



Commercial register of bern Jura -Seeland - Main Register

Company Number	Legal status	Entry (En)	Deletion (De)	Carried over 7123	Page
CH -073.3.000.478-	Limited	08.09.1970		from : 073.3.000.478-7/a To :	1

All entries

En	De	Company	Ref	Registered office
1		<del>Concord Watch Co. SA</del>	1	Biel BE
1	5	<del>(Concord Watch Corporation Ltd.)</del>		
5		<del>Concord Watch Company S.A.</del>		
5	9	<del>(Concord Watch Company AG) (Concord Watch Company Ltd.)</del>		
9		<b>MGI Luxury Group S.A.</b>		
9		<b>(MGI Luxury Group AG) (MGI Luxury Group Ltd)</b>		

Ref	Share capital (CHF)	Called-up capital (CHF)	Shares	Ref	Address
1	85'000.--	85'000.--	8'500 transferable shares of CHF 100	1	Nidaugasse 35 2502 Biel/Bienne

En	De	Purpose
1	9	<del>Manufacturing and trade in the field of watch industry. Shall also exercise registered rights and processes and administer participations and estates</del>
9		Manufacturing and trade of products of the watch industry and other products. The company shall also exercise registered rights and Know-How, administer participations or estates and manufacture Products and have Products manufactured within the framework of its purpose.

En	De	Notes	Ref	By-laws date
1		Acquisition after merger : assets and liabilities of Corvado SA, in La-Chaux-de-Fonds according to Art 748 of the Obligation's Code. As the acquiring company is the owner of all the shares of the dissolved company, there is no increase of the share capital.	1	25.06.1970
			1	25.11.1970
			1	21.05.1971
			1	08.06.1973
			1	22.06.1994
			5	04.07.2001
			9	17.06.2004
10		Merger according to Art 748 Obligation's Code based on Merger's Agreement with Ebel, in La-Chaux-de-Fonds, dated 22.06.2004 and Merger's balance-sheet dated 29.02.2004. The assets of Ebel, amounting CHF 72'855'208, and its liabilities, amounting CHF 22'335'546, are transferred to MGI Luxury Group Ltd, in Biel, BE. There is no increase of the share capital, as the acquiring company is already the owner of all the shares of the dissolved company.		

Ref	Publication
1	SHAB

In	Ref	Journal no.	Journal date	SHAB	SHAB date	Page
	0		(omitted)		(omitted)	
GM	1	1615	02.09.1998	179	16.09.1998	6401
SH	2	1492	08.09.1999	182	20.09.1999	6425
SH	3	266	12.02.2000	40	25.02.2000	1303
SH	4	482	23.02.2001	44	05.03.2001	1628
ID	5	1692	05.07.2001	132	11.07.2001	5292
SH	6	2383	19.09.2001	185	25.09.2001	7431

In	Ref	Journal no.	Journal date	SHAB	SHAB date	Page
SH	7	742	08.03.2002	51	14.03.2002	4
SH	8	675	03.03.2003	45	07.03.2003	4
SH	9	1620	18.06.2004	12	24.06.2004	4
SH	10	1706	28.06.2004	Federal office of commercial	register's	approval
ID						

En	Ch	De	Personal details	Capacity	Type of signature
1			Burki, Kurt, citizen of Biberist, domiciled in Grenchen	Chairman	Joint signature

1	10	<del>Hüssy, Hans Dr, citizen of Safenwil, domiciled in Zumikon</del>	<del>Vice-chairman</del>	Joint signature
1	4	<del>Zängler, Ernst Kurt, citizen of Rorschacherberg, domiciled in Charapis (F)</del>	<del>Representative</del>	Joint signature
1	3	<del>Dush, Michele Joseph, US citizen, domiciled in Mountain Lakes, New Jersey (US)</del>	<del>Member</del>	Joint signature
1	2	<del>Rohr, Ivan Benjamin, citizen of Huzenschwil, domiciled in Boudry</del>	<del>Director</del>	Joint signature
1	7	<del>Stecic, Zarko, citizen of Gresshöchstetten, domiciled in Chavannes-près-Renens</del>	<del>Director</del>	Joint signature
1		<del>Strasse, Florian, citizen of Thundorf, domiciled in Biel, BE</del>	<del>Director</del>	Joint signature
1		<del>Steiger, Heinz, citizen of Humlikon, domiciled in Suberg (Gross Affoltern)</del>	<del>Vice director</del>	Joint signature
1		<del>Dubois, Philippe, citizen of Pully, domiciled in Paudex</del>		Joint signature
1	4	<del>Kurtoglu, Emre, citizen of Lutry, domiciled in Pully</del>		Joint signature
1	7	<del>Winckmann, Pascal, citizen of Siselen, domiciled in Ins</del>		Joint signature
1	7	<del>Benard, Franey, citizen of Neuchâtel, domiciled in Coffrane</del>		Joint signature
1	7	<del>Bucheler, Yves-Claude, citizen of Neuchâtel, domiciled in Marin Epagnier</del>		Joint signature
1	7	<del>De Bertoli, Marco, citizen of Düringen and Fribourg, domiciled in Biel, BE</del>		Joint signature
1	7	<del>Taurin, Pietro, citizen of Italy, domiciled in Courtételle</del>	<del>Auditors</del>	Joint signature
1	6	<del>Révisseur Pricewaterhouse SA, in Lausanne</del>	<del>Auditors</del>	
4		<del>Coté, Rick, US citizen, domiciled in Saddle River, New Jersey (US)</del>	<del>Member</del>	Joint signature
4	8	<del>Samitt, Mark, US citizen, domiciled in Bern</del>	<del>Director</del>	Joint signature

4	7	<del>Siddiqi Richard, US and British citizen, domiciled in Oberbüren</del>	Director	Joint signature
4	7	<del>Séguir, Raphaël, citizen of France, domiciled in Cormondrèche (Corcelles Cormondrèche)</del>	Vice director	Joint signature
4		Zurbriggen, Carmen, citizen of Saas Almagell and Guttet-Feschel domiciled in Münchenbuchsee		Joint signature
6		PricewaterhouseCoopers SA, in Pully	Auditors	
7		Schlegel, Benedikt, citizen of Basel and Wartau, domiciled in Biel 3E	Director	Joint signature
7		Kurtoglu, Emre, citizen of Lutry, domiciled in Pully	Vice director	Joint signature
7		Wehrli, Pierre-Yves, citizen of Geneva and Küttigen, domiciled in Cormondrèche (Corcelles Cormondrèche)	Vice director	Joint signature
8		Philipp, Peter, citizen of Untervaz, domiciled in Untervaz	Director	Joint signature
8		Tosoni, Reto Robert, citizen of Brügg, domiciled in Biel, BE	Vice director	Joint signature
8		Vildeui, Frank Olivier, citizen of Langnau in Emmenthal, domiciled in Montmollin	Vice director	Joint signature
10		Kernen, Jean-Philippe, citizen of Reutigen, domiciled in La-Chaux-de-Fonds	Vice director	Joint signature

Nidau, 29.06.2004 11:58

Note : This extract is only valid if accompanied by the original certification opposite.

It contains all entries currently valid for this company and any entries deleted since 02.09.1998.

This extract is issued before the publication in SHAB and after approval of the last registration by the Federal Office of Commercial Register.

## COMMERCIAL REGISTER OF THE CANTON OF NEUCHÂTEL

This extract may contain cancellations

REGISTER'S EXTRACT

Carry-over from June 19, 1997

Ref number : 20467/1934

Fed number : CH-645-1002345-4

**EBEL SA**registered on August 10, 1934  
corporation

Ref	Company name			
1	Ebel S.A.			
	Registered office			
1	La-Chaux-de-Fonds			
	Address			
1	113, rue de la Paix			
	Date of the Articles of Incorporation			
1	02.08.1934	28.06.1995	7	24.10.2000
	Purpose, notes			
1	<u>Purpose</u>			
1	Manufacturing, import, export, representation, distribution and brokerage of products and goods for watches, jewellery, precious stones, glasses, lenses, perfumery, cosmetic, fashion goods, shoes, leather goods, travel goods, lighter, pens and electronic devices. Shall assume participations, acquire estates, pledge or sell them.			
1	<u>Board</u>			
	One or more members			
1	Merger's contract executed on December 29, 1992 between Ebel SA and "Cristalor SA" in La-Chaux-de-Fonds. In accordance with this agreement Ebel SA is taking over the assets and the liabilities of "Cristalor SA", by universal succession, with retroactive effect on October 31, 1992 under the provisions of Art 748 of the Swiss Obligation's Code and according to the balance sheet dated October 31, 1992. Assets are amounting CHF 43'119'226 and liabilities are amounting CHF 12'598'403, namely net assets are amounting CHF 30'520'823. This cession accepted for the amount of CHF 30'520'823 is taking place in the form of a total compensation between the participation of the incorporating and the incorporated company, without a taking over of the shares.			
19				



Ref		Administration, auditors, people having power to sign			
Entry	Change	Deletion	Personal details	Function	Type of signature
1		3	<del>Soldatos Paul, US citizen, domiciled in London, GB</del>	Director chairman	Joint signature
1		4	<del>Huth Johannes, citizen of Germany, domiciled in London, GB</del>	Director vice-chairman	Joint signature
1		m3	<del>Arabian Sandro, citizen of Geneva, domiciled in Vaduz, FL</del>	Director, secretary and managing director	Joint signature
1		3	<del>Blum Pierre Alain, citizen of Buttes, domiciled in Neuchâtel</del>	Director and managing director	Joint signature
1		6	<del>Balzi William, citizen of Vechigen, domiciled in Veyrier</del>	director	Joint signature
1		m6	<del>Haquet Pierre, citizen of France, domiciled in Le Vesinet, F</del>	director	Joint signature
1		6	<del>Mumenthaler Beat, citizen of Langenthal, domiciled in Geneva</del>	director	Joint signature
1		6	<del>Peter Wolfgang, citizen of Cully, domiciled in Geneva</del>	director	Joint signature
1		4	<del>Steinmann Thomas, citizen of Grosshöchstetten domiciled in Pully</del>	director	Joint signature
1		m2	<del>« Société Fiduciaire Suisse Coopers &amp; Lybrand SA » Geneva Branch</del>	Auditors	
1		3	<del>Girardet François, citizen of Bettens, domiciled in Neuchâtel</del>	manager	Joint signature
1		3	<del>Perret Louis Charles, citizen of</del>	manager	Joint signature



		<del>La Sagne, domiciled in Saint-Imier</del>		
1		3 <del>Ducommun Arlette, citizen of La-Chaux-de-Fonds, domiciled in Sauges, Saint-Aubin-Sauges</del>		Joint procuration
1		3 <del>Frésard Marc, citizen of Noirmont, domiciled in La-Chaux-de-Fonds</del>		Joint procuration
1		3 <del>Steiger Renée, citizen of Bleienbach, domiciled in La-Chaux-de-Fonds</del>		Joint procuration
	2	5 <del>«STG-Coopers &amp; Lysbrand SA» Geneva Branch</del>	Auditors	
3		6 <del>Bryan Nicholas, citizen of Great-Britain, domiciled in Sunningdale</del>	Director chairman	Joint signature
	3	6 <del>Arabian Sandro, citizen of Geneva, domiciled in Monaco, MC</del>	Director, secretary and managing director	Joint signature
3		4 <del>Reynard Tony, citizen of Savièse, domiciled in Geneva</del>	director	Joint signature
3		18 <del>Ducommun Robert, citizen of Le-Leele, domiciled in Fontainemelon</del>	manager	Joint signature
3		14 <del>Finaz Bruno, citizen of France, domiciled in-Hauterive (NE)</del>	manager	Joint signature
3		6 <del>Magada Aldo, citizen of Morges, domiciled in Yverdon-les-Bains</del>	manager	Joint signature
3		6 <del>Paracciani Carlo, citizen of Italy, domiciled in-Auvernier</del>	manager	Joint signature
3		<del>Juillet Joseph, citizen of Chalais, domiciled in La-</del>		Joint procuration

		Chaux-de-Fonds		
4		6 <del>de Boysson</del> Tristan Marie Henri, citizen of France, domiciled in London; GB	director	Joint signature
4		6 <del>Gunter</del> Pierre-Yves, citizen of Thörigen, domiciled in Geneva	director	Joint signature
4		6 <del>Legler</del> Thomas, citizen of Diesbach (GL), domiciled in Geneva	director	Joint signature
5		6 « <del>Pricewaterhouse</del> <del>Coopers</del> SA», Geneva Branch	Auditors	
	6	10 <del>Haquet</del> Pierre, citizen of France, domiciled in Le Vesinet	Director chairman	Joint signature
6		18 <del>Isler</del> Manuel, citizen of Zurich, domiciled in Veyrier	Director secretary	Joint signature
6		18 <del>Trembley</del> Pierre Michel, citizen of Geneva, domiciled in Geneva	director	Joint signature
6		m9 « <del>ATAG Ernst &amp; Young</del> SA», Geneva Branch	auditors	
6		m10 <del>Brochard</del> Guillaume, citizen of France, domiciled in Geneva	director chairman	Joint signature
6		<del>Gauderlot</del> Xavier, citizen of France, domiciled in Saint Nom La Breteche, FR	manager	Joint signature
6		<del>Steiner</del> Yvan, citizen of Herzogenbuchsee, domiciled in Saint-Imier	manager	Joint signature
8		12 <del>Nieto</del> Michel, citizen of Spain, domiciled in Concise	manager	Joint signature
	9	18 « <del>Ernst &amp; Young</del> SA», Lancy Branch	auditors	
	10	17 <del>Brochard</del> Guillaume, citizen of	director president	

		France, domiciled in Geneva	and CEO	
10	13	<del>Schorah George, citizen of Great Britain, domiciled in La-Chaux-de-Fonds</del>	manager	Joint signature
12		Steiner Paul-André, citizen of La-Côte-aux-Fées, domiciled in La-Chaux-de-Fonds	manager	Joint signature
15	16	<del>Azzouzi Abbas, citizen of France, domiciled in La-Chaux-de-Fonds</del>	manager	Joint signature
15		Michel-Amadry Marc, citizen of Saint-Imier, domiciled in La-Chaux-de-Fonds	manager	Joint signature
16	18	<del>Mousselon Michel, citizen of France, domiciled in Marin-Epagnier.</del>	manager	Joint signature
17	18	<del>Pascal Philippe, citizen of France, domiciled in Paris, F</del>	director chairman	Joint signature
18		Burki Kurt, citizen of Biberist, domiciled in Grenchen	director chairman	Joint signature
18		Coté Richard Jules, US citizen, domiciled in Saddle River, NJ, USA	director vice chairman and managing director	Joint signature
18		Kernen Jean-Philippe, citizen of Reutigen, domiciled in La-Chaux-de-Fonds	director secretary	Joint signature
18		« PricewaterhouseCoopers SA », Pully branch	auditors	Joint signature
18		Schlegel Benedikt, citizen of Basel, domiciled in Biel	manager	Joint signature