



Agenda for the Extraordinary General Meeting of Shareholders of the Company for Wednesday April 19th, 2017 to be held right thereafter the Annual General Meeting of Shareholders, in Luxembourg at the registered office of the Company, located at Vertigo Naos Building, 6, Rue Eugène Ruppert, L - 2453 Luxembourg:

- Amendment to articles 3.1, 5.1.1 (to adjust the authorized share capital and related authorization to 5 years), 6.2.1, 12.2, 12.2.3, 12.2.4, 15, 16.1 to 16.3 and 23 of the articles of association of the Company in line with the amendments to the Luxembourg law of 10 August 1915 on commercial companies as amended by the law of 10 August 2016, so as to read as follows:
 - “**3.1** The Company has its registered office in the City of Luxembourg, Grand-Duchy of Luxembourg. It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of a General Meeting or by a resolution of the Board of Directors in which case the Board of Directors shall have the power to amend the Articles accordingly.”
 - “**5.1.1** The Company has an authorized share capital of three billion US Dollars (USD3,000,000,000), including the issued share capital, represented by two billion (2,000,000,000) shares, each with a nominal value of one US Dollar and fifty cents (USD1.5). The Company's authorized share capital (and any authorization granted to the Board of Directors in relation thereto) shall be valid from 20th April 2016 and until the 20th April 2021. The Board of Directors, or any delegate(s) duly appointed by the Board of Directors, may from time to time issue shares within the limits of the authorized share capital against contributions in cash, contributions in kind or by way of incorporation of available reserves at such times and on such terms and conditions, including the issue price, as the Board of Directors or its delegate(s) may in its or their discretion resolve and the General Shareholder's Meeting waived and has authorized the Board of Directors to waive, suppress or limit, any pre-emptive subscription rights of shareholders provided for by law to the extent it deems such waiver, suppression or limitation advisable for any issue or issues of shares within the authorized share capital.”
 - “**6.2.1** Securities (other than Shares which are covered by article 6.1) of the Company are in registered form only unless otherwise provided for in the terms and conditions of the Securities.”
 - “**12.2** The Board of Directors may (but shall not be obliged to unless required by law) establish one or more committees (including without limitation an audit committee, a risk and commercial committee, a strategy committee, and a compensation committee) and for which it shall, if one or more of such committees are set up, appoint the members (who may be but do not need to be Board members), determine the purpose, powers and authorities as well as the procedures and such other rules as may be applicable thereto (subject as to the audit committee as set forth below).”
 - “**12.2.3** Risk and Commercial Committee: in the case the Board of Directors decides to set

up a risk and commercial committee (the “Risk and Commercial Committee”), such Risk and Commercial Committee shall assist the Board of Directors in fulfilling its oversight responsibilities with regard to (i) evaluating the risks inherent in the business of the Company and its group and the control processes with respect to such risks; (ii) the assessment and review of credit, market, commercial, fiduciary, liquidity, reputational and operational risks; and (iii) to review the implementation of commercial decisions undertaken by the Company with respect of the foregoing.

12.2.4 Strategy Committee: in the case the Board of Directors decides to set up a strategy committee (the “Strategy Committee”), such Strategy Committee shall assist the Board of Directors in fulfilling its oversight responsibilities with regard to (i) maintaining a cooperative, interactive strategic planning process with executive officers, including for (a) the identification, review and setting of strategic goals, and (b) the review of potential acquisitions, joint ventures and strategic alliances and dispositions; (ii) the making of recommendations as to the means of pursuing strategic goals; and (iii) the review and implementation of strategic decisions and the Company’s overall development plan.”

- **15.1** No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors, member of any committee or officers of the Company is interested in, or is a director, associate, officer, agent, adviser or employee of such other company or firm. Any Director, member of any committee or officer who serves as a director, officer or employee or otherwise 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 only, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

15.2 In the event a Director or a member of any committee has a direct or indirect financial interest conflicting with that of the Company in a transaction which has to be considered by the Board of Directors or the committee, such Director or member of any committee shall indicate such conflict of interest to the Board or, as the case may be, the committee and shall not deliberate or vote on the relevant matter. Any conflict of interest arising at Board or at Committee level shall be reported to respectively the next General Meeting of Shareholders or the Board of Directors’ meeting before any resolution as and to the extent required by law.”

- **16.1** Any regularly constituted General Meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

16.2 Bond holders are not entitled to attend the General Meeting.

16.3 The annual general meeting of Shareholders as well as any other meetings of Shareholders shall be held in the Grand Duchy of Luxembourg at such place and time as indicated in the notice of the meeting.”

- **Article 23. Sole Shareholder**

If, and as long as one Shareholder holds all the Shares of the Company, the Company shall exist as a single Shareholder company pursuant to the provisions of Company Law. In the event the Company has only one Shareholder, the Company may at the option of the sole Shareholder, be managed by one Director as provided for by law and all provisions in the present Articles referring to the Board of Directors shall be deemed to refer to the sole Director (mutatis mutandis) who shall have all such powers as provided for by law and as set forth in the present Articles with respect to the Board of Directors.”