



SAINT CROIX
HOLDING IMMOBILIER, S.A.

Saint Croix Holding Immobilier S.A.

Société Anonyme

9B, boulevard Prince Henri, L-1724 Luxembourg

R.C.S. LUXEMBOURG B 165103

(the «Company»)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
SAINT CROIX HOLDING IMMOBILIER S.A. HELD AT COMPANY'S REGISTERED OFFICE
ON 27 NOVEMBER 2013 AT 2:00 P.M.**

In the year two thousand and thirteen, on the twenty seven day of November 2013 at 2:00 P.M. was held the extraordinary general meeting of the shareholders (the Meeting) of Saint Croix Holding Immobilier S.A., a limited by shares (Société anonyme) with registered office at 9B, boulevard Prince Henri, L-1724 Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 165.103 (the Company).

The meeting is opened with Mr Marco Colomer Barrigón, lawyer, as chairman (the Chairman). The Chairman appoints Mr Ismaël Dian, chartered accountant, professionally residing in Luxembourg, as secretary of the Meeting (the Secretary). The Meeting elects Mrs Pascale Nutz, Director, professionally residing in Luxembourg as scrutineer of the Meeting (the Scrutineer). The Chairman, the Secretary and the Scrutineer are collectively referred to hereafter as the Bureau.

The shareholders present or represented at the Meeting and the number of shares they hold are indicated on an attendance list, which will remain attached to the present minutes after having been signed by the representatives of the shareholders and the members of the Bureau.

The powers of attorney from the shareholders represented at the Meeting will also remain attached to the present minutes after having been signed by all the parties.

The Bureau having thus been constituted, the Chairman declares that:

- I. 4,130,837 (four million one hundred thirty thousand eight hundred thirty seven) shares of EUR 60.10 (sixty euro ten cents) each, are present or represented at the Meeting representing 92.782% of the share capital which is therefore duly constituted and may validly debate and pass resolutions on all items of its agenda reproduced below;
- II. the agenda of the Meeting is worded as follows:
 - 1) **Not renew of Deloitte Audit S.à r.l. as independent auditor of the Company;**
 - 2) **Appointment of Grant Thornton Lux Audit S.A as independent auditor of the Company.**



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After review of the enclosed appendices:

- (a) The engagement letters appointing Grant Thornton Lux Audit S.A. as the Company's independent auditor for the audit of the consolidated and the stand alone financial statements of the Company as at December 31, 2013 (the "Engagement Letters");
- (b) The letter received from the CSSF that authorised the Company to appoint Grant Thornton Lux Audit S.A. as independent auditor.

The Meeting passed, by a unanimous vote, the following resolutions:

FIRST RESOLUTION

The Meeting decided to not renew Deloitte Audit S.à r.l., with registered office at 560, rue de Neudorf, L-2220 Luxembourg as independent auditor of the Company.

SECOND RESOLUTION

The Meeting decided to appoint Grant Thornton Lux Audit S.A., with registered office at 89 A, Pafebruch, L-8308 Capellen, as the Company's independant auditor (the "**Independant Auditor**") to carry out a statutory audit of the financial statements of the Company for the period ending December 31, 2013.

The Meeting further resolved to approve the Engagement Letters and the terms and conditions of the Independant Auditor as set forth in the general terms and conditions for assignments undertaken by Réviseurs d'entreprises (the "**General Terms and Conditions**"), which will remain to the Engagements Letters and to authorize any Director of the Company to sign these Engagement Letters on behalf of the Company.

