 Preference Shares”), (iv) the A4 preference shares (the “A4 Preference Shares”) and (v) the A5 preference shares (the “A5 Preference Shares”), (y) the B preference shares (the “B Preference Shares”) in turn subdivided into (i) the B1 preference shares (the “B1 Preference Shares”), (ii) the B2 preference shares (the “B2 Preference Shares”, (iii) the B3 preference shares (the “B3 Preference Shares”), (iv) the B4 preference shares (the “B4 Preference Shares”) and (v) the B5 preference shares (the “B5 Preference Shares”) AND (C) the management shares (the “Management Shares”). To convert the existing three million one hundred thousand (3,100,000) shares into (i) three million ninety-nine thousand nine hundred (3,099,900) A1 Ordinary Shares and (ii) one hundred (100) Management Shares.

2. To increase the Company’s share capital by an amount of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90) so as to raise it from its present amount of thirty-one thousand euro (EUR 31,000.00) up to eighty-one million five hundred sixty-one thousand one hundred twenty-six Euro and ninety cents (EUR 81,561,126.90), by the issue of eight billion one hundred fifty-three million twelve thousand six hundred and ninety (8,153,012,690) new shares (the “New Shares I”) to be paid up by a contribution in kind consisting in an unquestioned claim due for immediate payment held by “Al Alu (Luxembourg) S.à. r.l.”, a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2-4 rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 190.878 (the “Investor”) against the Company (the “Claim I”). The New Shares I shall be fully subscribed by the Investor and the Claim I of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90) shall be entirely allocated to the Company’s share capital for an amount of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90).

3. To increase the Company’s share capital by an amount of four hundred forty-five thousand eight hundred thirty-three Euro and ninety-seven cents (EUR 445,833.97) so as to raise it from its present amount of eighty-one million five hundred sixty-one thousand one hundred twenty-six Euro and ninety cents (EUR 81,561,126.90) up to eighty-two million six thousand nine hundred sixty Euro and eighty-seven cents (EUR 82,006,960.87), by the issue of forty-four million five hundred eighty-three thousand three hundred and ninety-seven (44,583,397) new shares (the “New Shares II”) to be paid up by a contribution in kind consisting in an unquestioned claim due for immediate payment held by the Investor against the Company (the “Claim II”). The New Shares II shall be fully subscribed by the Investor and the Claim II of four hundred sixty-two thousand Euro (EUR 462,000.00) shall be allocated to (i) the Company’s share capital for an amount of four hundred forty-five thousand eight hundred thirty-three Euro and ninety-seven cents (EUR 445,833.97) and to the (ii) to the Company’s share premium account for an amount of sixteen thousand one hundred sixty-six Euro and three cents (EUR 16,166.03).

4. To increase the Company’s share capital by an amount of three hundred and fifty-one thousand four hundred and fifty-nine euro and two cents (EUR 351,459.02) so as to raise it from its present amount of eighty-two million six thousand nine hundred sixty Euro and eighty-seven cents (EUR 82,006,960.87) up to eighty-two million three hundred and fifty-eight thousand four hundred and nineteen euro and eighty-nine cents (EUR 82,358,419.89), by the issue of thirty-five million one hundred and forty-five thousand nine hundred and two (35,145,902) new shares (the “New Shares III”) to be paid up by a cash contribution of three hundred and sixty-four thousand two hundred and three euro and one cent (EUR 364,203.01), which shall be allocated to (i) to the Company’s share capital for an amount of three hundred and fifty-one thousand four hundred and fifty-nine euro and two cents (EUR 351,459.02) and (ii) to the Company’s share premium account for an amount of twelve thousand seven hundred and forty-three euro and ninety-nine cents (EUR 12,743.99).

5. To increase the Company’s share capital by an amount of fourteen million nine hundred and sixty-three thousand two hundred and twenty-seven euro and eight cents (EUR 14,963,227.08) so as to raise it from its amount of eighty-two million three hundred and fifty-eight thousand four hundred and nineteen euro and eighty-nine cents (EUR 82,358,419.89) up to ninety-seven million three hundred and twenty-one thousand six hundred and forty-six euro and ninety-seven cents (EUR 97,321,646.97), by the issue of one billion four hundred and ninety-six million three hundred and twenty-two thousand seven hundred and eight (1,496,322,708) new shares (the “New Shares IV”), each having a nominal value of one Euro cent (EUR 0.01), to be paid up by a contribution in kind amounting to fifteen million two hundred and twenty-five thousand eight hundred and sixty-five euro and sixty-one cents (EUR 15,225,865.61) consisting in several unquestioned claims due for immediate payment held by certain individuals against ALU BIDCO LIMITED, a company incorporated in England and Wales (registered number 9144303), whose registered office is at c/o Weil Secretaries Limited, 110 Fetter

Lane, London, EC4A 1AY (“Bidco”) (together the “Contribution I”). The value of such Contribution I amounting and sixty-five euro and sixty-one cents (EUR 15,225,865.61) in aggregate shall be allocated to (i) to the Company’s share capital for an amount of fourteen million nine hundred and sixty-three thousand two hundred and twenty-seven euro and eight cents (EUR 14,963,227.08) and (ii) to the Company’s share premium account for an amount of two hundred and sixty-two thousand six hundred and thirty-eight euro and fifty-three cents (EUR 262,638.53).

6. To increase the Company’s share capital by an amount of four million nine hundred fifty-four thousand three hundred fifty-four Euro and three cents (EUR 4,954,354.03) so as to raise it from its amount of (EUR 97,321,646.97) up to one hundred two million two hundred seventy-six thousand and one Euro (EUR 102,276,001.00), by the issue of four hundred ninety-five million four hundred thirty-five thousand four hundred and three (495,435,403) new shares (the “New Shares V”), each having a nominal value of one Euro cent (EUR 0.01), to be paid up by a contribution in kind amounting to five million one hundred thirty-four thousand Euro (EUR 5,134,000.00) consisting in (i) two hundred and thirty-eight million three hundred and fifty-seven thousand one hundred and nineteen (238,357,119) shares owned by several individuals (the “Individuals”) in ALU TOPCO LIMITED, a company incorporated in England and Wales (registered number 9188355), whose registered office is at c/o Weil Secretaries Limited, 110 Fetter Lane, London, EC4A 1AY (“Topco”) and (ii) several unquestioned claims due for immediate payment held by the individuals against Topco (together the “Contribution II”). The value of such Contribution II amounting to five million one hundred thirty-four thousand Euro (EUR 5,134,000.00) in aggregate shall be allocated to (i) to the Company’s share capital for an amount of four million nine hundred fifty-four thousand three hundred fifty-four Euro and three cents (EUR 4,954,354.03) and (ii) to the Company’s share premium account for an amount of one hundred seventy-nine thousand six hundred forty-five Euro and ninety-seven cents (EUR 179,645.97).

7. To amend article 5.1 of the articles of incorporation of the Company to reflect the proposed share capital increases.

8. To fully restate the articles of incorporation of the Company without amending the purpose clause.

9. Miscellaneous.

II.- That the shareholders present or represented, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the proxyholders of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities. The proxies of the represented shareholders, initialled *ne varietur* by the appearing parties will also remain annexed to the present deed.

III.- That the entire share capital being represented at the present meeting and all the shareholders represented declaring that they have had due notice and got knowledge of the agenda prior to this meeting, no convening notices were necessary.

IV.- That the present meeting, representing the entire share capital, is regularly constituted and may validly deliberate on all the items of the agenda. Then the general meeting, after deliberation, unanimously takes the following resolutions:

First resolution

The general meeting decides to create different classes of shares referred to as (A) the ordinary shares (the “Ordinary Shares”) subdivided into (x) the A ordinary shares (the “A Ordinary Shares”) in turn subdivided into (i) the A1 ordinary shares (the “A1 Ordinary Shares”), (ii) the A2 ordinary shares (the “A2 Ordinary Shares”, (iii) the A3 ordinary shares (the “A3 Ordinary Shares”), (iv) the A4 ordinary shares (the “A4 Ordinary Shares”) and (v) the A5 ordinary shares (the “A5 Ordinary Shares”), (y) the B ordinary shares (the “B Ordinary Shares”) in turn subdivided into (i) the B1 ordinary shares (the “B1 Ordinary Shares”), (ii) the B2 ordinary shares (the “B2 Ordinary Shares”, (iii) the B3 ordinary shares (the “B3 Ordinary Shares”), (iv) the B4 ordinary shares (the “B4 Ordinary Shares”) and (v) the B5 ordinary shares (the “B5 Ordinary Shares”) AND (B) the preference shares (the “Preference Shares”) subdivided into (x) the A preference shares (the “A Preference Shares”) in turn subdivided into (i) the A1 preference shares (the “A1 Preference Shares”), (ii) the A2 preference shares (the “A2 Preference Shares”, (iii) the A3 preference shares (the “A3 Preference Shares”), (iv) the A4 preference shares (the “A4 Preference Shares”) and (v) the A5 preference shares (the “A5 Preference Shares”), (y) the B preference shares (the “B Preference Shares”) in turn subdivided into (i) the B1 preference shares (the “B1 Preference Shares”), (ii) the B2 preference shares (the “B2 Preference Shares”, (iii) the B3 preference shares (the “B3 Preference Shares”), (iv) the B4 preference shares (the “B4 Preference Shares”) and (v) the B5 preference shares (the “B5 Preference Shares”) AND (C) the management shares (the “Management Shares”).

Second resolution

The general meeting decides to convert the existing three million one hundred thousand (3,100,000) shares into (i) three million ninety-nine thousand nine hundred (3,099,900) A1 Ordinary Shares and (ii) one hundred (100) Management Shares.

Third resolution

The general meeting decides to increase the Company’s share capital by an amount of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90) so as to raise it from its present amount of thirty-one thousand euro (EUR 31,000.00) up to eighty-one million five hundred sixty-one thousand one hundred twenty-six Euro and ninety cents (EUR 81,561,126.90), by the issue of eight billion one hundred fifty-three million

twelve thousand six hundred and ninety (8,153,012,690) new shares (the “New Shares I”), paid up by a contribution in kind consisting in an unquestioned claim due for immediate payment held by “Al Alu (Luxembourg) S.à. r.l.”, a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2-4 rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 190.878 (the “Investor”) against the Company (the “Claim I”). The New Shares I are fully subscribed by the Investor and the Claim I of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90) is entirely allocated to the Company’s share capital for an amount of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90).

Subscription for new shares I

The New Shares I are fully subscribed in kind by Al Alu (Luxembourg) S.à. r.l., a société à responsabilité limitée, incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2-4 rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 190.878, represented by Mrs Linda HARROCH, previously named, by virtue of a proxy, given in Luxembourg on 28 October 2014, hereto annexed. The New Shares I being subscribed are subdivided as follows:

(A) one billion eighty-six million eight hundred and ninety-six thousand five hundred and eighty-seven (1,086,896,587) Ordinary Shares in turn subdivided into: one hundred and ninety-eight million four hundred and ninety thousand three hundred and ninety (198,490,390) A1 Ordinary Shares, two hundred and one million five hundred and ninety thousand two hundred and ninety-two (201,590,292) A2 Ordinary Shares, two hundred and one million five hundred and ninety thousand two hundred and ninety-two (201,590,292) A3 Ordinary Shares, two hundred and one million five hundred and ninety thousand two hundred and ninety-two (201,590,292) A4 Ordinary Shares, two hundred and one million five hundred and ninety thousand two hundred and ninety-two (201,590,292) A5 Ordinary Shares, sixteen million four hundred and nine thousand five (16,409,005) B1 Ordinary Shares, sixteen million four hundred and nine thousand six (16,409,006) B2 Ordinary Shares, sixteen million four hundred and nine thousand six (16,409,006) B3 Ordinary Shares, sixteen million four hundred and nine thousand six (16,409,006) B4 Ordinary Shares, sixteen million four hundred and nine thousand six (16,409,006) B5 Ordinary Shares; and

(B) seven billion sixty-six million one hundred and sixteen thousand one hundred and three (7,066,116,103) Preference Shares in turn subdivided into: one billion three hundred and seventy-four million nine hundred and thirty-five thousand five hundred and forty-two (1,374,935,542) A1 Preference Shares, one billion three hundred and seventy-four million nine hundred and thirty-five thousand five hundred and forty (1,374,935,540) A2 Preference Shares, one billion three hundred and seventy-four million nine hundred and thirty-five thousand five hundred and forty (1,374,935,540) A3 Preference Shares, one billion three hundred and seventy-four million nine hundred and thirty-five thousand five hundred and forty (1,374,935,540) A4 Preference Shares, one billion three hundred and seventy-four million nine hundred and thirty-five thousand five hundred and forty (1,374,935,540) A5 Preference Shares, thirty-eight million two hundred and eighty-seven thousand six hundred and eighty-one (38,287,681) B1 Preference Shares, thirty-eight million two hundred and eighty-seven thousand six hundred and eighty (38,287,680) B2 Preference Shares, thirty-eight million two hundred and eighty-seven thousand six hundred and eighty (38,287,680) B3 Preference Shares, thirty-eight million two hundred and eighty-seven thousand six hundred and eighty (38,287,680) B4 Preference Shares, thirty-eight million two hundred and eighty-seven thousand six hundred and eighty (38,287,680) B5 Preference Shares.

The aggregate contribution amount of eighty-one million five hundred thirty thousand one hundred twenty-six Euro and ninety cents (EUR 81,530,126.90) for the Ordinary Shares and for the Preference Shares is entirely allocated to the Company’s share capital.

A report, regarding the contribution here above (the “Report”) has been drawn up by “Interaudit S.à. r.l.”, a réviseur d’entreprises, having its registered office at 37, rue des Scillas, L-2529 Howald, Luxembourg, dated 29 October 2014, in accordance with Article 26-1 of the law on commercial companies, which contains the following conclusion:

Conclusion:

“Based on the verifications carried out as described above, we express no observation on the total value of the contributions, which corresponds at least to the number and nominal value of the shares to be issued as consideration with the share premium.”

The Report will remain annexed to the present deed to be filed at the same time with the registration authorities.

Fourth resolution

The general meeting decides to increase the Company’s share capital by an amount of four hundred forty-five thousand eight hundred thirty-three Euro and ninety-seven cents (EUR 445,833.97) so as to raise it from its present amount of eighty-one million five hundred sixty-one thousand one hundred twenty-six Euro and ninety cents (EUR 81,561,126.90) up to eighty-two million six thousand nine hundred sixty Euro and eighty-seven cents (EUR 82,006,960.87), by the issue of forty-four million five hundred eighty-three thousand three hundred and ninety-seven (44,583,397) new shares (the “New Shares II”) paid up by a contribution in kind consisting in an unquestioned claim due for immediate payment held by the Investor against the Company (the “Claim II”). The New Shares II are fully subscribed by the Investor and the

Claim II of four hundred sixty-two thousand Euro (EUR 462,000.00) is allocated to (i) the Company's share capital for an amount of four hundred forty-five thousand eight hundred thirty-three Euro and ninety-seven cents (EUR 445,833.97) and to the (ii) to the Company's share premium account for an amount of sixteen thousand one hundred sixty-six Euro and three cents (EUR 16,166.03).

Subscription for new shares II

The New Shares II are fully subscribed in kind by Al Alu (Luxembourg) S.à. r.l., prenamed and duly represented by Mrs Linda HARROCH, previously named, by virtue of a proxy, given in Luxembourg on 28 October 2014, hereto annexed. The New Shares II being subscribed are subdivided as follows:

(A) thirteen million three hundred and seventy-five thousand and nineteen (13,375,019) B Ordinary Shares in turn subdivided into: two million six hundred and seventy-five thousand and three (2,675,003) B1 Ordinary Shares, two million six hundred and seventy-five thousand and four (2,675,004) B2 Ordinary Shares, two million six hundred and seventy-five thousand and four (2,675,004) B3 Ordinary Shares, two million six hundred and seventy-five thousand and four (2,675,004) B4 Ordinary Shares, two million six hundred and seventy-five thousand and four (2,675,004) B5 Ordinary Shares, and

(B) thirty-one million two hundred and eight thousand three hundred and seventy-eight (31,208,378) B Preference Shares in turn subdivided into: six million two hundred and forty-one thousand six hundred and seventy-four (6,241,674) B1 Preference Shares, six million two hundred and forty-one thousand six hundred and seventy-six (6,241,676) B2 Preference Shares, six million two hundred and forty-one thousand six hundred and seventy-six (6,241,676) B3 Preference Shares, six million two hundred and forty-one thousand six hundred and seventy-six (6,241,676) B4 Preference Shares, six million two hundred and forty-one thousand six hundred and seventy-six (6,241,676) B5 Preference Shares.

The aggregate contribution amount of one hundred and forty-nine thousand nine hundred and sixteen Euro and twenty-two cents (EUR 149,916.22) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of one hundred and thirty-three thousand seven hundred and fifty euro and nineteen cents (EUR 133,750.19) and to (ii) the Company's share premium account for an amount of sixteen thousand one hundred and sixty-six euro and three cents (EUR 16,166.03).

The aggregate contribution amount of three hundred and twelve thousand eighty-three euro and seventy-eight cents (EUR 312,083.78) for the B Preference Shares is entirely allocated to the Company's share capital.

The Report has dealt with the contribution above and contains the following conclusion:

Conclusion:

"Based on the verifications carried out as described above, we express no observation on the total value of the contributions, which corresponds at least to the number and nominal value of the shares to be issued as consideration with the share premium."

Fifth resolution

The general meeting decides to increase the Company's share capital by an amount of three hundred and fifty-one thousand four hundred and fifty-nine euro and two cents (EUR 351,459.02) so as to raise it from its present amount of eighty-two million six thousand nine hundred sixty Euro and eighty-seven cents (EUR 82,006,960.87) up to eighty-two million three hundred and fifty-eight thousand four hundred and nineteen euro and eighty-nine cents (EUR 82,358,419.89), by the issue of thirty-five million one hundred and forty-five thousand nine hundred and two (35,145,902) new shares (the "New Shares III"), paid up by a cash contribution of three hundred and sixty-four thousand two hundred and three euro and one cent (EUR 364,203.01), which is allocated to (i) to the Company's share capital for an amount of three hundred and fifty-one thousand four hundred and fifty-nine euro and two cents (EUR 351,459.02) and (ii) to the Company's share premium account for an amount of twelve thousand seven hundred and forty-three euro and ninety-nine cents (EUR 12,743.99).

Subscription for new shares III

The New Shares III being paid up in cash are subscribed as follows:

1. Mr. Pieter Vanelderden, residing at Populierenweg 5, 3950 Bocholt, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to six million seventy-one thousand two hundred and fifty-four (6,071,254) New Shares III, subdivided as follows:

(A) one million eight hundred and twenty-one thousand three hundred and seventy-six (1,821,376) B Ordinary Shares in turn subdivided into: three hundred and sixty-four thousand two hundred and seventy-six (364,276) B1 Ordinary Shares, three hundred and sixty-four thousand two hundred and seventy-five (364,275) B2 Ordinary Shares, three hundred and sixty-four thousand two hundred and seventy-five (364,275) B3 Ordinary Shares, three hundred and sixty-four thousand two hundred and seventy-five (364,275) B4 Ordinary Shares, three hundred and sixty-four thousand two hundred and seventy-five (364,275) B5 Ordinary Shares; and

(B) four million two hundred and forty-nine thousand eight hundred and seventy-eight (4,249,878) B Preference Shares in turn subdivided into: eight hundred and forty-nine thousand nine hundred and seventy-four (849,974) B1 Preference Shares, eight hundred and forty-nine thousand nine hundred and seventy-six (849,976) B2 Preference Shares, eight hun-

dred and forty-nine thousand nine hundred and seventy-six (849,976) B3 Preference Shares, eight hundred and forty-nine thousand nine hundred and seventy-six (849,976) B4 Preference Shares, eight hundred and forty-nine thousand nine hundred and seventy-six (849,976) B5 Preference Shares.

The aggregate contribution amount of twenty thousand four hundred and fifteen Euro and twenty-one cents (EUR 20,415.21) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of eighteen thousand two hundred and thirteen euro and seventy-six cents (EUR 18,213.76) and to (ii) the Company's share premium account for an amount of two thousand two hundred and one euro and forty-five cents (EUR 2,201.45).

The aggregate contribution amount of forty-two thousand four hundred and ninety-eight euro and seventy-eight cents (EUR 42,498.78) for the B Preference Shares is entirely allocated to the Company's share capital.

2. Mr. Geert Goossens, residing at Provinciebaan 149A, 9620 Velzeke-Ruddershove, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to four million nine hundred and forty-nine thousand four hundred and thirty-three (4,949,433) New Shares III, subdivided as follows:

(A) one million four hundred and eighty-four thousand eight hundred and thirty (1,484,830) B Ordinary Shares in turn subdivided into: two hundred and ninety-six thousand nine hundred and sixty-six (296,966) B1 Ordinary Shares, two hundred and ninety-six thousand nine hundred and sixty-six (296,966) B2 Ordinary Shares, two hundred and ninety-six thousand nine hundred and sixty-six (296,966) B3 Ordinary Shares, two hundred and ninety-six thousand nine hundred and sixty-six (296,966) B4 Ordinary Shares, two hundred and ninety-six thousand nine hundred and sixty-six (296,966) B5 Ordinary Shares; and

(B) three million four hundred and sixty-four thousand six hundred and three (3,464,603) B Preference Shares in turn subdivided into: six hundred and ninety-two thousand nine hundred and twenty-three (692,923) B1 Preference Shares, six hundred and ninety-two thousand nine hundred and twenty (692,920) B2 Preference Shares, six hundred and ninety-two thousand nine hundred and twenty (692,920) B3 Preference Shares, six hundred and ninety-two thousand nine hundred and twenty (692,920) B4 Preference Shares, six hundred and ninety-two thousand nine hundred and twenty (692,920) B5 Preference Shares.

The aggregate contribution amount of sixteen thousand six hundred and forty-two Euro and ninety-eight cents (EUR 16,642.98) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of fourteen thousand eight hundred and forty-eight euro and thirty cents (EUR 14,848.30) and to (ii) the Company's share premium account for an amount of one thousand seven hundred and ninety-four euro and sixty-eight cents (EUR 1,794.68).

The aggregate contribution amount of thirty-four thousand six hundred and forty-six euro and three cents (EUR 34,646.03) for the B Preference Shares is entirely allocated to the Company's share capital.

3. Mr. Alexandre Menard, residing at Achiel Cleynhenslaan 29, 3140 Keerbergen, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to three million eight hundred and sixty thousand thirty-four (3,860,034) New Shares III, subdivided as follows:

(A) one million one hundred and fifty-eight thousand and ten (1,158,010) B Ordinary Shares in turn subdivided into: two hundred and thirty-one thousand six hundred and two (231,602) B1 Ordinary Shares, two hundred and thirty-one thousand six hundred and two (231,602) B2 Ordinary Shares, two hundred and thirty-one thousand six hundred and two (231,602) B3 Ordinary Shares, two hundred and thirty-one thousand six hundred and two (231,602) B4 Ordinary Shares, two hundred and thirty-one thousand six hundred and two (231,602) B5 Ordinary Shares, and

(B) two million seven hundred and two thousand and twenty-four (2,702,024) B Preference Shares in turn subdivided into: four hundred and forty thousand four hundred and four (540,404) B1 Preference Shares, four hundred and forty thousand four hundred and five (540,405) B2 Preference Shares, four hundred and forty thousand four hundred and five (540,405) B3 Preference Shares, four hundred and forty thousand four hundred and five (540,405) B4 Preference Shares, four hundred and forty thousand four hundred and five (540,405) B5 Preference Shares.

The aggregate contribution amount of twelve thousand nine hundred and seventy-nine Euro and seventy-six cents (EUR 12,979.76) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of eleven thousand five hundred and eighty euro and ten cents (EUR 11,580.10) and to (ii) the Company's share premium account for an amount of one thousand three hundred and ninety-nine euro and sixty-six cents (EUR 1,399.66).

The aggregate contribution amount of twenty-seven thousand twenty euro and twenty-four cents (EUR 27,020.24) for the B Preference Shares is entirely allocated to the Company's share capital.

4. Mr. Colin Bennett, residing at Y Gwinwydd, Llangwstennin, Llandudno Junction LL31 9JF, United Kingdom, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to nine hundred and sixty-five thousand and nine (965,009) New Shares III, subdivided as follows:

(A) two hundred and eighty-nine thousand five hundred and three (289,503) B Ordinary Shares in turn subdivided into: fifty-seven thousand eight hundred and ninety-nine (57,899) B1 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B2 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B3 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B4 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B5 Ordinary Shares; and

(B) six hundred and seventy-five thousand five hundred and six (675,506) B Preference Shares in turn subdivided into: one hundred and thirty-five thousand one hundred and two (135,102) B1 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B2 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B3 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B4 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B5 Preference Shares.

The aggregate contribution amount of three thousand two hundred and forty-four Euro and ninety-four cents (EUR 3,244.94) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of two thousand eight hundred and ninety-five euro and three cents (EUR 2,895.03) and to (ii) the Company's share premium account for an amount of three hundred and forty-nine euro and ninety-one cents (EUR 349.91).

The aggregate contribution amount of six thousand seven hundred and fifty-five euro and six cents (EUR 6,755.06) for the B Preference Shares is entirely allocated to the Company's share capital.

5. Mr. Kamil Daniel, residing at 20-834 Lublin, Ul. Chabrowa 15/1, Poland, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to four million eight hundred and twenty-five thousand forty-three (4,825,043) New Shares III, subdivided as follows:

(A) one million four hundred and forty-seven thousand five hundred and thirteen (1,447,513) B Ordinary Shares in turn subdivided into: two hundred and eighty-nine thousand five hundred and one (289,501) B1 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B2 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B3 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B4 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B5 Ordinary Shares; and

(B) three million three hundred and seventy-seven thousand five hundred and thirty (3,377,530) B Preference Shares in turn subdivided into: six hundred and seventy-five thousand five hundred and six (675,506) B1 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B2 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B3 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B4 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B5 Preference Shares.

The aggregate contribution amount of sixteen thousand two hundred and twenty-four Euro and seventy cents (EUR 16,224.70) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of fourteen thousand four hundred and seventy-five euro and thirteen cents (EUR 14,475.13) and to (ii) the Company's share premium account for an amount of one thousand seven hundred and forty-nine euro and fifty-seven cents (EUR 1,749.57).

The aggregate contribution amount of thirty-three thousand seven hundred and seventy-five euro and thirty cents (EUR 33,775.30) for the B Preference Shares is entirely allocated to the Company's share capital.

6. Mr. Marek Salaga, residing at 20-515 Lublin, Zemborzyce Dolne 94A, Poland, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to four million eight hundred and twenty-five thousand fortythree (4,825,043) New Shares III, subdivided as follows:

(A) one million four hundred and forty-seven thousand five hundred and thirteen (1,447,513) B Ordinary Shares in turn subdivided into: two hundred and eighty-nine thousand five hundred and one (289,501) B1 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B2 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B3 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B4 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B5 Ordinary Shares; and

(B) three million three hundred and seventy-seven thousand five hundred and thirty (3,377,530) B Preference Shares in turn subdivided into: six hundred and seventy-five thousand five hundred and six (675,506) B1 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B2 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B3 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B4 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B5 Preference Shares.

The aggregate contribution amount of sixteen thousand two hundred and twenty-four Euro and seventy cents (EUR 16,224.70) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of fourteen thousand four hundred and seventy-five euro and thirteen cents (EUR 14,475.13) and to (ii) the Company's share premium account for an amount of one thousand seven hundred and forty-nine euro and fifty-seven cents (EUR 1,749.57).

The aggregate contribution amount of thirty-three thousand seven hundred and seventy-five euro and thirty cents (EUR 33,775.30) for the B Preference Shares is entirely allocated to the Company's share capital.

7. Mr. Grzegorz Wojciechowski, residing at 43-100, Tychy, Ul. Owczarska 18, Poland, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to two million four hundred and twelve thousand five hundred and twenty-one (2,412,521) New Shares III, subdivided as follows:

(A) seven hundred and twenty-three thousand seven hundred and fifty-six (723,756) B Ordinary Shares in turn subdivided into: one hundred and forty-four thousand seven hundred and fifty-two (144,752) B1 Ordinary Shares, one hundred and forty-four thousand seven hundred and fifty-one (144,751) B2 Ordinary Shares, one hundred and forty-four

thousand seven hundred and fifty-one (144,751) B3 Ordinary Shares, one hundred and forty-four thousand seven hundred and fifty-one (144,751) B4 Ordinary Shares, one hundred and forty-four thousand seven hundred and fifty-one (144,751) B5 Ordinary Shares; and

(B) one million six hundred and eighty-eight thousand seven hundred and sixty-five (1,688,765) B Preference Shares in turn subdivided into: three hundred and thirty-seven thousand five hundred and fifty-three (337,553) B1 Preference Shares, three hundred and thirty-seven thousand five hundred and fifty-three (337,553) B2 Preference Shares, three hundred and thirty-seven thousand five hundred and fifty-three (337,553) B3 Preference Shares, three hundred and thirty-seven thousand five hundred and fifty-three (337,553) B4 Preference Shares, three hundred and thirty-seven thousand five hundred and fifty-three (337,553) B5 Preference Shares.

The aggregate contribution amount of eight thousand one hundred and twelve Euro and thirty-five cents (EUR 8,112.35) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of seven thousand two hundred and thirty-seven euro and fifty-six cents (EUR 7,237.56) and to (ii) the Company's share premium account for an amount of eight hundred and seventy-four euro and seventy-nine cents (EUR 874.79).

The aggregate contribution amount of sixteen thousand eight hundred and eighty-seven euro and sixty-five cents (EUR 16,887.65) for the B Preference Shares is entirely allocated to the Company's share capital.

8. Mr. Mariusz Cio_ek, residing at 20-538 Lublin, Różana 3/31, Poland, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to four million eight hundred and twenty-five thousand forty-three (4,825,043) New Shares III, subdivided as follows:

(A) one million four hundred and forty-seven thousand five hundred and thirteen (1,447,513) B Ordinary Shares in turn subdivided into: two hundred and eighty-nine thousand five hundred and one (289,501) B1 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B2 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B3 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B4 Ordinary Shares, two hundred and eighty-nine thousand five hundred and three (289,503) B5 Ordinary Shares; and

(B) three million three hundred and seventy-seven thousand five hundred and thirty (3,377,530) B Preference Shares in turn subdivided into: six hundred and seventy-five thousand five hundred and six (675,506) B1 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B2 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B3 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B4 Preference Shares, six hundred and seventy-five thousand five hundred and six (675,506) B5 Preference Shares.

The aggregate contribution amount of sixteen thousand two hundred and twenty-four Euro and seventy cents (EUR 16,224.70) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of fourteen thousand four hundred and seventy-five euro and thirteen cents (EUR 14,475.13) and to (ii) the Company's share premium account for an amount of one thousand seven hundred and forty-nine euro and fifty-seven cents (EUR 1,749.57).

The aggregate contribution amount of thirty-three thousand seven hundred and seventy-five euro and thirty cents (EUR 33,775.30) for the B Preference Shares is entirely allocated to the Company's share capital.

9. Mrs. Joanna Slomska, residing at 21-025 Niemce, Nowy Staw 45F, Poland, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to nine hundred and sixty-five thousand and nine (965,009) New Shares III, subdivided as follows:

(A) two hundred and eighty-nine thousand five hundred and three (289,503) B Ordinary Shares in turn subdivided into: fifty-seven thousand eight hundred and ninety-nine (57,899) B1 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B2 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B3 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B4 Ordinary Shares, fifty-seven thousand nine hundred and one (57,901) B5 Ordinary Shares; and

(B) six hundred and seventy-five thousand five hundred and six (675,506) B Preference Shares in turn subdivided into: one hundred and thirty-five thousand one hundred and two (135,102) B1 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B2 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B3 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B4 Preference Shares, one hundred and thirty-five thousand one hundred and one (135,101) B5 Preference Shares.

The aggregate contribution amount of three thousand two hundred and forty-four Euro and ninety-four cents (EUR 3,244.94) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of two thousand eight hundred and ninety-five euro and three cents (EUR 2,895.03) and to (ii) the Company's share premium account for an amount of three hundred and forty-nine euro and ninety-one cents (EUR 349.91).

The aggregate contribution amount of six thousand seven hundred and fifty-five euro and six cents (EUR 6,755.06) for the B Preference Shares is entirely allocated to the Company's share capital.

10. Mr. Ernest Kral, residing at 040 Košice, Ul. Fur..ianska 33, Slovakia, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to one million four hundred and forty-seven thousand five hundred and thirteen (1,447,513) New Shares III, subdivided as follows:

(A) four hundred and thirty-four thousand two hundred and fifty-four (434,254) B Ordinary Shares in turn subdivided into: eighty-six thousand eight hundred and fifty (86,850) B1 Ordinary Shares, eighty-six thousand eight hundred and fifty-one (86,851) B2 Ordinary Shares, eighty-six thousand eight hundred and fifty-one (86,851) B3 Ordinary Shares, eighty-six thousand eight hundred and fifty-one (86,851) B4 Ordinary Shares, eighty-six thousand eight hundred and fifty-one (86,851) B5 Ordinary Shares; and

(B) one million thirteen thousand two hundred and fifty-nine (1,013,259) B Preference Shares in turn subdivided into: two hundred and two thousand six hundred and fifty-one (202,651) B1 Preference Shares, two hundred and two thousand six hundred and fifty-two (202,652) B2 Preference Shares, two hundred and two thousand six hundred and fifty-two (202,652) B3 Preference Shares, two hundred and two thousand six hundred and fifty-two (202,652) B4 Preference Shares, two hundred and two thousand six hundred and fifty-two (202,652) B5 Preference Shares.

The aggregate contribution amount of four thousand eight hundred and sixty-seven Euro and forty-one cents (EUR 4,867.41) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of four thousand three hundred and forty-two euro and fifty-four cents (EUR 4,342.54) and to (ii) the Company's share premium account for an amount of five hundred and twenty-four euro and eighty-seven cents (EUR 524.87).

The aggregate contribution amount of ten thousand one hundred and thirty-two euro and fifty-nine cents (EUR 10,132.59) for the B Preference Shares is entirely allocated to the Company's share capital.

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

Sixth resolution

The general meeting decides to increase the Company's share capital by an amount of fourteen million nine hundred and sixty-three thousand two hundred and twenty-seven euro and eight cents (EUR 14,963,227.08) so as to raise it from its amount of eighty-two million three hundred and fifty-eight thousand four hundred and nineteen euro and eighty-nine cents (EUR 82,358,419.89) up to ninety-seven million three hundred and twenty-one thousand six hundred and forty-six euro and ninety-seven cents (EUR 97,321,646.97), by the issue of one billion four hundred and ninety-six million three hundred and twenty-two thousand seven hundred and eight (1,496,322,708) new shares (the "New Shares IV"), each having a nominal value of one Euro cent (EUR 0.01), paid up by a contribution in kind amounting to fifteen million two hundred and twenty-five thousand eight hundred and sixty-five euro and sixty-one cents (EUR 15,225,865.61) consisting in several unquestioned claims due for immediate payment held by certain individuals against ALU BIDCO LIMITED, a company incorporated in England and Wales (registered number 9144303), whose registered office is at c/o Weil Secretaries Limited, 110 Fetter Lane, London, EC4A 1AY ("Bidco") (together the "Contribution I"). The value of such Contribution I amounting and sixty-five euro and sixty-one cents (EUR 15,225,865.61) in aggregate is allocated to (i) to the Company's share capital for an amount of fourteen million nine hundred and sixty-three thousand two hundred and twenty-seven euro and eight cents (EUR 14,963,227.08) and (ii) to the Company's share premium account for an amount of two hundred and sixty-two thousand six hundred and thirty-eight euro and fifty-three cents (EUR 262,638.53).

Subscription for new shares IV

The New Shares IV being paid up in kind are subscribed as follows:

1. Mr. Johan Verstrepen, residing at Achiel Cleynhenslaan 29, 3140 Keerbergen, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to one billion one hundred and nine million seven hundred and fifty-nine thousand eight hundred and sixty-three (1,109,759,863) New Shares IV, subdivided as follows:

(A) one hundred and thirty-nine million nine hundred and twenty-six thousand two hundred and forty-four (139,926,244) B Ordinary Shares in turn subdivided into: twenty-seven million nine hundred and eighty-five thousand two hundred and forty-eight (27,985,248) B1 Ordinary Shares, twenty-seven million nine hundred and eighty-five thousand two hundred and forty-nine (27,985,249) B2 Ordinary Shares, twenty-seven million nine hundred and eighty-five thousand two hundred and forty-nine (27,985,249) B3 Ordinary Shares, twenty-seven million nine hundred and eighty-five thousand two hundred and forty-nine (27,985,249) B4 Ordinary Shares, twenty-seven million nine hundred and eighty-five thousand two hundred and forty-nine (27,985,249) B5 Ordinary Shares, and

(B) nine hundred and sixty-nine million eight hundred and thirty-three thousand six hundred and nineteen (969,833,619) B Preference Shares in turn subdivided into: one hundred and ninety-three million nine hundred and sixty-six thousand seven hundred and twenty-three (193,966,723) B1 Preference Shares, one hundred and ninety-three million nine hundred and sixty-six thousand seven hundred and twenty-four (193,966,724) B2 Preference Shares, one hundred and ninety-three million nine hundred and sixty-six thousand seven hundred and twenty-four (193,966,724) B3 Preference Shares, one hundred and ninety-three million nine hundred and sixty-six thousand seven hundred and twenty-four (193,966,724) B4 Preference Shares, one hundred and ninety-three million nine hundred and sixty-six thousand seven hundred and twenty-four (193,966,724) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Johan Verstrepen against Bidco for an amount of eleven million two hundred and twenty thousand sixty-eight euro and sixty-one cents (EUR 11,220,068.61).

The aggregate contribution amount of one million five hundred and twenty-one thousand seven hundred and thirty-two euro and forty-two cents (EUR 1,521,732.42) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of one million three hundred and ninety-nine thousand two hundred and sixty-two euro and forty-four cents (EUR 1,399,262.44) and to (ii) the Company's share premium account for an amount of one hundred and twenty-two euro and ninety-eight cents (EUR 122,469.98).

The aggregate contribution amount of nine million six hundred and ninety-eight thousand three hundred and thirty-six euro and nineteen cents (EUR 9,698,336.19) for the B Preference Shares is entirely allocated to the Company's share capital.

2. Mr. Wim Flo, residing at Klijtstraat 54, 8540 Deerlijk, Belgium, here represented by Mrs Linda HARROCH, pre-named, by virtue of a proxy given on 28 October 2014, has declared to subscribe to thirty-eight million six hundred thousand three hundred and forty-three (38,600,343) New Shares IV, subdivided as follows:

(A) eleven million five hundred and eighty thousand one hundred and three (11,580,103) B Ordinary Shares in turn subdivided into: two million and sixteen thousand and nineteen (2,316,019) B1 Ordinary Shares, two million three hundred and sixteen thousand and twenty-one (2,316,021) B2 Ordinary Shares, two million three hundred and sixteen thousand and twenty-one (2,316,021) B3 Ordinary Shares, two million three hundred and sixteen thousand and twenty-one (2,316,021) B4 Ordinary Shares, two million three hundred and sixteen thousand and twenty-one (2,316,021) B5 Ordinary Shares, and

(B) twenty-seven million twenty thousand two hundred and forty (27,020,240) B Preference Shares in turn subdivided into: five million four hundred and four thousand forty-eight (5,404,048) B1 Preference Shares, five million four hundred and four thousand forty-eight (5,404,048) B2 Preference Shares, five million four hundred and four thousand forty-eight (5,404,048) B3 Preference Shares, five million four hundred and four thousand forty-eight (5,404,048) B4 Preference Shares, five million four hundred and four thousand forty-eight (5,404,048) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Wim Flo against Bidco for an amount of four hundred thousand euro (EUR 400,000.00).

The aggregate contribution amount of one hundred and twenty-nine thousand seven hundred and ninety-seven euro and sixty cents (EUR 129,797.60) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of one hundred and fifteen thousand eight hundred and one euro and three cents (EUR 115,801.03) and to (ii) the Company's share premium account for an amount of thirteen thousand nine hundred and ninety-six euro and fifty-seven cents (EUR 13,996.57).

The aggregate contribution amount of two hundred and seventy thousand two hundred and two euro and forty cents (EUR 270,202.40) for the B Preference Shares is entirely allocated to the Company's share capital.

3. Mr. Hubert De Bock, residing at Veldeken 6, 9160 Lokeren, Belgium, here represented by Mrs Linda HARROCH, pre-named, by virtue of a proxy given on 28 October 2014, has declared to subscribe to one hundred and ten million nine hundred and seventy-five thousand nine hundred and eighty-six (110,975,986) New Shares IV, subdivided as follows:

(A) thirty-three million two hundred and ninety-two thousand seven hundred and ninety-six (33,292,796) B Ordinary Shares in turn subdivided into: six million six hundred and fifty-eight thousand five hundred and sixty (6,658,560) B1 Ordinary Shares, six million six hundred and fifty-eight thousand five hundred and fifty-nine (6,658,559) B2 Ordinary Shares, six million six hundred and fifty-eight thousand five hundred and fifty-nine (6,658,559) B3 Ordinary Shares, six million six hundred and fifty-eight thousand five hundred and fifty-nine (6,658,559) B4 Ordinary Shares, six million six hundred and fifty-eight thousand five hundred and fifty-nine (6,658,559) B5 Ordinary Shares, and

(B) seventy-seven million six hundred and eighty-three thousand one hundred and ninety (77,683,190) B Preference Shares in turn subdivided into: fifteen million five hundred and thirty-six thousand six hundred and thirty-eight (15,536,638) B1 Preference Shares, fifteen million five hundred and thirty-six thousand six hundred and thirty-eight (15,536,638) B2 Preference Shares, fifteen million five hundred and thirty-six thousand six hundred and thirty-eight (15,536,638) B3 Preference Shares, fifteen million five hundred and thirty-six thousand six hundred and thirty-eight (15,536,638) B4 Preference Shares, fifteen million five hundred and thirty-six thousand six hundred and thirty-eight (15,536,638) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Hubert De Bock against Bidco for an amount of one million one hundred and fifty thousand euro (EUR 1,150,000.00).

The aggregate contribution amount of three hundred and seventy-three thousand one hundred and sixty-eight euro (EUR 373,168.00) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of three hundred and thirty-two thousand nine hundred and twenty-seven euro and ninety-six cents (EUR 332,927.96) and to (ii) the Company's share premium account for an amount of forty thousand two hundred and forty euro and fourteen cents (EUR 40,240.14).

The aggregate contribution amount of seven hundred and seventy-six thousand eight hundred and thirty-one euro and ninety cents (EUR 776,831.90) for the B Preference Shares is entirely allocated to the Company's share capital.

4. Mr. Stephan De Spiegeleir, residing at Oudenaardseheerweg 58, 9810 Nazareth, Belgium, here represented by Mrs Linda HARROCH, pre-named, by virtue of a proxy given on 28 October 2014, has declared to subscribe to fifty-two million three hundred and ninety-nine thousand nine hundred and sixty-six (52,399,966) New Shares IV, subdivided as follows:

(A) fifteen million seven hundred and nineteen thousand nine hundred and ninety (15,719,990) B Ordinary Shares in turn subdivided into: three million one hundred and forty-three thousand nine hundred and ninety-eight (3,143,998) B1 Ordinary Shares, three million one hundred and forty-three thousand nine hundred and ninety-eight (3,143,998) B2 Ordinary Shares, three million one hundred and forty-three thousand nine hundred and ninety-eight (3,143,998) B3 Ordinary Shares, three million one hundred and forty-three thousand nine hundred and ninety-eight (3,143,998) B4 Ordinary Shares, three million one hundred and forty-three thousand nine hundred and ninety-eight (3,143,998) B5 Ordinary Shares, and

(B) thirty-six million six hundred and seventy-nine thousand nine hundred and seventy-six (36,679,976) B Preference Shares in turn subdivided into: seven million three hundred and thirty-five thousand nine hundred and ninety-six (7,335,996) B1 Preference Shares, seven million three hundred and thirty-five thousand nine hundred and ninety-five (7,335,995) B2 Preference Shares, seven million three hundred and thirty-five thousand nine hundred and ninety-five (7,335,995) B3 Preference Shares, seven million three hundred and thirty-five thousand nine hundred and ninety-five (7,335,995) B4 Preference Shares, seven million three hundred and thirty-five thousand nine hundred and ninety-five (7,335,995) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Stephan De Spiegeleir against Bidco for an amount of five hundred forty-three thousand euro (EUR 543,000.00).

The aggregate contribution amount of one hundred and seventy-six thousand two hundred euro and twenty-four cents (EUR 176,200.24) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of one hundred and fifty-seven thousand one hundred and ninety-nine euro and ninety cents (EUR 157,199.90) and to (ii) the Company's share premium account for an amount of nineteen thousand euro and thirty-four cents (EUR 19,000.34).

The aggregate contribution amount of three hundred and sixty-six thousand seven hundred and ninety-nine euro and seventy-six cents (EUR 366,799.76) for the B Preference Shares is entirely allocated to the Company's share capital.

5. Mrs. Sandrine Dragonetti, residing at Vroonbaan 88, 1880 Kappelle-Op-Den-Bos, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to twenty-two million two hundred and ninety-one thousand six hundred and ninety-eight (22,291,698) New Shares IV, subdivided as follows:

(A) six million six hundred and eighty-seven thousand five hundred and nine (6,687,509) B Ordinary Shares in turn subdivided into: one million three hundred and thirty-seven thousand five hundred and one (1,337,501) B1 Ordinary Shares, one million three hundred and thirty-seven thousand five hundred and two (1,337,502) B2 Ordinary Shares, one million three hundred and thirty-seven thousand five hundred and two (1,337,502) B3 Ordinary Shares, one million three hundred and thirty-seven thousand five hundred and two (1,337,502) B4 Ordinary Shares, one million three hundred and thirty-seven thousand five hundred and two (1,337,502) B5 Ordinary Shares, and

(B) fifteen million six hundred and four thousand one hundred and eighty-nine (15,604,189) B Preference Shares in turn subdivided into: three million one hundred and twenty thousand eight hundred and thirty-seven (3,120,837) B1 Preference Shares, three million one hundred and twenty thousand eight hundred and thirty-eight (3,120,838) B2 Preference Shares, three million one hundred and twenty thousand eight hundred and thirty-eight (3,120,838) B3 Preference Shares, three million one hundred and twenty thousand eight hundred and thirty-eight (3,120,838) B4 Preference Shares, three million one hundred and twenty thousand eight hundred and thirty-eight (3,120,838) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mrs. Sandrine Dragonetti against Bidco for an amount of two hundred and thirty-one thousand euro (EUR 231,000.00).

The aggregate contribution amount of seventy-four thousand nine hundred and fifty-eight euro and eleven cents (EUR 74,958.11) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of sixty-six thousand eight hundred and seventy-five euro and nine cents (EUR 66,875.09) and to (ii) the Company's share premium account for an amount of eight thousand eighty-three euro and two cents (EUR 8,083.02).

The aggregate contribution amount of one hundred and fifty-six thousand forty-one euro and eighty-nine cents (EUR 156,041.89) for the B Preference Shares is entirely allocated to the Company's share capital.

6. Mr. Eric Puttemans, residing at Cederlaan 24, 2830 Willebroek, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to twenty-two million ninety-eight thousand six hundred and ninety-six (22,098,696) New Shares IV, subdivided as follows:

(A) six million six hundred and twenty-nine thousand six hundred and nine (6,629,609) B Ordinary Shares in turn subdivided into: one million three hundred and twenty-five thousand nine hundred and twenty-one (1,325,921) B1 Ordinary Shares, one million three hundred and twenty-five thousand nine hundred and twenty-two (1,325,922) B2 Ordinary Shares, one million three hundred and twenty-five thousand nine hundred and twenty-two (1,325,922) B3 Ordinary Shares, one million three hundred and twenty-five thousand nine hundred and twenty-two (1,325,922) B4 Ordinary Shares, one million three hundred and twenty-five thousand nine hundred and twenty-two (1,325,922) B5 Ordinary Shares, and

(B) fifteen million four hundred and sixty-nine thousand and eighty-seven (15,469,087) B Preference Shares in turn subdivided into: three million ninety-three thousand eight hundred and nineteen (3,093,819) B1 Preference Shares, three million ninety-three thousand eight hundred and seventeen (3,093,817) B2 Preference Shares, three million ninety-three thousand eight hundred and seventeen (3,093,817) B3 Preference Shares, three million ninety-three thousand eight hun-

dred and seventeen (3,093,817) B4 Preference Shares, three million ninety-three thousand eight hundred and seventeen (3,093,817) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Eric Puttemans against Bidco for an amount of two hundred and twenty-nine thousand euro (EUR 229,000.00).

The aggregate contribution amount of seventy-four thousand three hundred and nine euro and thirteen cents (EUR 74,309.13) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of sixty-six thousand two hundred and ninety-six euro and nine cents (EUR 66,296.09) and to (ii) the Company's share premium account for an amount of eight thousand thirteen euro and four cents (EUR 8,013.04).

The aggregate contribution amount of one hundred and fifty-four thousand six hundred and ninety euro and eighty-seven cents (EUR 154,690.87) for the B Preference Shares is entirely allocated to the Company's share capital.

7. Mr. Ruben Snurawa, residing at Daknammolenstraat 37, 9160 Lokeren, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to five million seven hundred and ninety thousand fifty-two (5,790,052) New Shares IV, subdivided as follows:

(A) one million seven hundred and thirty-seven thousand fifteen (1,737,015) B Ordinary Shares in turn subdivided into: three hundred and forty-seven thousand four hundred and three (347,403) B1 Ordinary Shares, three hundred and forty-seven thousand four hundred and three (347,403) B2 Ordinary Shares, three hundred and forty-seven thousand four hundred and three (347,403) B3 Ordinary Shares, three hundred and forty-seven thousand four hundred and three (347,403) B4 Ordinary Shares, three hundred and forty-seven thousand four hundred and three (347,403) B5 Ordinary Shares, and

(B) four million fifty-three thousand thirty-seven (4,053,037) B Preference Shares in turn subdivided into: eight hundred and ten thousand six hundred and nine (810,609) B1 Preference Shares, eight hundred and ten thousand six hundred and seven (810,607) B2 Preference Shares, eight hundred and ten thousand six hundred and seven (810,607) B3 Preference Shares, eight hundred and ten thousand six hundred and seven (810,607) B4 Preference Shares, eight hundred and ten thousand six hundred and seven (810,607) B5 Preference Shares and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Ruben Snurawa against Bidco for an amount of sixty thousand euro (EUR 60,000.00).

The aggregate contribution amount of nineteen thousand four hundred and sixty-nine euro and sixty-three cents (EUR 19,469.63) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of seventeen thousand three hundred and seventy euro and fifteen cents (EUR 17,370.15) and to (ii) the Company's share premium account for an amount of two thousand ninety-nine euro and forty-eight cents (EUR 2,099.48).

The aggregate contribution amount of forty thousand five hundred and thirty euro and thirty-seven cents (EUR 40,530.37) for the B Preference Shares is entirely allocated to the Company's share capital.

8. Adpacon BVBA, a Belgian limited liability company (besloten vennootschap met beperkte aansprakelijkheid / société privée à responsabilité limitée), having its registered office at Populierenweg 5, 3950 Bocholt, Belgium, and registered with the Crossroads Bank for Enterprises under number 886.761.231, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to sixteen million four hundred and five thousand one hundred and forty-six (16,405,146) New Shares IV, subdivided as follows:

(A) four million nine hundred and twenty-one thousand five hundred and forty-four (4,921,544) B Ordinary Shares in turn subdivided into: nine hundred and eighty-four thousand three hundred and eight (984,308) B1 Ordinary Shares, nine hundred and eighty-four thousand three hundred and nine (984,309) B2 Ordinary Shares, nine hundred and eighty-four thousand three hundred and nine (984,309) B3 Ordinary Shares, nine hundred and eighty-four thousand three hundred and nine (984,309) B4 Ordinary Shares, nine hundred and eighty-four thousand three hundred and nine (984,309) B5 Ordinary Shares, and

(B) eleven million four hundred and eighty-three thousand six hundred and two (11,483,602) B Preference Shares in turn subdivided into: two million two hundred and ninety-six thousand seven hundred and twenty-two (2,296,722) B1 Preference Shares, two million two hundred and ninety-six thousand seven hundred and twenty (2,296,720) B2 Preference Shares, two million two hundred and ninety-six thousand seven hundred and twenty (2,296,720) B3 Preference Shares, two million two hundred and ninety-six thousand seven hundred and twenty (2,296,720) B4 Preference Shares, two million two hundred and ninety-six thousand seven hundred and twenty (2,296,720) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Adpacon BVBA against Bidco for an amount of one hundred and seventy thousand euro (EUR 170,000.00).

The aggregate contribution amount of fifty-five thousand one hundred and sixty-three euro and ninety-eight cents (EUR 55,163.98) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of forty-nine thousand two hundred and fifteen euro and forty-four cents (EUR 49,215.44) and to (ii) the Company's share premium account for an amount of five thousand nine hundred and forty-eight euro and fifty-four cents (EUR 5,948.54).

The aggregate contribution amount of one hundred and fourteen thousand eight hundred and thirty-six euro and two cents (EUR 114,836.02) for the B Preference Shares is entirely allocated to the Company's share capital.

9. Mr. Xavier Van Sebroeck, residing at Kaardijk 963, 2870 Ruisbroek, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to twenty million eight hundred and forty-four thousand one hundred and eighty-five (20,844,185) New Shares IV, subdivided as follows:

(A) six million two hundred and fifty-three thousand two hundred and fifty-five (6,253,255) B Ordinary Shares in turn subdivided into: one million two hundred and fifty thousand six hundred and fifty-one (1,250,651) B1 Ordinary Shares, one million two hundred and fifty thousand six hundred and fifty-one (1,250,651) B2 Ordinary Shares, one million two hundred and fifty thousand six hundred and fifty-one (1,250,651) B3 Ordinary Shares, one million two hundred and fifty thousand six hundred and fifty-one (1,250,651) B4 Ordinary Shares, one million two hundred and fifty thousand six hundred and fifty-one (1,250,651) B5 Ordinary Shares, and

(B) fourteen million five hundred and ninety thousand nine hundred and thirty (14,590,930) B Preference Shares in turn subdivided into: two million nine hundred and eighteen thousand one hundred and eighty-six (2,918,186) B1 Preference Shares, two million nine hundred and eighteen thousand one hundred and eighty-six (2,918,186) B2 Preference Shares, two million nine hundred and eighteen thousand one hundred and eighty-six (2,918,186) B3 Preference Shares, two million nine hundred and eighteen thousand one hundred and eighty-six (2,918,186) B4 Preference Shares, two million nine hundred and eighteen thousand one hundred and eighty-six (2,918,186) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Xavier Van Sebroeck against Bidco for an amount of two hundred and sixteen thousand euro (EUR 216,000.00).

The aggregate contribution amount of seventy thousand ninety euro and seventy cents (EUR 70,090.70) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of sixty-two thousand five hundred and thirty-two euro and fifty-five cents (EUR 62,532.55) and to (ii) the Company's share premium account for an amount of seven thousand five hundred and fifty-eight euro and fifteen cents (EUR 7,558.15).

The aggregate contribution amount of one hundred and forty-five thousand nine hundred and nine euro and thirty cents (EUR 145,909.30) for the B Preference Shares is entirely allocated to the Company's share capital.

10. Mr. Eddy Van Asshe, residing at Elverdinge 17, 8210 Aartrijke, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to five million two hundred and eleven thousand forty-six (5,211,046) New Shares IV, subdivided as follows:

(A) one million five hundred and sixty-three thousand three hundred and fourteen (1,563,314) B Ordinary Shares in turn subdivided into: three hundred and twelve thousand six hundred and sixty-two (312,662) B1 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B2 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B3 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B4 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B5 Ordinary Shares, and

(B) three million six hundred and forty-seven thousand seven hundred and thirty-two (3,647,732) B Preference Shares in turn subdivided into: seven hundred and twenty-nine thousand five hundred and forty-eight (729,548) B1 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B2 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B3 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B4 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Eddy Van Asshe against Bidco for an amount of fifty-four thousand euro (EUR 54,000.00).

The aggregate contribution amount of seventeen thousand five hundred and twenty-two euro and sixty-eight cents (EUR 17,522.68) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of fifteen thousand six hundred and thirty-three euro and fourteen cents (EUR 15,633.14) and to (ii) the Company's share premium account for an amount of one thousand eight hundred and eighty-nine euro and fifty-four cents (EUR 1,889.54).

The aggregate contribution amount of thirty-six thousand four hundred and seventy-seven euro and thirty-two cents (EUR 36,477.32) for the B Preference Shares is entirely allocated to the Company's share capital.

11. Mr. Jan Kerremans, residing at Regenakkerstraat 23, 3512 Hasselt, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to twenty-one million eight hundred and nine thousand one hundred and ninety-four (21,809,194) New Shares IV, subdivided as follows:

(A) six million five hundred and forty-two thousand seven hundred and fifty-eight (6,542,758) B Ordinary Shares in turn subdivided into: one million three hundred and eight thousand five hundred and fifty (1,308,550) B1 Ordinary Shares, one million three hundred and eight thousand five hundred and fifty-two (1,308,552) B2 Ordinary Shares, one million three hundred and eight thousand five hundred and fifty-two (1,308,552) B3 Ordinary Shares, one million three hundred and eight thousand five hundred and fifty-two (1,308,552) B4 Ordinary Shares, one million three hundred and eight thousand five hundred and fifty-two (1,308,552) B5 Ordinary Shares, and

(B) fifteen million two hundred and sixty-six thousand four hundred and thirty-six (15,266,436) B Preference Shares in turn subdivided into: three million fifty-three thousand two hundred and eighty-eight (3,053,288) B1 Preference Shares, three million fifty-three thousand two hundred and eighty-seven (3,053,287) B2 Preference Shares, three million fifty-three thousand two hundred and eighty-seven (3,053,287) B3 Preference Shares, three million fifty-three thousand two

hundred and eighty-seven (3,053,287) B4 Preference Shares, three million fifty-three thousand two hundred and eighty-seven (3,053,287) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Eddy Jan Kerremans against Bidco for an amount of two hundred and twenty-six thousand euro (EUR 226,000.00).

The aggregate contribution amount of seventy-three thousand three hundred and thirty-five euro and sixty-four cents (EUR 73,335.64) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of sixty-five thousand four hundred and twenty-seven euro and fifty-eight cents (EUR 65,427.58) and to (ii) the Company's share premium account for an amount of seven thousand nine hundred and eight euro and six cents (EUR 7,908.06).

The aggregate contribution amount of one hundred and fifty-two thousand six hundred and sixty-four euro and thirty-six cents (EUR 152,664.36) for the B Preference Shares is entirely allocated to the Company's share capital.

12. Mr. Pieter Vanelderden, prenamed, has declared to subscribe to twenty-two million eight hundred and seventy-nine thousand and three (22,879,003) New Shares IV, subdivided as follows:

(A) six million eight hundred and sixty-three thousand seven hundred and one (6,863,701) B Ordinary Shares in turn subdivided into: one million three hundred and seventy-two thousand seven hundred and forty-one (1,372,741) B1 Ordinary Shares, one million three hundred and seventy-two thousand seven hundred and forty (1,372,740) B2 Ordinary Shares, one million three hundred and seventy-two thousand seven hundred and forty (1,372,740) B3 Ordinary Shares, one million three hundred and seventy-two thousand seven hundred and forty (1,372,740) B4 Ordinary Shares, one million three hundred and seventy-two thousand seven hundred and forty (1,372,740) B5 Ordinary Shares, and

(B) sixteen million fifteen thousand three hundred and two (16,015,302) B Preference Shares in turn subdivided into: three million two hundred and three thousand sixty-two (3,203,062) B1 Preference Shares, three million two hundred and three thousand sixty (3,203,060) B2 Preference Shares, three million two hundred and three thousand sixty (3,203,060) B3 Preference Shares, three million two hundred and three thousand sixty (3,203,060) B4 Preference Shares, three million two hundred and three thousand sixty (3,203,060) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Pieter Vanelderden against Bidco for an amount of two hundred and thirty-seven thousand eighty-six euro and one cent (EUR 237,086.01).

The aggregate contribution amount of seventy-six thousand nine hundred and thirty-two euro and ninety-nine cents (EUR 76,932.99) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of sixty-eight six hundred and thirty-seven euro and one cent (EUR 68,637.01) and to (ii) the Company's share premium account for an amount of eight thousand two hundred and ninety-five euro and ninety-eight cents (EUR 8,295.98).

The aggregate contribution amount of one hundred and sixty thousand one hundred and fifty-three euro and two cents (EUR 160,153.02) for the B Preference Shares is entirely allocated to the Company's share capital.

13. Mr. Xavier De Naeyer, residing at Dorre Wei 76, 9700 Oudenaarde, Belgium, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to five million two hundred and eleven thousand forty-six (5,211,046) New Shares IV, subdivided as follows:

(A) one million five hundred and sixty-three thousand three hundred and fourteen (1,563,314) B Ordinary Shares in turn subdivided into: three hundred and twelve thousand six hundred and sixty-two (312,662) B1 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B2 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B3 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B4 Ordinary Shares, three hundred and twelve thousand six hundred and sixty-three (312,663) B5 Ordinary Shares, and

(B) three million six hundred and forty-seven thousand seven hundred and thirty-two (3,647,732) B Preference Shares in turn subdivided into: seven hundred and twenty-nine thousand five hundred and forty-eight (729,548) B1 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B2 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B3 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B4 Preference Shares, seven hundred and twenty-nine thousand five hundred and forty-six (729,546) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Xavier De Naeyer against Bidco for an amount of fifty-four thousand euro (EUR 54,000.00).

The aggregate contribution amount of seventeen thousand five hundred and twenty-two euro and sixty-eight cents (EUR 17,522.68) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of fifteen thousand six hundred and thirty-three euro and fourteen cents (EUR 15,633.14) and to (ii) the Company's share premium account for an amount of one thousand eight hundred and eighty-nine euro and fifty-four cents (EUR 1,889.54).

The aggregate contribution amount of thirty-six thousand four hundred and seventy-seven euro and thirty-two cents (EUR 36,477.32) for the B Preference Shares is entirely allocated to the Company's share capital.

14. Mr. Geert Goossens, prenamed, has declared to subscribe to two million two hundred and eighty-eight thousand one hundred and thirty-one (2,288,131) New Shares IV, subdivided as follows:

(A) six hundred and eighty-six thousand four hundred and thirty-nine (686,439) B Ordinary Shares in turn subdivided into: one hundred and thirty-seven thousand two hundred and eighty-seven (137,287) B1 Ordinary Shares, one hundred

and thirty-seven thousand two hundred and eighty-eight (137,288) B2 Ordinary Shares, one hundred and thirty-seven thousand two hundred and eighty-eight (137,288) B3 Ordinary Shares, one hundred and thirty-seven thousand two hundred and eighty-eight (137,288) B4 Ordinary Shares, one hundred and thirty-seven thousand two hundred and eighty-eight (137,288) B5 Ordinary Shares, and

(B) one million six hundred and one thousand six hundred and ninety-two (1,601,692) B Preference Shares in turn subdivided into: three hundred and twenty thousand three hundred and forty (320,340) B1 Preference Shares, three hundred and twenty thousand three hundred and thirty-eight (320,338) B2 Preference Shares, three hundred and twenty thousand three hundred and thirty-eight (320,338) B3 Preference Shares, three hundred and twenty thousand three hundred and thirty-eight (320,338) B4 Preference Shares, three hundred and twenty thousand three hundred and thirty-eight (320,338) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Geert Goossens against Bidco for an amount of twenty-three thousand seven hundred and ten euro and ninety-nine cents (EUR 23,710.99).

The aggregate contribution amount of seven million six hundred and ninety-four euro and seven cents (EUR 7,694.07) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of six thousand eight hundred and sixty-four euro and thirty-nine cents (EUR 6,864.39) and to (ii) the Company's share premium account for an amount of eight hundred and twenty-nine euro and sixty-eight cents (EUR 829.68).

The aggregate contribution amount of sixteen thousand sixteen euro and ninety-two cents (EUR 16,016.92) for the B Preference Shares is entirely allocated to the Company's share capital.

15. Mr. Emmanuel Roy, residing at Building 426, n°228 Xie Wei Road, Qing Pu District, 210702 Shanghai, China, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to three million two hundred and eighty-one thousand twenty-nine (3,281,029) New Shares IV, subdivided as follows:

(A) nine hundred and eighty-four thousand three hundred and nine (984,309) B Ordinary Shares in turn subdivided into: one hundred and ninety-six thousand eight hundred and sixty-one (196,861) B1 Ordinary Shares, one hundred and ninety-six thousand eight hundred and sixty-two (196,862) B2 Ordinary Shares,, one hundred and ninety-six thousand eight hundred and sixty-two (196,862) B3 Ordinary Shares,, one hundred and ninety-six thousand eight hundred and sixty-two (196,862) B4 Ordinary Shares, one hundred and ninety-six thousand eight hundred and sixty-two (196,862) B5 Ordinary Shares, and

(B) two million two hundred and ninety-six thousand seven hundred and twenty (2,296,720) B Preference Shares in turn subdivided into: four hundred and fifty-nine thousand three hundred and forty-four (459,344) B1 Preference Shares, four hundred and fifty-nine thousand three hundred and forty-four (459,344) B2 Preference Shares, four hundred and fifty-nine thousand three hundred and forty-four (459,344) B3 Preference Shares, four hundred and fifty-nine thousand three hundred and forty-four (459,344) B4 Preference Shares, four hundred and fifty-nine thousand three hundred and forty-four (459,344) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Emmanuel Roy against Bidco for an amount of thirty-four thousand euro (EUR 34,000.00).

The aggregate contribution amount of eleven thousand thirty-two euro and eighty cents (EUR 11,032.80) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of nine thousand eight hundred and forty-three euro and nine cents (EUR 9,843.09) and to (ii) the Company's share premium account for an amount of one thousand one hundred and eighty-nine euro and seventy-one cents (EUR 1,189.71).

The aggregate contribution amount of twenty-two thousand nine hundred and sixty-seven euro and twenty cents (EUR 22,967.20) for the B Preference Shares is entirely allocated to the Company's share capital.

16. Villebagua Limited, a company incorporated under the laws of the Republic of the Seychelles, having its registered office at c/o Mayfair Trust Group Ltd, 2nd Floor, Capital City, Independence Avenue, PO Box 1312, Victoria (Mahé), Republic of the Seychelles, company number 042581, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to thirty-six million four hundred and seventy-seven thousand three hundred and twenty-four (36,477,324) New Shares IV, subdivided as follows:

(A) ten million nine hundred and forty-three thousand one hundred and ninety-seven (10,943,197) B Ordinary Shares in turn subdivided into: two million one hundred and eighty-eight thousand six hundred and forty-one (2,188,641) B1 Ordinary Shares, two million one hundred and eighty-eight thousand six hundred and thirty-nine (2,188,639) B2 Ordinary Shares, two million one hundred and eighty-eight thousand six hundred and thirty-nine (2,188,639) B3 Ordinary Shares, two million one hundred and eighty-eight thousand six hundred and thirty-nine (2,188,639) B4 Ordinary Shares, two million one hundred and eighty-eight thousand six hundred and thirty-nine (2,188,639) B5 Ordinary Shares, and

(B) twenty-five million five hundred and thirty-four thousand one hundred and twenty-seven (25,534,127) B Preference Shares in turn subdivided into: five million one hundred and six thousand eight hundred and twenty-seven (5,106,827) B1 Preference Shares, five million one hundred and six thousand eight hundred and twenty-five (5,106,825) B2 Preference Shares, five million one hundred and six thousand eight hundred and twenty-five (5,106,825) B3 Preference Shares, five

million one hundred and six thousand eight hundred and twenty-five (5,106,825) B4 Preference Shares, five million one hundred and six thousand eight hundred and twenty-five (5,106,825) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Villebagua Limited against Bidco for an amount of three hundred and seventy-eight thousand euro (EUR 378,000.00).

The aggregate contribution amount of one hundred and twenty-two thousand six hundred and fifty-eight euro and seventy-three cents (EUR 122,658.73) for the B Ordinary Shares is allocated to (i) the Company's share capital for an amount of one hundred and nine thousand four hundred and thirty-one euro and ninety-seven cents (EUR 109,431.97) and to (ii) the Company's share premium account for an amount of thirteen thousand two hundred and twenty-six euro and seventy-six cents (EUR 13,226.76).

The aggregate contribution amount of two hundred and fifty-five thousand three hundred and forty-one euro and twenty-seven cents (EUR 255,341.27) for the B Preference Shares is entirely allocated to the Company's share capital.

The Report has dealt with the contribution above and contains the following conclusion:

Conclusion:

"Based on the verifications carried out as described above, we express no observation on the total value of the contributions, which corresponds at least to the number and nominal value of the shares to be issued as consideration with the share premium."

Seventh resolution

The general meeting decides to increase the Company's share capital by an amount of four million nine hundred fifty-four thousand three hundred fifty-four Euro and three cents (EUR 4,954,354.03) so as to raise it from its amount of ninety-seven million three hundred twenty-one thousand six hundred forty-six Euro and ninety-seven cents (EUR 97,321,646.97) up to one hundred two million two hundred seventy-six thousand and one Euro (EUR 102,276,001.00), by the issue of four hundred ninety-five million four hundred thirty-five thousand four hundred and three (495,435,403) new shares (the "New Shares IV"), each having a nominal value of one Euro cent (EUR 0.01), paid up by a contribution in kind amounting to five million one hundred thirty-four thousand Euro (EUR 5,134,000.00) consisting in (i) two hundred and thirty-eight million three hundred and fifty-seven thousand one hundred and nineteen (238,357,119) shares owned by several individuals (the "Individuals") in ALU TOPCO LIMITED, a company incorporated in England and Wales (registered number 9188355), whose registered office is at c/o Weil Secretaries Limited, 110 Fetter Lane, London, EC4A 1AY ("Topco") and (ii) several unquestioned claims due for immediate payment held by the individuals against Topco (together the "Contribution I"), the value of such Contribution I amounting to five million one hundred thirty-four thousand Euro (EUR 5,134,000.00) in aggregate, which are allocated to (i) to the Company's share capital for an amount of four million nine hundred fifty-four thousand three hundred fifty-four Euro and three cents (EUR 4,954,354.03) and (ii) to the Company's share premium account for an amount of one hundred seventy-nine thousand six hundred forty-five Euro and ninety-seven cents (EUR 179,645.97).

Subscription for new shares V

The New Shares V being paid up in kind are subscribed as follows:

1. Mr. Christophe Derre, residing at 33 Chemin de Garrigouille, 30670 Aigues-Vives, France, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to seventy-five million two hundred and seven thousand six hundred and sixty-nine (75,270,669) New Shares V subdivided into:

(A) twenty-two million five hundred and eighty-one thousand two hundred and one (22,581,201) Ordinary Shares in turn subdivided into four million five hundred and sixteen thousand two hundred and forty-one (4,516,241) B1 Ordinary Shares, four million five hundred and sixteen thousand two hundred and forty (4,516,240) B2 Ordinary Shares, four million five hundred and sixteen thousand two hundred and forty (4,516,240) B3 Ordinary Shares, four million five hundred and sixteen thousand two hundred and forty (4,516,240) B4 Ordinary Shares, four million five hundred and sixteen thousand two hundred and forty (4,516,240) B5 Ordinary Shares, and

(B) fifty-two million six hundred and eighty-nine thousand four hundred and sixty-eight (52,689,468) Preference Shares in turn subdivided into: ten million five hundred and thirty-seven thousand eight hundred and ninety-two (10,537,892) B1 Preference Shares, ten million five hundred and thirty-seven thousand eight hundred and ninety-four (10,537,894) B2 Preference Shares, ten million five hundred and thirty-seven thousand eight hundred and ninety-four (10,537,894) B3 Preference Shares, ten million five hundred and thirty-seven thousand eight hundred and ninety-four (10,537,894) B4 Preference Shares, ten million five hundred and thirty-seven thousand eight hundred and ninety-four (10,537,894) B5 Preference Shares

and to pay them up by a contribution in kind consisting in (i) twenty-two million five hundred and eighty-one thousand two hundred and one (22,581,201) ordinary shares in Topco and (ii) fifty-two million six hundred and eighty-nine thousand four hundred and sixty-eight (52,689,468) preference shares in Topco, each having a par value of one euro cent (EUR 0.01), for an aggregate contribution amount of seven hundred and eighty thousand euro (EUR 780,000.00). The value of such contribution amounting to seven hundred and eighty thousand euro (EUR 780,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of seven hundred and fifty-two thousand seven hundred and six euro

and sixty-nine cents (EUR 752,706.69) and (ii) to the Company's share premium account linked to the Ordinary Shares for an amount of twenty-seven thousand two hundred and ninety-three euro and thirty-one cents (EUR 27,293.31).

2. Mr. David Eloy, residing at 60 Chemin Furcy, Montvert les Bas, 97410 Saint-Pierre, La Réunion, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to eighteen million three hundred and thirty-five thousand one hundred and sixty-three (18,335,163) New Shares V subdivided into:

(A) five million five hundred thousand five hundred and forty-nine (5,500,549) Ordinary Shares in turn subdivided into one million one hundred thousand one hundred and nine (1,100,109) B1 Ordinary Shares, one million one hundred thousand one hundred and ten (1,100,110) B2 Ordinary Shares, one million one hundred thousand one hundred and ten (1,100,110) B3 Ordinary Shares, one million one hundred thousand one hundred and ten (1,100,110) B4 Ordinary Shares, one million one hundred thousand one hundred and ten (1,100,110) B5 Ordinary Shares, and

(B) twelve million eight hundred and thirty-four thousand six hundred and fourteen (12,834,614) Preference Shares in turn subdivided into: two million five hundred and sixty-six thousand nine hundred and twenty-two (2,566,922) B1 Preference Shares, two million five hundred and sixty-six thousand nine hundred and twenty-three (2,566,923) B2 Preference Shares, two million five hundred and sixty-six thousand nine hundred and twenty-three (2,566,923) B3 Preference Shares, two million five hundred and sixty-six thousand nine hundred and twenty-three (2,566,923) B4 Preference Shares, two million five hundred and sixty-six thousand nine hundred and twenty-three (2,566,923) B5 Preference Shares

and to pay them up by a contribution in kind consisting in (i) five million five hundred thousand five hundred and forty-nine (5,500,549) ordinary shares in Topco and (ii) twelve million eight hundred and thirty-four thousand six hundred and fourteen (12,834,614) preference shares in Topco, each having a par value of one euro cent (EUR 0.01), for an aggregate contribution amount of one hundred and ninety thousand euro (EUR 190,000.00). The value of such contribution amounting to one hundred and ninety thousand euro (EUR 190,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of one hundred and eighty-three thousand three hundred and fifty-one euro and sixty-three cents (EUR 183,351.63) and (ii) to the Company's share premium account linked to the Ordinary Shares for an amount of six thousand six hundred and forty-eight euro and thirty seven cents (EUR 6,648.37).

3. Mr. Jan Kidaj, residing at Kozubszczyzna 32A, 21-030 Kozubszczyzna, Poland, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to one hundred and forty-four million seven hundred and fiftyone thousand two hundred and eighty-seven (144,751,287) New Shares V subdivided into:

(A) forty-three million four hundred and twenty-five thousand three hundred and eighty-six (43,425,386) Ordinary Shares in turn subdivided into eight million six hundred and eighty-five thousand and seventy-eight (8,685,078) B1 Ordinary Shares, eight million six hundred and eighty-five thousand and seventy-seven (8,685,077) B2 Ordinary Shares, eight million six hundred and eighty-five thousand and seventy-seven (8,685,077) B3 Ordinary Shares, eight million six hundred and eighty-five thousand and seventy-seven (8,685,077) B4 Ordinary Shares, eight million six hundred and eighty-five thousand and seventy-seven (8,685,077) B5 Ordinary Shares, and

(B) one hundred and one million three hundred and twenty-five thousand nine hundred and one (101,325,901) Preference Shares in turn subdivided into: twenty million two hundred and sixty-five thousand one hundred and eighty-one (20,265,181) B1 Preference Shares, twenty million two hundred and sixty-five thousand one hundred and eighty (20,265,180) B2 Preference Shares, twenty million two hundred and sixty-five thousand one hundred and eighty (20,265,180) B3 Preference Shares, twenty million two hundred and sixty-five thousand one hundred and eighty (20,265,180) B4 Preference Shares, twenty million two hundred and sixty-five thousand one hundred and eighty (20,265,180) B5 Preference Shares

and to pay them up by a contribution in kind consisting in (i) forty-three million four hundred and twenty-five thousand three hundred and eighty-six (43,425,386) ordinary shares in Topco and (ii) one hundred and one million three hundred and twenty-five thousand nine hundred and one (101,325,901) preference shares in Topco, each having a par value of one euro cent (EUR 0.01), for an aggregate contribution amount of one million five hundred thousand euro (EUR 1,500,00.00). The value of such contribution amounting to one million five hundred thousand euro (EUR 1,500,00.00) in aggregate is allocated to (i) to the Company's share capital for an amount of one million four hundred and forty-seven thousand five hundred and twelve euro and eighty-seven cents (EUR 1,447,512.87) and (ii) to the Company's share premium account linked to the Ordinary Shares for an amount of fifty-two million four hundred and eighty-seven euro and thirteen cents (EUR 52,487.13).

4. Mr. Edward Robinson, residing at Dragetts Court, Chapel Hay Lane, Churchdown, Gloucestershire, GL3 2ET, United Kingdom, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to two hundred and forty-one million two hundred and fifty-two thousand one hundred and forty-four (241,252,144) New Shares V subdivided into:

(A) seventy-two million three hundred and seventy-five thousand six hundred and forty-three (72,375,643) Ordinary Shares in turn subdivided into fourteen million four hundred and seventy-five thousand one hundred and twenty-seven (14,475,127) B1 Ordinary Shares, fourteen million four hundred and seventy-five thousand one hundred and twenty-nine (14,475,129) B2 Ordinary Shares, fourteen million four hundred and seventy-five thousand one hundred and twenty-nine (14,475,129) B3 Ordinary Shares, fourteen million four hundred and seventy-five thousand one hundred and twenty-nine

(14,475,129) B4 Ordinary Shares, fourteen million four hundred and seventy-five thousand one hundred and twenty-nine
(14,475,129) B5 Ordinary Shares, and

(B) one hundred and sixty-eight million eight hundred and seventy-six thousand five hundred and one (168,876,501) Preference Shares in turn subdivided into: thirty-three million seven hundred and seventy-five thousand three hundred and one (33,775,301) B1 Preference Shares, thirty-three million seven hundred and seventy-five thousand three hundred (33,775,300) B2 Preference Shares, thirty-three million seven hundred and seventy-five thousand three hundred (33,775,300) B3 Preference Shares, thirty-three million seven hundred and seventy-five thousand three hundred (33,775,300) B4 Preference Shares, thirty-three million seven hundred and seventy-five thousand three hundred (33,775,300) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Edward Robinson, prenamed, against Topco for an amount of two million five hundred thousand euro (EUR 2,500,000.00).

The value of such contribution amounting to two million five hundred thousand euro (EUR 2,500,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of two million four hundred and twelve thousand five hundred and twenty-one euro and forty-four cents (EUR 2,412,521.44) and (ii) to the Company's share premium account for an amount of eighty-seven thousand four hundred and seventy-eight euro and fifty-six cents (EUR 87,478.56).

5. Mr. Anthony Murray, residing at 301 Nore Road, Portishead, North Somerset, BS20 8EN, United Kingdom, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to two million six hundred and five thousand five hundred and twenty-three (2,605,523) New Shares V subdivided into:

(A) seven hundred and eighty-one thousand six hundred and fifty-seven (781,657) Ordinary Shares in turn subdivided into one hundred and fifty-six thousand three hundred and thirty-three (156,333) B1 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B2 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B3 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B4 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B5 Ordinary Shares, and

(B) one million eight hundred and twenty-three thousand eight hundred and sixty-six (1,823,866) Preference Shares in turn subdivided into: three hundred and sixty-four thousand seven hundred and seventy-four (364,774) B1 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B2 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B3 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B4 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Anthony Murray against Topco for an amount of twenty-seven thousand euro (EUR 27,000.00).

The value of such contribution amounting to twenty-seven thousand euro (EUR 27,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of twenty-six thousand fifty-five euro and twenty-three cents (EUR 26,055.23) and (ii) to the Company's share premium account for an amount of nine hundred and forty-four euro and seventy-seven cents (EUR 944.77).

6. Mr. Guy Morris, residing at 1 Western Mansions, 22 South Road, Weston Super Mare, North Somerset BS23 2HQ, United Kingdom, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to five million three hundred and seven thousand five hundred and forty-seven (5,307,547) New Shares V subdivided into:

(A) one million five hundred and ninety-two thousand two hundred and sixty-four (1,592,264) Ordinary Shares in turn subdivided into three hundred and eighteen thousand four hundred and fifty-two (318,452) B1 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B2 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B3 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B4 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B5 Ordinary Shares, and

(B) three million seven hundred and fifteen thousand two hundred and eighty-three (3,715,283) Preference Shares in turn subdivided into: seven hundred and forty-three thousand and fifty-five (743,055) B1 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B2 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B3 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B4 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Guy Morris against Topco for an amount of fifty-five thousand euro (EUR 55,000.00).

The value of such contribution amounting to fifty-five thousand euro (EUR 55,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of fifty-three thousand seventy-five euro and forty-seven cents (EUR 53,075.47) and (ii) to the Company's share premium account for an amount of one thousand nine hundred and twenty-four euro and fifty-three cents (EUR 1,924.53).

7. Mr. Mark Carroll, residing at 8 Hestercombe Road, Headly Park, Bristol, BS13 7PR, United Kingdom, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to two million six hundred and five thousand five hundred and twenty-three (2,605,523) New Shares V subdivided into:

(A) seven hundred and eighty-one thousand six hundred and fifty-seven (781,657) Ordinary Shares in turn subdivided into one hundred and fifty-six thousand three hundred and thirty-three (156,333) B1 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B2 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B3 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B4 Ordinary Shares, one hundred and fifty-six thousand three hundred and thirty-one (156,331) B5 Ordinary Shares, and

(B) one million eight hundred and twenty-three thousand eight hundred and sixty-six (1,823,866) Preference Shares in turn subdivided into: three hundred and sixty-four thousand seven hundred and seventy-four (364,774) B1 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B2 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B3 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B4 Preference Shares, three hundred and sixty-four thousand seven hundred and seventy-three (364,773) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Mark Carroll against Topco for an amount of twenty-seven thousand euro (EUR 27,000.00).

The value of such contribution amounting to twenty-seven thousand euro (EUR 27,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of twenty-six thousand fifty-five euro and twenty-three cents (EUR 26,055.23) and (ii) to the Company's share premium account for an amount of nine hundred and forty-four euro and seventy-seven cents (EUR 944.77).

8. Mr. Mark West, residing at 22 Crystal Wood Drive, Miskin, Pontyclun, CF72 8TH, United Kingdom, here represented by Mrs Linda HARROCH, prenamed, by virtue of a proxy given on 28 October 2014, has declared to subscribe to five million three hundred and seven thousand five hundred and forty-seven (5,307,547) New Shares V subdivided into:

(A) one million five hundred and ninety-two thousand two hundred and sixty-four (1,592,264) Ordinary Shares in turn subdivided into three hundred and eighteen thousand four hundred and fifty-two (318,452) B1 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B2 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B3 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B4 Ordinary Shares, three hundred and eighteen thousand four hundred and fifty-three (318,453) B5 Ordinary Shares, and

(B) three million seven hundred and fifteen thousand two hundred and eighty-three (3,715,283) Preference Shares in turn subdivided into: seven hundred and forty-three thousand and fifty-five (743,055) B1 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B2 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B3 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B4 Preference Shares, seven hundred and forty-three thousand and fifty-seven (743,057) B5 Preference Shares

and to pay them up by a contribution in kind consisting in an unquestioned claims due for immediate payment held by Mr. Guy Morris against Topco for an amount of fifty-five thousand euro (EUR 55,000.00).

The value of such contribution amounting to fifty-five thousand euro (EUR 55,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of fifty-three thousand seventy-five euro and forty-seven cents (EUR 53,075.47) and (ii) to the Company's share premium account for an amount of one thousand nine hundred and twenty-four euro and fifty-three cents (EUR 1,924.53).

The value of all the above contributions in kind amounting to five million one hundred and thirty-four euro (EUR 5,134,000.00) in aggregate is allocated to (i) to the Company's share capital for an amount of four million nine hundred and fifty-four thousand three hundred and fifty-four euro and three cents (EUR 4,954,354.03) and (ii) to the Company's share premium account for an amount of one hundred and seventy-nine thousand six hundred and forty-five euro and ninety-seven cents (EUR 179,645.97).

The Report has dealt with the contribution above and contains the following conclusion:

Conclusion:

"Based on the verifications carried out as described above, we express no observation on the total value of the contributions, which corresponds at least to the number and nominal value of the shares to be issued as consideration with the share premium."

Eighth resolution

As a consequence of the above resolutions, the general meeting decides to amend the article 5.1 of the articles of incorporation of the Company relating to the share capital, which shall henceforth be read as follows:

5. Share capital.

5.1 The Company has a share capital of one hundred two million two hundred seventy-six thousand and one Euro (EUR 102,276,001.00) represented by:

(A) one billion five hundred eighteen million four hundred forty thousand nine hundred and ninety-five (1,518,440,995) ordinary shares (the “Ordinary Shares”) subdivided into:

(x) one billion seven million nine hundred fifty-one thousand four hundred and fifty-eight (1,007,951,458) A ordinary shares (the “A Ordinary Shares”) in turn subdivided into: (i) two hundred one million five hundred ninety thousand two hundred and ninety (201,590,290) A1 ordinary shares (the “A1 Ordinary Shares”), (ii) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A2 ordinary shares (the “A2 Ordinary Shares”), (iii) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A3 ordinary shares (the “A3 Ordinary Shares”), (iv) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A4 ordinary shares (the “A4 Ordinary Shares”) and (v) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A5 ordinary shares (the “A5 Ordinary Shares”),

(y) five hundred ten billion four hundred eighty-nine thousand five hundred and thirty-seven (510,489,537) B ordinary shares (the “B Ordinary Shares”) in turn subdivided into: (i) one hundred two million ninety-seven thousand eight hundred and ninety-three (102,097,893) B1 ordinary shares (the “B1 Ordinary Shares”), (ii) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B2 ordinary shares (the “B2 Ordinary Shares”), (iii) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B3 ordinary shares (the “B3 Ordinary Shares”), (iv) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B4 ordinary shares (the “B4 Ordinary Shares”) and (v) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B5 ordinary shares (the “B5 Ordinary Shares”); AND

(B) eight billion seven hundred nine million one hundred fifty-nine thousand and five (8,709,159,005) preference shares (the “Preference Shares”) subdivided into:

(x) six billion eight hundred seventy-four million six hundred seventy-seven thousand seven hundred and two (6,874,677,702) A preference shares (the “A Preference Shares”) in turn subdivided into: (i) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty-two (1,374,935,542) A1 preference shares (the “A1 Preference Shares”), (ii) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A2 preference shares (the “A2 Preference Shares”), (iii) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A3 preference shares (the “A3 Preference Shares”), (iv) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A4 preference shares (the “A4 Preference Shares”) and (v) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A5 preference shares (the “A5 Preference Shares”),

(y) one billion eight hundred thirty-four million four hundred eighty-one thousand three hundred and three (1,834,481,303) B preference shares (the “B Preference Shares”) in turn subdivided into (i) three hundred sixty-six million eight hundred ninety-six thousand two hundred and sixty-seven (366,896,267) B1 preference shares (the “B1 Preference Shares”), (ii) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B2 preference shares (the “B2 Preference Shares”), (iii) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B3 preference shares (the “B3 Preference Shares”), (iv) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B4 preference shares (the “B4 Preference Shares”) and (v) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B5 preference shares (the “B5 Preference Shares”); AND

(C) one hundred (100) management shares (the “Management Shares”) held by the General Partner (actionnaire commandité),

each such shares having a nominal value of one cent of Euro (EUR 0.01).”

Ninth resolution

The general meeting decides to fully restate the articles of incorporation without amending the purpose clause which shall therefore be read as follows:

1. Corporate form / Name / Duration. This document constitutes the articles of incorporation (the “Articles”) of “Al Alu & Cy S.C.A.” (the “Company”) 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 General Partner (as defined below);

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 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 General Partner.

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 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 General Partner 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;

3.3 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;

3.4 to invest and deal with the Company's money and funds in any way the General Partner thinks fit and to lend money and give credit in each case to any person with or without security;

3.5 to borrow, raise and secure the payment of money in any way the General Partner or 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, including the guarantee and provision of security for the performance of the obligations of and the payment of any money (including capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) by any person including any body corporate in which the Company has a direct or indirect interest or any person which is for the time being a member or otherwise has a direct or indirect interest in the Company or 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 (including by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify and keep indemnified against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person;

3.8 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;

3.9 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 General Partner 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 Company has a share capital of one hundred two million two hundred seventy-six thousand and one Euro (EUR 102,276,001.00) represented by:

(A) one billion five hundred eighteen million four hundred forty thousand nine hundred and ninety-five (1,518,440,995) ordinary shares (the "Ordinary Shares") subdivided into:

(x) one billion seven million nine hundred fifty-one thousand four hundred and fifty-eight (1,007,951,458) A ordinary shares (the "A Ordinary Shares") in turn subdivided into: (i) two hundred one million five hundred ninety thousand two

hundred and ninety (201,590,290) A1 ordinary shares (the “A1 Ordinary Shares”), (ii) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A2 ordinary shares (the “A2 Ordinary Shares”), (iii) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A3 ordinary shares (the “A3 Ordinary Shares”), (iv) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A4 ordinary shares (the “A4 Ordinary Shares”) and (v) two hundred one million five hundred ninety thousand two hundred and ninety-two (201,590,292) A5 ordinary shares (the “A5 Ordinary Shares”),

(y) five hundred ten billion four hundred eighty-nine thousand five hundred and thirty-seven (510,489,537) B ordinary shares (the “B Ordinary Shares”) in turn subdivided into: (i) one hundred two million ninety-seven thousand eight hundred and ninety-three (102,097,893) B1 ordinary shares (the “B1 Ordinary Shares”), (ii) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B2 ordinary shares (the “B2 Ordinary Shares”), (iii) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B3 ordinary shares (the “B3 Ordinary Shares”), (iv) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B4 ordinary shares (the “B4 Ordinary Shares”) and (v) one hundred two million ninety-seven thousand nine hundred and eleven (102,097,911) B5 ordinary shares (the “B5 Ordinary Shares”); AND

(B) eight billion seven hundred nine million one hundred fifty-nine thousand and five (8,709,159,005) preference shares (the “Preference Shares”) subdivided into:

(x) six billion eight hundred seventy-four million six hundred seventy-seven thousand seven hundred and two (6,874,677,702) A preference shares (the “A Preference Shares”) in turn subdivided into: (i) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty-two (1,374,935,542) A1 preference shares (the “A1 Preference Shares”), (ii) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A2 preference shares (the “A2 Preference Shares”), (iii) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A3 preference shares (the “A3 Preference Shares”), (iv) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A4 preference shares (the “A4 Preference Shares”) and (v) one billion three hundred seventy-four million nine hundred thirty-five thousand five hundred and forty (1,374,935,540) A5 preference shares (the “A5 Preference Shares”),

(y) one billion eight hundred thirty-four million four hundred eighty-one thousand three hundred and three (1,834,481,303) B preference shares (the “B Preference Shares”) in turn subdivided into (i) three hundred sixty-six million eight hundred ninety-six thousand two hundred and sixty-seven (366,896,267) B1 preference shares (the “B1 Preference Shares”), (ii) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B2 preference shares (the “B2 Preference Shares”), (iii) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B3 preference shares (the “B3 Preference Shares”), (iv) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B4 preference shares (the “B4 Preference Shares”) and (v) three hundred sixty-six million eight hundred ninety-six thousand two hundred and fifty-nine (366,896,259) B5 preference shares (the “B5 Preference Shares”); AND

(C) one hundred (100) management shares (the “Management Shares”) held by the General Partner (actionnaire commandité),

each such shares having a nominal value of one cent of Euro (EUR 0.01).

5.2 The Company may establish a share premium account (the “Share Premium Account”) into which any premium paid on the Shares is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholder(s) subject to the 1915 Law and these Articles.

5.3 The holders of the Ordinary Shares are exclusively entitled to the share premium reserve for the Ordinary Shares and the holders of Preference Shares are exclusively entitled to the share premium reserve for the Preference Shares. Within the Ordinary Shares the holders of A Ordinary Shares are exclusively entitled to the share premium reserve for the A Ordinary Shares. Within the A Ordinary Shares, the holders of: (i) A1 Ordinary Shares are exclusively entitled to the share premium reserve for the A1 Ordinary Shares, (ii) A2 Ordinary Shares are exclusively entitled to the share premium reserve for the A2 Ordinary Shares, (iii) A3 Ordinary Shares are exclusively entitled to the share premium reserve for the A3 Ordinary Shares, (iv) A4 Ordinary Shares are exclusively entitled to the share premium reserve for the A4 Ordinary Shares and (v) A5 Ordinary Shares are exclusively entitled to the share premium reserve for the A5 Ordinary Shares. Within the Ordinary Shares the holders of B Ordinary Shares are exclusively entitled to the share premium reserve for the B Ordinary Shares. Within the B Ordinary Shares, the holders of: (i) B1 Ordinary Shares are exclusively entitled to the share premium reserve for the B1 Ordinary Shares, (ii) B2 Ordinary Shares are exclusively entitled to the share premium reserve for the B2 Ordinary Shares, (iii) B3 Ordinary Shares are exclusively entitled to the share premium reserve for the B3 Ordinary Shares, (iv) B4 Ordinary Shares are exclusively entitled to the share premium reserve for the B4 Ordinary Shares and (v) B5 Ordinary Shares are exclusively entitled to the share premium reserve for the B5 Ordinary Shares. Within the Preference Shares the holders of A Preference Shares are exclusively entitled to the share premium reserve for the A Preference Shares. Within the A Preference Shares, the holders of: (i) A1 Preference Shares are exclusively entitled to the share premium reserve for the A1 Preference Shares, (ii) A2 Preference Shares are exclusively entitled to the share premium reserve for the A2 Preference Shares, (iii) A3 Preference Shares are exclusively entitled to the share premium reserve for the A3 Preference Shares, (iv) A4 Preference Shares are exclusively entitled

to the share premium reserve for the A4 Preference Shares and (v) A5 Preference Shares are exclusively entitled to the share premium reserve for the A5 Preference Shares. Within the Preference Shares the holders of B Preference Shares are exclusively entitled to the share premium reserve for the B Preference Shares. Within the B Preference Shares, the holders of: (i) B1 Preference Shares are exclusively entitled to the share premium reserve for the B1 Preference Shares, (ii) B2 Preference Shares are exclusively entitled to the share premium reserve for the B2 Preference Shares, (iii) B3 Preference Shares are exclusively entitled to the share premium reserve for the B3 Preference Shares, (iv) B4 Preference Shares are exclusively entitled to the share premium reserve for the B4 Preference Shares and (v) B5 Preference Shares are exclusively entitled to the share premium reserve for the B5 Preference Shares.

5.4 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) subject to the 1915 Law and these Articles. For the avoidance of doubt, any such decision need not allocate any amount contributed to the contributor.

5.5 The Company may repurchase, redeem and/or cancel its Shares subject as provided in the 1915 Law.

5.6 The share capital of the Company may be reduced through the repurchase and cancellation of one or more classes of shares, in all cases not less than the entire class of shares so redeemed. In the case of repurchases and cancellations of classes of shares such cancellations and repurchases of classes of shares shall be made in the reverse numerical order (starting with Ordinary Shares 5 and the Preference Shares 5), it being understood that for each repurchase or cancellation of an A Ordinary Share, a B Ordinary Share of the corresponding class of shares shall be cancelled or repurchased (as applicable) and for each repurchase or cancellation of an A Preference Share, a B Preference Share of the corresponding class of shares shall be cancelled or repurchased (as applicable).

5.7 The Company may redeem its own Shares subject to the conditions of the applicable law and in the following order of priority: (A) (i) no A2 Ordinary Shares nor the A2 Preference Shares may be redeemed if the Company has at the time of the redemption any A3 Ordinary Shares and the A3 Preference Shares outstanding, (ii) no A3 Ordinary Shares and the A3 Preference Shares may be redeemed if the Company has at the time of the redemption any A4 Ordinary Shares and the A4 Preference Shares outstanding and (iii) no A4 Ordinary Shares and the A4 Preference Shares may be redeemed if the Company has at the time of the redemption any A5 Ordinary Shares and the A5 Preference Shares outstanding; AND (B) (i) no B2 Ordinary Shares nor the B2 Preference Shares may be redeemed if the Company has at the time of the redemption any B3 Ordinary Shares and the B3 Preference Shares outstanding, (ii) no B3 Ordinary Shares and the B3 Preference Shares may be redeemed if the Company has at the time of the redemption any B4 Ordinary Shares and the B4 Preference Shares outstanding and (iii) no B4 Ordinary Shares and the B4 Preference Shares may be redeemed if the Company has at the time of the redemption any B5 Ordinary Shares and the B5 Preference Shares outstanding.

5.8 In the event of a reduction of share capital through the repurchase and the cancellation of any class of shares (in the order provided for in article 5.7), such class of Shares gives right to the holders thereof pro rata to their holding in such class to the Available Amount (with the limitation however to the Total Cancellation Amount as determined by the general meeting of shareholders) and the holders of Shares of the repurchased and cancelled Class of Shares shall receive from the Company an amount equal to the Cancellation Value Per Share for each Share of the relevant Class held by them and cancelled.

5.9 The Cancellation Value Per Share shall be calculated by dividing the Total Cancellation Amount to be applied to the class of shares to be repurchased and cancelled by the number of shares in issue in such class of shares.

5.10 The Total Cancellation Amount shall be an amount determined by the General Partner and approved by the general meeting of the shareholders on the basis of the relevant Interim Accounts. The Total Cancellation Amount for each of the Ordinary Shares and Preference Shares shall be the entire Available Amount of the relevant class at the time of the cancellation of the relevant class unless otherwise resolved by the General Meeting in the manner provided for an amendment of the Articles provided however that the Total Cancellation Amount shall never be higher than such Available Amount.

5.11 Upon the repurchase and cancellation of the Shares of the relevant class, the Cancellation Value Per Share will become due and payable by the Company. For the purpose of the articles 5.6 through 5.11, Shares shall mean the Ordinary Shares and the Preference Shares.

5.12 A register of registered shares shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company and the number of shares held by him.

5.13 The inscription of the shareholder's name in the register of registered shares evidences his right of ownership of such registered shares.

5.14 Any share certificates shall be signed by the General Partner.

5.15 The General Partner may accept and enter in the register of registered shares a transfer on the basis of any appropriate document(s) recording the transfer between the transferor and the transferee. Shareholders shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of registered shares. Shareholders may, at any time, change their address as entered into the register of shareholders by means of a written notification to the Company from time to time.

5.16 The Management Shares are freely transferable to a successor or additional manager with unlimited liability.

5.17 The Company recognizes only one owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all persons claiming a right to such share(s) have to appoint a single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such share(s).

6. Other issues of shares. Emergency Share Issues

6.1 In case the Investors propose an Emergency Share Issue, each Shareholder shall:

- (a) consent to any board or shareholder meeting of the Company being held on short notice to implement it; and
- (b) vote in favour of all resolutions as a Shareholder.

6.2 For up to 20 Business Days after the Emergency Share Issue, in relation to any Securities in the capital of the Company that the Manager holds, each Manager is entitled but not obliged to acquire such number of Securities as he would have been entitled to by reference to his holding of Securities in the capital of the Company immediately prior to the Emergency Share Issue on the same terms including price as the Investor Majority, but only to the same extent the Manager also acquires any new Securities to be issued as part of the Emergency Share Issue in his Total Subscription Proportion on the same terms including price as the Investor Majority. To the extent that a Manager subscribes for less than his full entitlement to Securities, the obligation to acquire any other Securities shall be reduced on a proportionate basis as determined by the Investor Representative.

Reserve Shares

6.3 The Investor has subscribed for the Reserve Shares. Such Reserve Shares shall be held in reserve by the Investor and may be made available for Staff Members and any employee, director, officer, consultant or service provider of a business that is acquired by the Group (“New Staff Member”). The Nomination and Compensation Committee together with the CEO shall determine the identity of any eligible Staff Member or New Staff Member who shall be transferred certain Reserve Shares and shall approve the transfer of the Reserve Shares by an Investor from time to time to such Staff Member or New Staff Member on terms approved by the Nomination and Compensation Committee together with the CEO.

6.4 In the event of such transfer in accordance with article 6.3, the Shareholders will take all steps and pass all resolutions to facilitate the transfer of such Reserve Shares to Staff Members or New Staff Members from time to time.

6.5 Without prejudice to the price to be paid for the transfer of any Reserve Shares as determined by the Nomination and Compensation Committee taking into account the fair market value of any Reserve Shares on transfer, no additional “holding” cost or charge shall be applied, over and above the relevant fair market value on such transfer of Reserve Shares.

Incremental Management Incentive Share Issue

6.6 The Company may issue B Ordinary Shares and B Preference Shares to and/or for the benefit of Staff Members or New Staff Members as part of any new management incentive plan from time to time, provided that all Reserve Shares held by the Investor have been transferred to Staff Members or New Staff Members and are not held by the Investor or an Affiliate of an Investor (an “Incremental Management Incentive Share Issue”).

6.7 The Nomination and Compensation Committee shall determine the terms of any new management incentive plan and the identity of any eligible Staff Member or New Staff Member who shall be issued with Shares at a price per share and on other terms, including the terms of issue, approved by the Nomination and Compensation Committee.

6.8 In the event of such subscription and issuance pursuant to article 6.7, the Shareholders will take all steps and pass all resolutions (including in respect of the disapplication of pre-emption rights to effect such issuance) to issue such new Shares to any eligible Staff Member or New Staff Member which will dilute all Shareholders proportionately.

6.9 If there is an Incremental Management Incentive Share Issue, then no shareholder shall have a pre-emptive right to the issue of such Shares or PECs or any other instrument, comprising any such Incremental Management Incentive Share Issue.

Acquisition Issue

6.10 If the Investor Representative proposes that Shares are issued to a third party as consideration, in whole or in part, for an acquisition of shares or assets by the Group and where such third party reinvests some or all of his or her proceeds in the Group, then no pre-emptive right to the issue of such Shares or PECs or any other Securities shall be accorded (an “Acquisition Issue”).

Pre-emption rights on Issue

6.11 Subject to Luxembourg law, if the General Partner proposes that the Company will issue or offer Securities in the capital of the Company, or rights to convert into or to subscribe for Securities in the capital of the Company:

- (a) each Shareholder shall have a period of 20 Business Days in which to notify the General Partner whether it is willing to accept Securities in the capital of the Company;
- (b) each Shareholder shall be entitled to exercise pre-emption rights in relation to an allotment of Securities in the capital of the Company;
- (c) the subscription price of each Security in the capital of the Company shall be based on fair market value as determined by the Board;

(d) each Shareholder who exercises pre-emption rights in accordance with this article 6.11 will be required to subscribe at the same time for any other Securities in the capital of the Company acquired by the Investor Majority or their equivalent as part of such issue in its respective Total Subscription Proportion (subject to such adjustments for rounding or fractional entitlements as the Board or Investor Representative may determine) or as determined by the Investor Representative as part of such issue in the same proportions and on the same terms as the Investor Majority;

(e) the Shareholders who accept Securities in the capital of the Company may indicate that they will accept Excess Securities on the same terms as originally offered to all Shareholders respectively;

(f) any Securities in the capital of the Company not so accepted must be allotted to the Excess Security Shareholders in accordance with the indications they have given and, if the number of Excess Shares is not sufficient for all Excess Securities Shareholders to be allotted all the Excess Securities they have indicated they will accept, then the Excess Securities must be allotted in the proportion that the number of such Securities each Excess Security Shareholder was entitled to accept when originally offered bears to the total number of Shares which all Excess Security Shareholders were entitled to accept when originally offered, subject to such adjustments for rounding to the nearest whole number as the Board or Investor Representative may determine;

(g) any Excess Security s remaining unallotted shall be dealt with as determined by the Nomination and Compensation Committee with the prior written consent of an Investor Director; and

(h) such provisions shall not apply to an allotment and/or issue of Ordinary Shares or Preference Shares pursuant to an Emergency Share Issue, an Incremental Management Incentive Share Issue or an Acquisition Issue, save that in respect of an Emergency Share Issue, each Manager shall be given an opportunity to subscribe for Securities in the capital of the Company in accordance with article 6.2.

7. Indivisibility of shares.

7.1 Each Share is indivisible and in registered form.

7.2 A Share may be registered in the name of more than one person provided that all holders of a Share notify the Company in writing as to which of them is to be regarded as their representative; the Company will 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.

8. Management.

8.1 The Company shall be managed by “Al Alu S.à. r.l.”, prenamed (herein referred to as the “General Partner”).

8.2 In the event of legal incapacity, liquidation or other permanent situation preventing the General Partner from acting as General Partner of the Company, the Company shall not be immediately dissolved and liquidated, provided the Supervisory Board (as defined below) as provided for in article 8.1 hereof appoints an administrator, who need not be a shareholder, to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen (15) days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amendment of the articles, a successor manager. Failing such appointment, the Company shall be dissolved and liquidated.

8.3 Any such appointment of a successor manager shall not be subject to the approval of the General Partner.

8.4 The General Partner is vested with the broadest powers to perform all acts of administration and disposition within the purpose of the Company.

8.5 All powers not expressly reserved by law or by these articles to the general meeting of shareholders or to the Supervisory Board are within the powers of the General Partner.

8.6 Vis-à-vis third parties, the Company is validly bound by the sole signature of the General Partner or by the signature (s) of any other person(s) to whom authority has been delegated by the General Partner.

9. Supervisory board.

9.1 The affairs of the Company and its financial situation including in particular its books and accounts shall be supervised by a supervisory board (the “Supervisory Board”), comprising at least three (3) members. The Supervisory Board may be consulted by the General Partner on such matters as the General Partner may determine and may authorize any actions of the General Partner that may, pursuant to law or regulation or under these articles of incorporation, exceed the powers of the General Partner.

9.2 The Supervisory Board shall be elected by the annual general meeting of shareholders for a period which may not exceed six (6) years. The members of the Supervisory Board may be re-elected. The Supervisory Board may elect one of its members as chairman.

9.3 The Supervisory Board shall be convened by its chairman or by the General Partner.

9.4 A notice in writing, by telegram, telex, facsimile, e-mail or any other similar means of communication of any meeting of the Supervisory Board shall be given to all members of the Supervisory Board at least eight (8) days prior to the date set for such meeting, except in urgent circumstances, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, facsimile, e-mail or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Supervisory Board.

9.5 The Supervisory Board can deliberate or act validly only if the members of the Supervisory Board are convened to the meeting in accordance with the above described procedure and if at least the majority of the members are present or represented.

9.6 No notice shall be required in case all the members of the Supervisory Board are present or represented at a meeting of such Supervisory Board or in case of resolutions in writing approved and signed by all the members of the Supervisory Board.

9.7 Any member may act at any meeting by appointing in writing, by telegram, telex or facsimile, e-mail or any other similar means of communication another member as his proxy. A member may represent several of his colleagues.

9.8 Resolutions of the Supervisory Board will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two members.

9.9 Resolutions are taken by a majority vote of the members present or represented. The resolution supported by the chairman will be adopted, if votes are even.

9.10 Resolutions in writing approved and signed by all the members of the Supervisory Board shall have the same effect as resolutions voted at the Supervisory Board meetings; each member shall approve such resolution in writing, by telegram, telex, facsimile, e-mail or any other similar means of communication. All such documents shall form the record that proves that such resolution has been taken.

9.11 Any member of the Supervisory Board may participate in any meeting of the Supervisory Board by conference-call or by other similar means of communication allowing all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

10. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that the General Partner or any one or more of the directors or officers of the General Partner is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the General Partner who serves as a director, officer or employee of 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 prevented from considering and voting or acting upon any matters with respect to such contract or other business.

11. Decision of the shareholders. General Provisions

11.1 The general meeting of shareholders shall represent all the shareholders of the Company. It shall have the powers to order, carry out or ratify acts relating to the operations of the Company, provided that, unless otherwise provided herein, no resolution shall be validly passed unless approved by the General Partner.

11.2 General meetings of shareholders shall be convened by the General Partner or by the Supervisory Board. General meetings of shareholders shall be convened pursuant to a notice given by the General Partner setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each shareholder at the shareholder's address recorded in the register of registered shares.

11.3 The annual general meeting shall be held on the second Tuesday of June at 10 am at the registered office or at a place specified in the notice of meeting.

11.4 If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following business day.

11.5 Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

11.6 No business shall be transacted at any meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business and remains present during the transaction of business. The quorum necessary for the transaction of the business of any meeting of the Company shall be the holders representing 50% of the outstanding share capital, provided that the quorum shall include the Investor.

Intention to achieve an Exit

11.7 No Exit may take place without the consent of the Investors.

Matters requiring an Investor Consent

11.8 Notwithstanding any other provisions in the 1915 Law, the implementation of the following matters require an Investor Consent:

a. Corporate Matters

- i. Alter the Articles, or the articles of association or constitutional documentation of any other Group member.
- ii. Allot or issue any Shares or Securities or grant to any person any option or right to call for the issue of any Shares or Securities in the Company or any other Group member.
- iii. Recommend, declare or pay a dividend or other distribution (including any distribution of reserves) by the Company or any other Group member.
- iv. Create or issue or allow to come into being any Security Interest (other than a lien on assets arising by operation of law in the ordinary course of business [(and securing sums not more than 30 days overdue)] over any part of its

property or assets or uncalled capital or create or issue any debenture or debenture stock with an overall aggregate amount greater than €1,000,000 and any single amount per commitment greater than €250,000.

v. Approve or register the transfer (whether legally or beneficially) of any share capital or loan capital (including preferred equity certificates) in the Company or in the capital of any Group member or the price at which any such transfer occurs.

vi. Approve or make any decision in relation to the creation or acquisition of new subsidiaries (including the entry into any partnership or joint venture arrangements with any person).

vii. Whether by a single transaction or by a series of transactions acquire, sell, transfer, issue, surrender or enter into an agreement for the acquisition, sale, transfer, surrender or other disposition of any shares or assets of a Group member having a book or market value in excess of €1,000,000.

viii. Liquidate or wind up (or take steps to liquidate or wind up) or such analogous equivalent in any relevant jurisdiction any Group member.

ix. Alter or amend the rights and conditions of the share capital of the Company, if such alteration or amendment is more detrimental or less favourable to the Managers (in their capacity as Shareholders), taken as a whole, than it is to the Investors.

x. Expand the Group through acquisitions (including share and business purchases).

b. Financial and accounting matters

i. Appoint (except for the reappointment of its existing auditors) or remove its statutory auditors.

ii. Adopt a new accounting policy or practice or make a material change to any of its accounting policies and practices which would result in an impact greater than €500,000 in the consolidated accounts in any given accounting year except as required by law or to comply with a new accounting standard.

iii. Make any changes to the accounting reference date or the closing of fiscal year period for a Group member.

iv. Agree, borrow under, modify, make a variation to, waive a condition of, or reimburse any financing or credit contract (including, but not limited to, any loan, credit arrangement, lease, bond, licence, tenancy or similar arrangement, debt factoring, invoice discounting, hire purchase, equipment leasing, conditional or credit sales, or any off balance sheet borrowings) having a book or market value in excess of €1,000,000.

v. Make a variation to, or waive a provision of or right under, a Finance Document: (i) that would result or is likely to result, in an event of default under a Finance Document; or (ii) that relates to any decision that remains subject to the prior agreement or consent of lenders pursuant to such Finance Documents; or (iii) including voluntarily pre-paying any sums lent under the Finance Documents.

c. Business matters

i. Vary or modify (including update) the Business Plan or adopt any plan or take any action which is materially inconsistent with the Business Plan.

ii. Adopt, vary or modify the Annual Operating Budget or adopt any plan or take any action which is materially inconsistent with the Annual Operating Budget.

iii. Invest in any fixed assets or equipment or any capital expenditure (including obligations under hire purchase or finance leasing arrangements) of any Group member which is made in excess of 10% of the amount of the investment set out in the Annual Operating Budget or in any capital expenditure program in any twelve month period.

iv. Enter into a contract or transaction, make a payment, incur a commitment or make substantial modification to, fail to enforce or terminate, any contract that represents a value or turnover in excess of €2,000,000, other than in the ordinary course of business

v. Make any charitable contributions exceeding €100,000 in aggregate per year other than in the ordinary and usual course of trading or make any political contribution.

vi. Change the nature or geographical area of business activity conducted by any Group member or the Group including carrying on a new business or changing a business materially or ceasing to carry on a substantial part of a Group member's business.

vii. Approve or make any decision in relation to undertaking an IPO, including approving or making any decision to appoint any underwriting banks, financial or other advisers in relation to an IPO.

viii. Commence or settle any litigation or arbitration proceedings where the amount claimed or settled is in excess of €500,000.

d. Related party transactions

i. Enter into, materially vary, terminate or give board consent or other consent or approval in relation to or under a transaction or arrangement (whether or not constituting a contract and including, without limitation, a gift, loan or an employment agreement or services contract):

ii. with a Manager;

iii. with a Connected Person with a Manager; or

iv. in which a Manager or his Connected Person has an interest, v. except for a transaction for which provision is made in the Employment Agreement of that relevant Manager.

e. Employment matters

i. Engage or dismiss any Manager or an officer or employee or a consultant whose gross annual basic salary (including any and all bonuses and benefits (whether payable in cash or otherwise)) exceeds €150,000 or make any variation in the terms of engagement (including remuneration) of such a person.

ii. Establish, vary or terminate a profit sharing scheme or other incentive arrangement for any officers or employees.

f. Other matters

Make a variation to, or waive a provision of or right under, the SPA or a Finance Document.

Matters requiring a CEO Consent

11.9 Notwithstanding any other provisions in the 1915 Law, the implementation of the following matters require the CEO Consent:

i. Liquidate or wind up (or take steps to liquidate or wind up) or such analogous equivalent in any relevant jurisdiction any Group member (other than the Company).

ii. Alter or amend the rights and conditions of the share capital of the Company, if such alteration or amendment is more detrimental or less favourable to the Managers (in their capacity as Shareholders), taken as a whole, than it is to the Investors.

iii. Expand the Group through acquisitions (including share and business purchases).

12. Financial year - Annual accounts - Distribution of profits.

12.1 The Company's financial year starts on 1st January each year and ends on the 31st of December the following year.

12.2 From the annual net profits of the Company, five per cent (5%) shall be allocated to the statutory reserve required by law. This allocation shall cease to be required when the amount of the statutory reserve shall have reached ten per cent (10%) of the subscribed share capital.

12.3 The general meeting of shareholders, upon recommendation of the General Partner, will determine how the remainder of the annual net profits will be disposed of, taking into account the order of priority for distributions set out under article 12.

12.4 The General Partner may decide to pay interim dividends to the Shareholder(s) before the end of the financial year on the basis of a statement of accounts showing that sufficient funds are available for distribution, it being understood that (i) the amount to be distributed may not exceed, where applicable, 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 1915 Law or these Articles and that (ii) any such distributed sums which do not correspond to profits actually earned may be recovered from the relevant Shareholder(s).

12.5 The profits which are available for distribution (including retained distributable profits) shall be applied as follows:

(a) first, in paying to the holders of the Preference Shares a Preference Dividend at the rate of 9% per annum on the Subscription Price of each Preference Share to the extent paid up (together with any accrued but unpaid Preference Dividends). The Preference Dividend will be distributed among the holders of the Preference Shares according to the amounts paid up or credited as paid up on each Preference Share and will accrue on a daily basis and compound annually on 31 December whether or not earned or declared, in respect of the period from the date of issue to the date on which such Preference Dividend is paid. The Preference Dividend will be paid when and if declared by the Board. If not paid at the time declared by the Board, the Preference Dividend will nevertheless be due and payable and notwithstanding the fact that the Preference Shares are expressed to be (and if not being paid, will be) cumulative, the amounts become a debt due from the Company to the Preference Shareholders entitled to such Preference Dividends without any resolution of the Directors or the Company in general meeting and such debt will be immediately payable by the Company upon an Exit, provided there are profits which are available for distribution out of which the same may lawfully be paid. Unpaid Preference Dividends on the Preference Shares will be compounded annually such that, following a compounding of any such Preference Dividend, the Preference Dividend accruing on the Preference Shares will be 9% of the aggregate sum of the Subscription Price and any such compounded Preference Dividends; and

(b) the balance of any profits then remaining available for distribution, so far as resolved to be distributed, will be distributed by way of dividend among the holders of Shares in the following order, subject to the waterfall mechanism as set out under article 14,

- First, the holders of A1 Ordinary Shares and B1 Ordinary Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point sixty per cent (0.60%) of the nominal value of the above shares held by them, then,

- the holders of A2 Ordinary Shares and B2 Ordinary Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point fifty-five per cent (0.55%) of the nominal value of the above shares held by them, then,

- the holders of A3 Ordinary Shares and B3 Ordinary Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point fifty per cent (0.50%) of the nominal value of the above shares held by them, then,

- the holders of A4 Ordinary Shares and B4 Ordinary Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point forty-five per cent (0.45%) of the nominal value of the above shares held by them, then,

- the holders of A5 Ordinary Shares and B5 Ordinary Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point forty per cent (0.40%) of the nominal value of the above shares held by them, then,

- the holders of A1 Preference Shares and B1 Preference Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point thirty-five per cent (0.35%) of the nominal value of the above shares held by them, then,

- the holders of A2 Preference Shares and B2 Preference Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point thirty per cent (0.30%) of the nominal value of the above shares held by them, then,

- the holders of A3 Preference Shares and B3 Preference Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point twenty-five per cent (0.25%) of the nominal value of the above shares held by them, then,

- the holders of A4 Preference Shares and B4 Preference Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point twenty per cent (0.20%) of the nominal value of the above shares held by them, then,

- the holders of A5 Preference Shares and B5 Preference Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point fifteen per cent (0.15%) of the nominal value of the above shares held by them, then,

- the balance of the total distributed amount shall be allocated in its entirety to the holders of the last class in the reverse numerical order (i.e. first A5 Preference Shares and B5 Preference Shares, then if no A4 Preference Shares and B4 Preference Shares are in existence, A3 Preference Shares and B3 Preference Shares and in such continuation until only A1 Ordinary Shares and B1 Ordinary Shares are in existence).

13. Dissolution - Liquidation.

13.1 In the event of dissolution of the Company, the liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

13.2 After payment of all debts and any charges against the Company and of the expenses of the liquidation, the net liquidation proceeds shall be distributed to the shareholders in conformity with and so as to achieve on an aggregate basis the same economic result as the distribution rules set for dividend distributions as set out under article 12.

14. Return of capital. Upon return of capital, the proceeds of sale or listing of the issued share capital shall be applied as follows:

(a) first all transaction fees and expenses will be paid;

(b) second, a sum equal to the Subscription Price on each Preference Share held by them together with a sum equal to all unpaid accruals of any Preference Dividend (whether declared or not) calculated down to and including the date of the repayment or winding-up;

(c) third, to the extent relevant, the remaining proceeds will be distributed to the holders of the Ordinary Shares in accordance with the proportional shareholding of the holders of those Ordinary Shares.

15. General transfer. General prohibition on transfer

15.1 No transfer of or Encumbrance over any Securities, or any interest in Securities, may be made except pursuant to these Articles. For this purpose, an interest in any Security is deemed to be transferred or encumbered if a Shareholder enters into an agreement (other than the Investment Agreement) with any person in respect of the exercise of votes attached to such Securities.

15.2 Subject to article 15.3, no transfer of any Shares may be made by a Manager in accordance with these Articles or otherwise unless and until: (i) upon being required to do so by the Company, the Manager pays to the Company an amount per Share on each Share registered in the name of the Manager at the time of any such transfer which is equal to the difference between the Subscription Amount per Share and the Paid up Amount per Share (if any) (the "Unpaid Amount"); or (ii) the transferee agrees to assume responsibility for such unpaid amounts.

15.3 If the Subscription Amount per Share remains partly paid, the Manager's rights on a return of capital of any such Share shall be reduced in the same proportion as the Unpaid Amount bears to the total Subscription Amount per Share.

16. Free transfers. Transfer requires Investor Majority consent

16.1 The transfer, pledge or any other disposal of any Securities or beneficial interest in any Security is only effective with the prior written consent of the Investor Majority or if permitted under article 16.2 and 16.3.

16.2 Subject to and without prejudice to article 19 (Tag-Along Rights), an Investor is entitled to transfer any or all of its Securities (including any agreement in respect of the exercise of votes attached to such Securities), save that the rights under article 19 (Tag-Along Rights) will not apply to any of the following transfers by an Investor of any Security:

- (a) where the transfer or transmission is an operation of law or is to that person's successors in title;
- (b) in the case of an Investor, transfers from an Investor to a Manager;
- (c) a transfer on or after an IPO;
- (d) in the case of an Investor which is an undertaking, a transfer to an Affiliate of that Investor provided that the transferee agrees with the Company that if the transferee ceases to be an Affiliate of the Investor, all its Security will be transferred to another Affiliate of the original transferor;
- (e) any transfer of Securities by an Investor which is a Fund or an Investment Holding Company or by their respective trustees, custodians or nominees or Co-investment Scheme to any:
 - (i) trustee, nominee or custodian for such Fund (or such Investment Holding Company's Fund) and vice versa;
 - (ii) unit holder, shareholder, partner, participant, manager or adviser (or an employee of such manager or adviser) in any such Fund (or such Investment Holding Company's Fund);
 - (iii) Fund (or such Investment Holding Company's Fund), or its trustee, nominee or custodian, managed or advised by the same manager or adviser as any such Fund (or such Investment Holding Company's Fund);
 - (iv) Co-investment Scheme or its trustee, nominee or custodian thereof (or such Investment Holding Company's Fund); or
 - (v) Investment Holding Company or any trustee, nominee or custodian thereof; or
 - (f) any transfer to a Syndictee (in accordance with the Investment Agreement);
 - (g) any transfer pursuant to and in accordance with article 18 (Preemption rights on Transfer) or article 20 (Drag-Along Rights) and in relation to any transfer of shares giving rise to or forming part of an Exit Offer made in accordance with article 21 (Required Transfer).

Free Transfers by Shareholders who are not Investors

16.3 The following transfers are permitted under this article 16.3 (including any agreement in respect of the exercise of votes attached to such Securities):

- (a) where the transfer or transmission is an operation of law or is to that person's successors in title;
- (b) any transfer pursuant to the Put Option;
- (c) in the case of a Manager, transfers from a Manager to an Investor;
- (d) any transfer to a Shareholder's Relative, provided that the transferor retains all voting rights, or to a Personal Holding Company. If, following such a transfer, a person ceases for whatever reason to be a Relative or fall within the definition of Personal Holding Company, such person shall immediately transfer all of the Shares back to the original transferor of such Shares (the "Original Transferor") at the same price as that paid by such person to the Original Transferor on their initial transfer of such Shares to such person pursuant to this article 16.3(d);
- (e) any transfer required under the Investment Agreement (Compulsory Transfers);
 - (i) if and whenever any such Shares are to cease to be held by a Personal Holding Company (otherwise than as a result of a transfer to a Shareholder who is not an Investor who is a beneficiary under such Personal Holding Company or back to a Shareholder or a Relative of such individual) the trustees shall be bound by the mandatory transfer provisions set out in the Investment Agreement (Compulsory Transfers); and
 - (ii) the terms of article 16.3(d) shall apply in respect of any transfer to a Relative of any Shareholder being a beneficiary under the Personal Holding Company, save that references to the "Original Transferor" shall be deemed to be references to the relevant Personal Holding Company;
- (f) a transfer on or after or pursuant to an IPO and in accordance with and subsequent to any restriction imposed pursuant to the Investment Agreement and always subject to the vesting provisions set out in Investment Agreement (Compulsory Transfers);
- (g) any transfer pursuant to and in accordance with article 18 (Pre-emption rights on Transfer), article 19 (Tag-Along Rights) and article 20 (Drag-Along Rights) in relation to Securities subject to the Drag-Along; or
- (h) any transfer pursuant to and in accordance with article 21 (Required Transfer);
- (i) any transfer approved by the Investor Majority.

16.4 Transfers pursuant to articles 16.3(d) to 16.3(e) (inclusive) shall not be permitted if the proposed transferor is a Former Staff Member or Leaving Shareholder.

Discretion to refuse to register a transfer

16.5 The Directors may with the written consent of the Investor Majority, refuse to register the transfer of a Share provided the transferee is informed of the refusal as soon as practicable and in any event within two months of the transfer being lodged with the Company, unless they suspect that the proposed transfer may be fraudulent.

17. Restriction on transfers.

17.1 Each Manager shall not transfer any Securities, for a period of ten years commencing on the Completion Date, other than:

- (a) with the prior written approval of an Investor Director or the Investor Representative;
- (b) any transfer pursuant to and in accordance with article 17 (Tag-Along Rights);
- (c) any transfer pursuant to and in accordance with article 18 (Drag-Along Rights) in relation to Securities subject to the Drag-Along;
- (d) a transfer on or after or pursuant to an IPO and in accordance with and subsequent to any restriction imposed pursuant to the Investment Agreement and always subject to the vesting provisions set out in Investment Agreement (Compulsory Transfers);
- (e) any transfer pursuant to the Put Option; or
- (f) any other transfer that is expressly permitted in the Investment Agreement.

17.2 Any transfer of Securities shall be entered in the register of Shareholders and after entry in the register of members of the name of the transferee(s) the validity of the transfer to the transferee(s) shall not be questioned by any person.

18. Pre-emption rights on transfer.

18.1 Without prejudice to restrictions set out in article 17 (Restrictions on Transfers), any transfer of Securities by a Shareholder who is not an Investor shall be subject to a pre-emption right for the benefit of the Investors in accordance with the terms of article 18 (Pre-emption Rights on Transfer).

Pre-Emption Right: the Transfer Notice

18.2 In order to enable the pre-emption right to be exercised, any Shareholder who is not an Investor wishing to effect a transfer of all or part of the Securities which it holds (the "Transferor"), subject to complying with the provisions of article 17 (Restrictions on Transfers) above, must notify such contemplated transfer to the Investor, such notice being known as the "Transfer Notice".

18.3 The Transfer Notice must contain the following information:

- (a) the number of Securities which the Transferor intends to transfer (the "Transferred Securities");
- (b) the price offered per Transferred Securities;
- (c) the identity of the transferee (the "Transferee");
- (d) the terms of payment;
- (e) the representations and warranties that the Transferor intends to grant in this context.

18.4 The Transfer Notice shall be considered to be an irrevocable offer to transfer to the Investor the Transferred Securities exclusively on the terms indicated therein.

Means of exercising the pre-emption right: the Purchase Notice

18.5 From the date of the Transfer Notice, the Investor shall have a period of fifteen Business Days within which to send to the Transferor, a notice of its decision to acquire no less than all the Transferred Securities, at the price and on the terms of the Transfer Notice (such notice being known as the "Purchase Notice").

18.6 If no Purchase Notice has been sent within the time limit set out in article 18.5, the Transferred Securities may be freely transferred in accordance with this article 16.6, subject to the provisions of article 18.7 below (and without prejudice, if applicable, to the provisions of these Articles).

Means of exercising the pre-emption right: extent of the Transfer

18.7 The exercise of the pre-emption right must be made in relation to all of the Transferred Securities, failing which, the Investor shall be deemed to have waived its pre-emption right and the Transferor may proceed with the sale relating to the intended Transfer within a time limit of fifteen Business Days after the expiry of the time limit for the exercise of the pre-emption right provided in article 18.5, on the terms notified for a price which shall not be less than the price notified in the Transfer Notice.

Means of exercising the pre-emption right: completion of the Transfer

18.8 The Purchase Notice shall be deemed to be an acceptance of the offer to sell contained in the Transfer Notice, the provisions of terms of article 18 (Pre-emption Rights on Transfer) being deemed, as from the Completion Date, to be an agreement to sell, subject to the provisions of article 18.7 between the Transferor and the Investor.

18.9 If the pre-emption is duly exercised and implemented, the transfer of the Transferred Securities must then occur within two months following the expiry of the fifteen Business Day time limit for the exercise of the pre-emption right referred to in article 18.5, at the price and on the terms of the Transfer Notice, in exchange for the delivery of the corresponding stock transfer forms and any documents enabling the transfer to be enforceable against the Company and third parties.

18.10 The transfer(s) thus effected shall be notified to all Shareholders by the Company.

Removal of any encumbrance affecting the Securities

18.11 The Securities shall be transferred free of any pledge, impediment and any encumbrance.

19. Tag-along rights.

19.1 Subject to the provisions of article 20 (Drag-Along Rights), for the purpose of this article 19.1, any reference to Securities shall be construed as a reference to Securities issued by the Company. Subject to article 19.14, no transfer of Securities may be completed whether in whole or in part in relation to this article 19.1, unless the terms set out in article 19.119.1 to 19.13 have been complied with.

Proportional Tag-Along Right on Shares

19.2 Any transfer of Shares by any Shareholder shall trigger a proportional tag along right for the benefit of the other Shareholders on a pro rata basis in accordance with the terms set out in articles 19.1 to 19.6.

19.3 Proportional tag along right: procedure

(a) In order to enable the proportional tag along right to be exercised, any Shareholder wishing to effect a transfer of all or part of the Shares which it holds (the “Assignor”), must the other Shareholders of such contemplated transfer, such notice being the “Transfer Letter”.

(b) The Transfer Letter must contain the following information:

- i. the number of Shares which the Transferor intends to transfer (the “Assigned Shares”);
- ii. the price offered per Assigned Shares;
- iii. the identity of the transferee (the “Assignee”);
- iv. the terms of payment;
- v. the representations and warranties that the Assignor intends to grant in this context.

(c) Any Shareholder which intends to exercise its tag along right shall notify the Assignor within fifteen days of the Transfer Letter of its decision to take part in the transaction and at the price and on the terms offered to the Assignee (which must be identical to those stated in the Transfer Letter) (the “Shares Proportional Exit Notice”). The number of Shares which the Shareholder exercising its tag along right may sell is equal to the number of Shares held by the said Party multiplied by the fraction which has as its numerator the number of Assigned Shares and at its denominator the total number of Shares held by the Assignor. The transfer of PECs or other Securities, which are not Shares, are not subject to the tag along right.

(d) In any event, a copy of the Shares Proportional Exit Notice, as applicable, shall be sent at the same time to the other Shareholders.

(e) The transfer by the Assignor of the Assigned Shares to the Assignee may only occur on the condition that the Shares held by the Shareholders which have been sent a Shares Proportional Exit Notice are purchased at the same time and on the same terms (especially price, settlement and warranty terms) as those held by the Assignor, the latter procuring that the acquisition by the Assignee from the relevant Shareholder of the number of Shares referred to in article 19.3(c) is completed accordingly.

19.4 If, for any reason, the Assignor, which has sold the Assigned Shares to the Assignee, has not arranged for the number of Shares held by the relevant Shareholders which have sent a Shares Proportional Exit Notice to be purchased by the Assignee on the terms contained in the said article, the Assignor irrevocably undertakes to acquire such Shares at the same price and on the same terms, at the first request of the latter.

19.5 The transfer of Shares referred to in article 19.4 above must occur within fifteen days of the request made by the Shareholders whose Shares have not been acquired by the Assignee, at the price and on the terms contained in the Transfer Letter in exchange for the delivery of the corresponding share transfer forms and any documents which enable the Transfer to be made binding on the Company and third parties. The transfer(s) as effected shall be notified to all the Shareholders by the Company.

19.6 The other Shareholders must agree severally but not jointly to all representations, warranties and indemnities granted to the Assignee by the Assignor pro rata the net consideration received and not to exceed the net consideration received, and each Shareholder shall bear the cost relating to the sale of the Shares (including advisory fees and expenses) pro rata the net consideration received by each of them.

Total Tag-Along Right

19.7 Subject to the provisions of article 20 (Drag-Along Rights) and without prejudice to the proportional tag along rights referred to in articles 19.1 to 19.6, a Change of Control shall trigger a total tag along right for the benefit of the Shareholders who are not Investors in respect of their Securities in accordance with the terms set out in articles 19.7 to 19.13.

19.8 For the purposes of enabling a Shareholder to exercise its total tag along right the Investor Majority (such Shareholder wishing to effect a Change of Control) shall notify the other Shareholders of the occurrence of a Change of Control pursuant to the provisions of article 19.3(a) and 19.3(b) in a Transfer Letter, which shall contain the information set out in article 19.3(b), it being understood that the information is to be provided in respect of each type of Security and not only in respect of the Shares.

19.9 The other Shareholders shall have the option within fifteen days from the receipt of the notice referred to in article 19.8 above, to notify the Investors of its decision to take part in the transaction upon selling all, and no less than all, their Securities referred to in article 19.7 above (the “Total Exit Notice”).

19.10 In any event, a copy of the Total Exit Notice, shall be addressed within the same period to any other Shareholder.

19.11 Transfer by the Investors of the Assigned Securities to the Assignee may only take place under the condition that the Securities held by the Shareholders having sent a Total Exit Notice be purchased at the same time and under the same terms (especially price and settlement terms). The other Shareholders must agree severally but not jointly to all representations, warranties and indemnities granted to the Assignee by the Investors pro rata the net consideration received and not to exceed the consideration received, and each Shareholder shall bear the cost relating to the sale of the Securities (including advisory fees and expenses) pro rata the net consideration received by each of them.

19.12 If, for any reason, the Investors, which have Transferred the Assigned Securities to the Assignee, have not arranged for the number of Securities held by the Shareholders having sent Total Exit Notices under the conditions referred to in article 19.8 to be purchased by the Assignee on the terms contained in the said article, the Investors irrevocably undertake to purchase these Securities at such price and under the same conditions, upon first request from the Parties having sent Total Exit Notices.

19.13 The transfer of the Securities referred to in article 19.12 above must take place within fifteen days of the request made by the Shareholders having sent Total Exit Notices whose Securities were not acquired by the Assignee, against remittance of the corresponding share transfer forms and any documents enabling making the Transfer binding on the Company and on third parties. Transfer(s) thus completed shall be notified to all Shareholders by the Company.

Exclusions

19.14 The provisions of articles 19.1 to 19.13 will not apply to any transfers of Shares:

- (a) in relation to any transfer of shares giving rise to or forming part of an Exit Offer made in accordance with clause 21 (Drag-Along Rights) or in respect of any notice provided pursuant to article 20.3; or
- (b) which is a Free Transfer in accordance with articles 16.12 and 16.3; or
- (c) to a new holding company of the Company which is established for the purposes of planning for a reorganisation or an Exit and in which the share capital structure (principally the shareholdings but including all economic rights) of the Company is replicated in all material respects.

20. Drag-along rights.

20.1 In the event the Investors decide to effect a transfer of all of the Shares it holds in the Company (the "Exit Offer") to a third party (the "Purchaser"), the Investors shall be entitled to oblige all the Shareholders to transfer all of their Securities (the "Drag-Along") on the terms provided below.

20.2 As from the receipt of the Exit Offer, the Investors shall be fully and irrevocably authorised to negotiate the terms and conditions of the final agreements for the transfer of the Securities held by all Shareholders provided that such transfer shall occur on substantially the same terms and conditions for all Shareholders or on terms and conditions which are not materially adverse to the rights of the Shareholders (taken as a whole) who are not Investors.

20.3 The Investors may require each of the Shareholders, by sending them a notice to such effect, to transfer all their Securities (but not only a part thereof) on substantially the same terms and conditions as those accepted by the Investors in connection with the Exit Offer or on terms and conditions which are not materially adverse to the rights of the Shareholders (taken as a whole) who are not Investors, at the same time as the transfer by the Investors of its Securities and the other Shareholders shall be obliged to transfer their Securities on such terms and subject to such conditions.

20.4 The other Shareholders shall agree severally and not jointly to all representations, warranties and indemnities granted to the Purchaser by the Investors pro rata the net consideration received and not to exceed the net consideration received, and each Shareholder shall bear the cost relating to the sale of the Securities (including advisory fees and expenses) pro rata the consideration to be received by each of them.

Execution of Transfers in respect of the Drag-Along

20.5 On the date specified in the notice provided pursuant to article 20.3, each of the Shareholders must deliver duly executed stock transfer forms and any other documents required by the Investors in order to complete the transfer of its Securities to the Purchaser, in accordance with the provisions of articles 20.1 to 20.4.

20.6 If a Shareholder does not, within five Business Days of the date specified in the notice provided pursuant to article 20.3, execute transfers and pre-emption waivers in respect of his Shares, then the Board is entitled to authorise and instruct such person as it thinks fit to execute, complete and deliver the necessary transfer(s) as agent on his behalf on the same terms as those accepted by the Investors and, against receipt by the Company (on trust for the member) of the consideration payable for the Shares, deliver the transfer(s) and any pre-emption waivers to the Purchaser (or its nominee) and register the Purchaser (or its nominee) as the holder of those Shares. After the Purchaser or its nominee has been registered as the holder the validity of such proceedings may not be questioned by any person. The Company will deliver the consideration payable for each Shareholder's Shares held on trust in accordance with this article 20.6, for a member to that member as soon as practicable following the delivery to the Company by that member of his original share certificate in respect of such Shares or an indemnity for a lost share certificate in a form reasonably acceptable to an Investor Director.

20.7 The Shareholders acknowledge and agree that the authority conferred under article 20.6 is necessary as security for the performance by the Shareholders subject to the notice provided pursuant to article 20.3 of their obligations under those Articles.

20.8 Subject to article 20.9, unless an Investor Director otherwise agrees in writing, any Shares held by a Shareholder on the date of an Exit Offer (and any Shares acquired by a Shareholder from time to time thereafter, whether by virtue of the exercise of any right or option granted or arising by virtue of the holding of Shares by the Shareholder, or otherwise) shall immediately on failure by the holder of such Shares to comply with this article 20.8:

(a) automatically cease to confer the right to receive notice of or to attend or vote (either in person or by proxy and whether on a poll or on a show of hands) at any general meeting of the Company or (subject to Luxembourg law) at any meeting of the holders of any class of Shares in the capital of the Company with effect from the date of the Exit Offer (or the date of acquisition of such Shares, if later); and

(b) not be counted in determining the total number of votes which may be cast at any such meeting, or required for the purposes of a written resolution of any member or any class of members, or for the purposes of any other consent required under those Articles.

20.9 The rights referred to in article 20.8 shall be restored immediately upon the transfer of the Shares in accordance with the Exit Offer.

20.10 Following the issue of an Exit Offer, if any person becomes a New Member, an Exit Offer is deemed to have been served upon the New Member on the same terms as the previous Exit Offer. The New Member will be bound to sell and transfer all such Shares acquired by him or it to the purchaser on the Drag-Along or as such purchaser may direct and the provisions of this article 20.10 shall apply (with necessary modifications) to the New Member save that completion of the sale of such Shares shall take place immediately following the registration of the New Member as a Shareholder.

20.11 In the event that the Investor exercises its rights under article 20 (Drag-Along Rights), the rights pursuant to article 17.2 (Pre-emption rights on Transfer) and article 19 (Tag-Along Rights) shall not apply.

21. Required transfers.

21.1 If an Employee who is a Shareholder is or is in the reasonable opinion of the Investor Majority or Investor Director likely to become bankrupt or has analogous proceedings brought against that person (a "Bankruptcy Event"), such Employee shall immediately notify the Investor Majority or an Investor Director in writing of such Bankruptcy Event.

21.2 On or after:

(a) the receipt of such notification pursuant to article 21.1; or

(b) a Bankruptcy Event is known by the Investor Majority or an Investor Director to have occurred,

the Investor Majority or an Investor Director may, but is not required to, serve notice in writing on such Staff Employee who is a Shareholder and subject to a Bankruptcy Event or any such trustee in bankruptcy of that person (or analogous equivalent) which may require, subject to applicable law, that person or any such trustee in bankruptcy of that person (or analogous equivalent) to transfer some or all of his Securities on the terms and price as specified in article 21.3.

21.3 The amount payable for each Security shall be the lower of:

(a) the Cost per Security; and

(b) the agreed value per Security,

on the terms and conditions determined by the Investor Majority or an Investor Director and set out in such notice pursuant to article 21.2 to such person(s) nominated by the Investor Majority or an Investor Director.

22. Transmission. Rights of transmittee

22.1 Subject to articles 21.1 to 21.3, any person entitled to any Securities by reason of the death or bankruptcy of a Shareholder or otherwise by operation of law:

(a) becomes, at the time of such death or bankruptcy, unless the Investor Majority agrees otherwise in writing, subject to the provisions of the Investment Agreement (Compulsory Transfers) as a Related Person in respect of all the Securities then registered in the name of the deceased or bankrupt holder; and

(b) may, if the Investor Majority has agreed otherwise as permitted in article 22.1(a), be made subject to the provisions of the Investment Agreement (Compulsory Transfers) as a Related Person at any time by the written decision of the Investor Majority.

23. Definitions. When used in these Articles the following terms shall have the meanings set out below, it being understood that any legal term for any action, remedy, method of judicial proceeding, legal document, legal status, court, official or any legal concept of thing shall in respect of any relevant jurisdiction be deemed to include what most nearly approximates in that jurisdiction to the legal term used herein:

"1915 Law" means the law of 10 August 1915 concerning commercial companies, as amended;

"A Ordinary Shares" the A1 Ordinary Shares, the A2 Ordinary Shares, the A3 Ordinary Shares, the A4 Ordinary Shares and the A5 Ordinary Shares, ranking pari passu in all respects with each other such ordinary share, except in terms of priority of redemption and "A Ordinary Share"

means each of them;

"A1 Ordinary Shares" the A1 ordinary shares of nominal value €0.01 each in the capital of the Company and "A1 Ordinary Share" means each of them, which could only be redeemed together with the B1 Ordinary Shares;

“A2 Ordinary Shares” the A2 ordinary shares of nominal value €0.01 each in the capital of the Company and “A2 Ordinary Share” means each of them, which could only be redeemed together with the B2 Ordinary Shares;

“A3 Ordinary Shares” the A3 ordinary shares of nominal value €0.01 each in the capital of the Company and “A3 Ordinary Share” means each of them, which could only be redeemed together with the B3 Ordinary Shares;

“A4 Ordinary Shares” the A4 ordinary shares of nominal value €0.01 each in the capital of the Company and “A4 Ordinary Share” means each of them, which could only be redeemed together with the B4 Ordinary Shares;

“A5 Ordinary Shares” the A5 ordinary shares of nominal value €0.01 each in the capital of the Company and “A5 Ordinary Share” means each of them, which could only be redeemed together with the B5 Ordinary Shares;

“A Preference Shares” the A1 Preference Shares, the A2 Preference Shares, the A3 Preference Shares, the A4 Preference Shares and the A5 Preference Shares, ranking *pari passu* in all respects with each other such ordinary share, except in terms of priority of redemption and “A Preference Share” means each of them;

“A1 Preference Shares” the A1 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “A1 Preference Share” means each of them, which could only be redeemed together with the B1 Preference Shares;

“A2 Preference Shares” the A2 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “A2 Preference Share” means each of them, which could only be redeemed together with the B2 Preference Shares;

“A3 Preference Shares” the A3 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “A3 Preference Share” means each of them, which could only be redeemed together with the B3 Preference Shares;

“A4 Preference Shares” the A4 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “A4 Preference Share” means each of them, which could only be redeemed together with the B4 Preference Shares;

“A5 Preference Shares” the A5 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “A5 Preference Share” means each of them, which could only be redeemed together with the B5 Preference Shares;

“Acquisition” the acquisition by Bidco of the Target under the SPA;

“Acquisition Issue” is defined in article 6.10;

“Affiliate” with respect to a person (the “First Person”):

(a) another person that, directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the First Person (or an Affiliate thereof);

(b) a Fund or pooled investment vehicle organised by the First Person (or an Affiliate thereof) the investments of which are directed by the First Person (or an Affiliate thereof);

(c) a Fund or pooled investment vehicle organised by the First Person (or an Affiliate thereof) for the benefit of the First Person’s (or its Affiliates’) partners, officers or employees or their dependants; or

(d) a partner, manager, adviser to, officer or employee of the First Person (or an Affiliate thereof);

(e) a successor trustee or nominee for, or a successor by re-organisation of, a qualified trust;

“Annual Operating Budget” has the meaning given to it in the Investment Agreement;

“Articles” the articles of association or similar constitutional document of the Company (as amended from time to time);

“Assigned Shares” is defined in article 19.3;

“Assignee” is defined in article 19.3;

“Assignor” is defined in article 19.3;

“Attorney” has the meaning given to it in the Investment Agreement;

“Available Amount” means the total amount of net profits of the Company (including carried forward profits) to the extent the shareholder would have been entitled to dividend distributions according to article 12 of the bylaws, increased by (i) any freely distributable reserves and (ii) as the case may be by the amount of the share capital reduction and legal reserve reduction relating to the Class of Shares to be redeemed/cancelled but reduced by (i) any losses (included carried forward losses) and (ii) any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles, each time as set out in the relevant Interim Accounts (without for the avoidance of doubt, any double counting) so that:

$$AA = (NP + P + CR) - (L + LR)$$

Whereby:

AA = Available Amount

NP = net profits (including carried forward profits)

P = any freely distributable reserves

CR = the amount of the share capital reduction and legal reserve reduction relating to the Class of Shares to be cancelled

L= losses (including carried forward losses)

LR = any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles.

“B Ordinary Shares” the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares, the B4 Ordinary Shares and the B5 Ordinary Shares, ranking *pari passu* in all respects with each other such ordinary share, except in terms of priority of redemption and “B Ordinary Share” means each of them;

“B1 Ordinary Shares” the B1 ordinary shares of nominal value €0.01 each in the capital of the Company and “B1 Ordinary Share” means each of them;

“B2 Ordinary Shares” the B2 ordinary shares of nominal value €0.01 each in the capital of the Company and “B2 Ordinary Share” means each of them;

“B3 Ordinary Shares” the B3 ordinary shares of nominal value €0.01 each in the capital of the Company and “B3 Ordinary Share” means each of them;

“B4 Ordinary Shares” the B4 ordinary shares of nominal value €0.01 each in the capital of the Company and “B4 Ordinary Share” means each of them;

“B5 Ordinary Shares” the B5 ordinary shares of nominal value €0.01 each in the capital of the Company and “B5 Ordinary Share” means each of them;

“B Preference Shares” the B1 Preference Shares, the B2 Preference Shares, the B3 Preference Shares, the B4 Preference Shares and the B5 Preference Shares, ranking *pari passu* in all respects with each other such ordinary share, except in terms of priority of redemption and “B Preference Share” means each of them;

“B1 Preference Shares” the B1 9% cumulative, redeemable preference shares of nominal value €0.01 each each in the capital of the Company and “B1 Preference Share” means each of them;

“B2 Preference Shares” the B2 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “B2 Preference Share” means each of them;

“B3 Preference Shares” the B3 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “B3 Preference Share” means each of them;

“B4 Preference Shares” the B4 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “B4 Preference Share” means each of them;

“B5 Preference Shares” the B5 9% cumulative, redeemable preference shares of nominal value €0.01 each in the capital of the Company and “B5 Preference Share” means each of them;

“Bankruptcy Event” is defined in article 21.1;

“Beneficiary” in relation to a Shareholder, a person or persons on whose behalf the Shareholder holds its Shares;

“Bidco” means Alu Bidco Limited;

“Business Day” a day, except a Saturday or Sunday or a public holiday in Luxembourg, the United Kingdom, France or Belgium on which clearing banks in Luxembourg City, London, Paris or Brussels (respectively) are generally open for business;

“Business Plan” the business plan and the strategic plan entitled “Patton, financial model, July 2014” to December 2019 in the agreed form and as updated from time to time;

“CEO” the person employed as the chief executive officer (or equivalent) of the Group, the first such person being referred to in the Investment Agreement;

“CEO Consent” the consent of the CEO (for as long as he remains the CEO);

“Change of Control” any transfer (whether through a single transaction or a series of related transactions), which if registered, would result in the Investors ceasing to hold more than 50% of the direct or indirect economic interest in the Securities, taken as a whole (other than a transfer to a person or persons who is an Affiliate of an Investor);

“Co-Investment Scheme” any entity which co-invests alongside a Fund;

“Completion” the completion of the Investors’ and Managers’ obligation to procure the acquisition of or to acquire (and pay for) as relevant the Shares in the Company in accordance with the Investment Agreement;

“Completion Date” the date of Completion;

“Connected Person” has the meaning given to that expression in sections 1122 and 1123 of the Corporation Tax Act 2010 and shall be construed accordingly (except that a party to the Investment Agreement shall not be deemed to be connected with another party to the Investment Agreement only by virtue of the fact that they are both parties to the Investment Agreement);

“Cost per Security” the Subscription Price paid by a Shareholder on the subscription of a Share or the Subscription Price paid by a holder of PECs on the subscription of a PEC;

“Directors” the directors of the General Partner from time to time, including the Investor Directors (if appointed) and, “Director” means any of them;

“Drag-Along” is defined in article 20.1;

“Emergency Share Issue”:

(a) there has occurred and is continuing an Event of Default under (and as defined in) a Finance Document where such Event of Default has not been waived by the relevant providers of finance;

(b) in the reasonable opinion of the Investors or the Investor Representative there is a likelihood of an Event of Default under (and as defined in) any Finance Document occurring and the issue of Shares or PECs is, in the reasonable opinion of the Investors or the Investor Representative, necessary to avoid the Event of Default occurring;

(c) there has occurred non-payment (within 10 Business Days such payment be contractually required) of interest and principal due under any debt or debt securities;

(d) in the reasonable opinion of the Investors or the Investor Representative there is a likelihood of non-payment (within 10 Business Days such payment be contractually required) of interest and principal due under any debt or debt securities and the issue of Shares or PECs is, in the reasonable opinion of the Investors or the Investor Representative, necessary to avoid such non-payment occurring;

(e) there has occurred and is continuing an emergency distress situation endangering the future of the Group; or

(f) in the reasonable opinion of the Investors or the Investor Representative there is a likelihood of an emergency distress situation endangering the future of the Group and the issue of Shares or PECs is, in the reasonable opinion of the Investors or the Investor Representative, necessary to avoid such emergency distress situation occurring;

“Encumbrance” a lien, charge, security interest, mortgage, pledge, claim, option, third-party right or interest or other encumbrance or right exercisable by a third party having similar effect;

“Excess Securities” Securities in the capital of the Company that have not been accepted by other Shareholders on an allotment of the Company’s Securities pursuant to article 6.10;

“Excess Security Shareholders” the Shareholders who indicate that they will accept Excess Securities in the capital of the Company on the same terms as originally offered to all Shareholders respectively;

“Exit”:

(a) the date of admission of equity securities to trading on a public securities market pursuant to an IPO;

(b) the date on which an agreement or agreements for a Sale become unconditional in all respects;

(c) the date on which an agreement or agreements for a Change of Control become unconditional in all respects; or

(d) the date of a Liquidation;

“Exit Offer” is defined in article 20.1;

“Finance Documents” means any finance agreement entered into in respect of the financing of the Acquisition or the whole business of the Group and all security documents and other documents entered into in connection with any of them, each as amended, varied, replaced or in substitution for any of them (including pursuant to any Refinancing) from time to time and “Finance Document” means any of them;

“First Person” is defined in the definition of Affiliate;

“Former Staff Member” a person (whether or not a member of the Company or Leaving Shareholder) who has ceased for whatever reason to be a Staff Member and any Related Person of such person to whom Shares have been transferred or any nominee holder of such person;

“FPO” the Financial Services and Markets Act (Financial Promotion) Order 2001;

“FSMA” the Financial Services and Markets Act 2000;

“Fund”:

(a) any collective investment scheme (as defined in the FSMA);

(b) any investment professional, high net worth company, high net worth unincorporated association and high value trust (each as defined in the FPO), partnership, limited partnership, pension fund or insurance company;

(c) any person who is an authorised person under the FSMA; and

(d) any subsidiary or parent undertaking of any of the foregoing or any co-investment scheme;

“Group” the Company and each of its subsidiary undertakings from time to time and (until it ceases to be a subsidiary undertaking) each Target Company and “Group member” means any of them;

“Incremental Management Incentive Share Issue” is defined in article 6.6;

“Interim Accounts” means the interim accounts of the Company as at the relevant Interim Account Date.

“Interim Account Date” means the date no earlier than eight (8) days before the date of the repurchase and cancellation of the relevant class of shares;

“Investment Holding Company” an entity wholly or substantially wholly owned by a Fund;

“Investor Consent” either:

(a) an Investor Director Consent; or

(b) the consent or approval in writing of the shareholders together (and with their nominees) holding directly (or indirectly through their nominees and/or wholly-owned subsidiaries) more than half of the aggregate of the shares in issue from time to time in the General Partner;

(c) the consent or approval in writing of the Investor Majority;

“Investor Directors” the Directors appointed pursuant to the articles of the General Partner and “Investor Director” means any one of them;

“Investor Director Consent” means the consent or approval in writing of an Investor Director;

“Investor Majority” Investors together (and with their nominees) holding directly (or indirectly through their nominees and/or wholly-owned subsidiaries) more than half of the aggregate of the Shares in issue from time to time held by the Investors;

“Investor Permitted Transferee” a transferee who has acquired Shares in accordance with the provisions of article 16.3;

“Investor Representative” a representative nominated by the Investor Majority or the General Partner and notified in writing to the Company from time to time, the first Investor Representative (taking effect from the Signing Date without the need for such nomination and notice) being [Advent International Corporation];

“Investor(s)” means AI Alu (Luxembourg) S.à r.l. or any company belonging to the same group of companies of the later;

“IPO” the first public offering of any class of equity securities by the Company or any Group member which holds the whole (or substantially the whole) of the shares, business, assets and undertakings of the Company (or a new holding company interposed for the purposes of being a successor of the Company or such Group member) in the legal form (after conversion if necessary) that results in a listing of such class of securities on a Recognised Investment Exchange, whether effected by way of an offer for sale, a new issue of shares, an introduction, a placing or otherwise;

“Key Managers” those managers in the Investment Agreement and “Key Manager” means each of them;

“Leaving Shareholder” a Staff Member who ceases for whatever reason to be a Staff Member, without remaining or becoming a Staff Member (of another Group member, as the case may be), and any Related Person of such person or any nominee holder;

“Liquidation” the making of a winding up order by the Court or the passing of a resolution by the members that the Company is wound up;

“Managers” the Top Managers and the Key Managers;

“New Employee” is defined in article 6.3;

“New Member” a person becoming a new member of the Company due to the exercise of a pre-existing option to acquire Shares in the Company following the issue of a notice provided pursuant to article 20.3;

“Nomination and Compensation Committee” has the meaning given to it in the Investment Agreement;

“Ordinary Shares” the A Ordinary Shares and the B Ordinary Shares and “Ordinary Share” means each of them;

“Paid Up Amount per Share” has the meaning given to it in the Investment Agreement;

“PEC Instrument” the instrument in the agreed form constituting the PECs;

“PECs” the: (i) 9% unsecured preferred equity certificates with a nominal value of €0.01 of the Company each constituted by the PEC Instrument; and (ii) any new preferred equity certificates of the Company issued from time to time on the same or substantially the same terms as those issued pursuant to the PEC Instrument;

“Personal Holding Company” a wholly owned ad hoc entity, the management of which shall be controlled by the relevant Shareholder; if such entity ceases to be for whatever reason wholly owned by such relevant Shareholder, any such shares, share or loan capital held would be and would deemed to be no longer wholly owned by the relevant Shareholder and such shares, share or loan capital shall be immediately be transferred back to the relevant Shareholder;

“Preference Dividend” the fixed cumulative preferential net cash dividend payable to the holders of the Preference Shares;

“Preference Shares” the A Preference Shares and the B Preference Shares and “Preference Share” means each of them;

“Purchase Notice” is defined in article 18.5;

“Purchaser” is defined in article 20.1;

“Put Option” has the meaning given to it in the Investment Agreement;

“Put Option Excess Shares” has the meaning given to it in the Investment Agreement;

“Refinancing” a refinancing of debt or debt securities or share capital of any member of the Group;

“Recognised Investment Exchange” an investment exchange recognised by the Financial Conduct Authority under Part XVIII of the FSMA, such that a recognition order is in force in respect of it;

“Related Person” a person to whom a Shareholder has transferred Shares pursuant to article 16.3(i);

“Relative” a Spouse or a descendent of a Shareholder in each case for as long as such individual continues to be the Spouse or otherwise related to the Shareholder;

“Reserve Shares” means those shares subscribed by the Investor(s) and held in accordance with article 6.3;

“Sale” the sale and transfer of all or substantially all of the shares in the Company or the sale of the whole (or substantially the whole) of the shares, business, assets and undertakings of the Company or the Group to a single buyer or to one or more buyers as part of a single transaction or a series of related transactions;

“Securities” the Shares and the PECs and any other equity or debt securities subscribed for from time to time by an Investor or a Manager in any Group member and “Security” means each of them;

“Security Interest” includes any mortgage, charge, pledge, lien, encumbrance, hypothecation, assignment, guarantee, indemnity or warranty or any other agreement or arrangement or commitment having the effect of conferring security;

“Shareholders” the holders of Shares and, in the case of a person holding Shares on behalf of an Investor or Manager that Investor or Manager also and Shareholder means each of them;

“Shares” the Ordinary Shares and the Preference Shares and the shares of any class in the capital of the Company from time to time, the rights to and “Share” means each of them;

“Shares Proportional Exit Notice” is defined in article 19.3;

“Signing Date” the date the Investment Agreement;

“SPA” the sale agreement relating to the Acquisition;

“Spouse” a person who is married to or is in a civil partnership with a Shareholder;

“Staff Member” employee, director, officer or consultant or service provider of a Group member;

“Subscription Price” the (a) nominal value of the relevant share or preferred equity certificate which is fully paid (or credited as fully paid), together with any premium paid at the date of issue; (b) where the relevant Compulsory Transfer Securities were originally acquired by, or on behalf of, the relevant Leaving Shareholder or Former Staff Member by way of an arm’s length transfer rather than an allotment, the amount paid by, or on behalf of, such Leaving Shareholder or Former Staff Member; or (c) where the relevant Securities were originally acquired by, or on behalf of, the Shareholder by way of an arm’s length transfer rather than an allotment, the amount paid by, or on behalf of, the Shareholder;

“Subscription Amount per Share” for Managers’ Shares and for Investors’ Shares are detailed in the Investment Agreement;

“Target” PLU Holding SAS and PLU Management SAS;

“Target Company” any member of the Target Group;

“Target Group” the Target and its subsidiaries;

“Termination” means in case a Managers ceases to be an officer or employee of a Group member;

“Top Managers” those managers listed in the Investment Agreement;

“Total Exit Notice” is defined in article 19.9;

“Total Subscription Proportion” that proportion which the amount invested by an Investor or a Manager (as the case may be) in Securities bears to the total amount invested by all of the Investors and the Managers in Securities;

“Transfer Letter” is defined in article 19.3;

“Transfer Notice” is defined in article 18.2;

“Transferred Securities” is defined in article 18.3;

“Transferee” is defined in article 18.3;

“Transferor” is defined in article 18.2;

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present increase of capital, is approximately six thousand five hundred euro.

There being no further business, the meeting is closed.

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

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

The document having been read to the persons appearing known to the notary by their surnames, first names, civil status and residences, these persons signed together with the notary the present deed.

Suit la traduction en français du texte qui précède:

(N.B. Pour des raisons techniques, la version française est publiée au Mémorial C-N° 3926 du 18 décembre 2014.)

Signé: L. HARROCH, C. SCULTEUR, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 4 novembre 2014. Relation: EAC/2014/14799. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2014178210/2210.

(140204497) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2014.