

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 ordinary general meeting of the shareholders of the Company
to be held on 10 June 2013**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the Ordinary General Meeting of the shareholders of the Company (the “**General Meeting**”) to be held at the registered office of the Company on **10 June 2013 at 9.00 a.m.**, to discuss and to vote on the agenda (the “**Agenda**”) indicated below.

The Agenda of the General Meeting is the following:

AGENDA

- 1) **Report by the Directors to the general meeting of the shareholders on the Statutory Annual Accounts as of 31 December 2013 and Management Report on the Consolidated Financial statements as of 31 December 2013;**
- 2) **Report of the auditor to the general meetings of shareholders on the Statutory Annual Accounts as of 31 December 2013 and on the Consolidated Financial Statements as of 31 December 2013;**
- 3) **Approval of the Statutory Annual Accounts as of 31 December 2013;**
- 4) **Allocation of the results as of 31 December 2013;**
- 5) **Approval of the Consolidated Financial Statements for the year ending on 31 December 2013;**
- 6) **Discharge to the Directors and Grant Thornton Lux Audit S.A., as independent auditor for their respective duties during, and in connection with, the financial year ended on 31 December 2013;**
- 7) **Miscellaneous.**

PROPOSED RESOLUTIONS

1. Presentation of the reports of the board of directors and of the auditors on the Statutory Annual Accounts and Consolidated Financial statements as of 31 December 2013;

No resolution is required on this item:

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2013;

Proposed resolution:

After presentation and review of the statutory annual accounts, the report of the board of directors and of the approved auditors of the Company for the financial year ended 31 December 2013 the General Meeting resolves to approve the statutory annual accounts for the financial year ended 31 December 2013.

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2013;

Proposed resolution:

After presentation and review of the consolidated annual accounts, the report of the board of directors and of the approved auditors of the Company for the financial year ended 31 December 2013 the General Meeting resolves to approve the consolidated annual accounts for the financial year ended 31 December 2013.

4. Allocation of the financial results in relation to the financial year ended 31 December 2013;

Proposed resolution:

The General Meeting resolves to allocate the profit for the financial year ended 31 December 2013 amounting to EUR 4,353,630 as follows:

<i>Profit as of 31 December 2013</i>	<i>EUR</i>	<i>4,353,630</i>
<i>Loss brought forward</i>	<i>EUR</i>	<i><u>1,228,592</u></i>
<i>Net Profit</i>	<i>EUR</i>	<i>3,125,038</i>
<i>Allocation to the legal reserve</i>	<i>EUR</i>	<i><u>156,252</u></i>
<i>Profit to bring forward</i>	<i>EUR</i>	<i><u>2,968,786</u></i>

5. Discharge to be granted to the Directors and Grant Thornton Lux Audit S.A. for the exercise of their respective duties during, and in connection with, the financial year ended on 31 December 2013;

Proposed resolution:

In accordance with Article 74 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time, the General Meeting resolves to give full discharge to the Directors for the exercise of their duties during, and in connection with, the financial year ended on 31 December 2013.

The Directors also resolve to give full discharge to the auditors in respect of the performance of their duties during the financial year ended 31 December 2013.