

Saint Croix Holding Immobilier S.A.

Société Anonyme

9B, boulevard Prince Henri, L-1724 Luxembourg

R.C.S. LUXEMBOURG B 165103

(the «Company»)

**Draft resolutions proposed to
the extraordinary general meeting of the shareholders of the Company
to be held on 27 November 2013**

Dear shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the Extraordinary General Meeting of the shareholders of the Company (the “**General Meeting**”) to be held at the registered office of the Company on **27 November 2013 at 2.00 p.m.**, to discuss and to vote on the agenda (the “**Agenda**”) indicated below.

The Agenda of the General Meeting is the following:

AGENDA

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.

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, Pafabruch, 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 for the audit of the consolidated and the stand alone financial statements of the Company as at December 31, 2013 (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.



There being no further business on the agenda, the chairman closed the Meeting at : p.m.

These minutes having been read to the Meeting, the members of the Bureau signed these minutes in original.

The Chairman

The Secretary

The Scrutineer