

BIRKS GROUP INC.
Form SC 13D/A
June 06, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Birks Group Inc.

(Name of Issuer)

Class A Voting Shares.

(Title of Class of Securities)

09088U109

(CUSIP Number)

Paulus C.G. van Duuren

Aan de Zoom 88, 1422 ME Uithoorn, The Netherlands

31 (0) 20 540 89 89

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 21, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

MONTROVEST B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,846,692

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

8,846,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,846,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.26%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS

THE GRANDE ROUSSE TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

NUMBER OF

SHARES

0
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

13,646,692
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

13,646,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,646,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

75.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

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1 NAMES OF REPORTING PERSONS

ROHAN PRIVATE TRUST COMPANY LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS

MERITUS TRUST COMPANY LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

13,646,692

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

13,646,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,646,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

75.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS

MONTEL SÀRL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,846,692

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

8,846,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,846,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.26%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS

MANGROVE HOLDING S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

7 SOLE VOTING POWER

NUMBER OF

SHARES **0**
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **4,800,000**
EACH **9 SOLE DISPOSITIVE POWER**

REPORTING

PERSON **0**

WITH

10 SHARED DISPOSITIVE POWER

4,800,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,800,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

26.72%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS

Confido Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

NUMBER OF

SHARES

0
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

13,646,692
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

13,646,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,646,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

75.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Explanatory Note:

This Amendment No. 2 (the Amendment No. 2) amends and supplements the statement on Schedule 13D filed on January 14, 2013, as amended by Amendment 1 filed on December 22, 2015, by Montrovest B.V., a corporation incorporated under the laws of the Netherlands, The Grande Rousse Trust, a trust established under the laws of Bermuda, Rohan Private Trust Company Ltd, a corporation incorporated under the laws of Bermuda, Montel Sàrl, a limited liability company organized under the laws of Luxembourg and Mangrove Holding S.A., a corporation incorporated under the laws of Switzerland (the Schedule 13D).

On December 21, 2017, Rohan Private Trust Company Limited as trustee of The Grande Rousse Trust resigned, as trustee, and Meritus Trust Company Limited, a limited company incorporated under the laws of Bermuda, was appointed as trustee of The Grande Rousse Trust by Confido Limited, the protector of The Grande Rousse Trust. Confido Limited is a limited company incorporated under the laws of Bermuda and, as protector, has the power to remove the trustee and appoint a new or additional trustee of The Grande Rousse Trust. In February 2018, Montel Sàrl (formerly known as Montel N.V.) changed its jurisdiction of domicile from Curaçao to Luxembourg. As a result of the change in domicile, the entity s legal name is now Montel Sàrl.

Unless otherwise indicated herein, the information set forth in the Schedule 13D remains unchanged. Each capitalized term used in this Amendment No. 2 and not defined herein shall have the meanings ascribed to such term in the Schedule 13D.

Item 1. Security and Issuer

Item 1 is deleted in its entirety and replaced with the following text:

This Schedule 13D relates to Class A Voting Shares (Class A Shares) issued by Birks Group Inc., a Canadian corporation (Birks). The principal executive office of Birks is located at 2020 Robert-Bourassa Blvd., Suite 200, Montreal, Québec H3A 2A5 CANADA.

Item 2. Identity & Background

Item 2 is deleted in its entirety and replaced with the following text:

Montrovest B.V. (Montrovest) is a private limited company incorporated under the laws of the Netherlands whose principal business address and principal office address is Herikerbergweg 238, Luna ArenA, 1101CM Amsterdam Zuidoost. The principal business of Montrovest is a holding company.

Montel Sàrl (Montel) is a limited liability company organized under the laws of Luxembourg, whose principal business address and principal office address is 44 rue de Strasbourg, L-2560 Luxembourg. The principal business of Montel is to be a holding and investment company. Montel is the sole shareholder of Montrovest. The Grande Rousse

Trust is the sole shareholder of Montel.

Mangrove Holding S.A. (Mangrove) is a corporation incorporated under the laws of Switzerland whose principal business address and principal office address is 4 rue du Temple-Neuf, 2000 Neuchâtel, Switzerland. The principal business of Mangrove is to be a holding company. The Grande Rousse Trust is the sole shareholder of Mangrove.

The Grande Rousse Trust is a trust established under the laws of Bermuda whose principal business address and principal office address is 19 Par-La-Ville Road, 1st Floor, Hamilton, Bermuda HM11. Meritus is the trustee of The Grande Rousse Trust. Confido (defined below) is the protector of The Grande Rousse Trust. The Grande Rousse Trust was established for the principal purpose of holding and preserving assets for the benefit of discretionary beneficiaries. The Grande Rousse Trust is the sole shareholder of Montel and of Mangrove.

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Rohan Private Trust Company Ltd (Rohan) is a limited company incorporated under the laws of Bermuda whose principal business address and principal office address is c/o Meritus Trust Company Limited, 19 Par-la-Ville Road, 1st Floor Hamilton HM11, Bermuda. Rohan s principal business was to act as trustee of The Grande Rousse Trust. Rohan ceased to be the trustee of The Grande Rousse Trust on December 21, 2017. Accordingly, Rohan is no longer included as a Reporting Person in the Schedule 13D.

Meritus Trust Company Limited (Meritus) is a limited company incorporated under the laws of Bermuda whose principal business address and principal office address is 19 Par-La-Ville Road, 1st Floor, Hamilton, HM11, Bermuda. Meritus is licensed to conduct trust business by the Bermuda Monetary Authority, and its principal business is to provide trust and fiduciary services.

Confido Limited (Confido, collectively with Montrovest, Montel, Mangrove, The Grande Rousse Trust, and Meritus, the Reporting Persons) is a limited company incorporated under the laws of Bermuda whose principal business address is 19 Par-la-Ville Road, 1st Floor, Hamilton Bermuda. Confido s principal business is to act as protector of The Grande Rousse Trust. Confido has the power to remove the trustee of The Grande Rousse Trust. As a result, Confido may be deemed to have beneficial ownership of the Class A Shares.

During the last five years, none of the Reporting Persons or their respective executive officers, directors and control persons, have been convicted in a criminal proceeding. During the last five years, none of the Reporting Persons or their respective executive officers, directors and control persons, were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations, or prohibiting or mandating activities subject to Federal or State securities laws or finding any violation with respect to such laws.

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The executive officers, directors and control persons of Montrovest are:

Name and Address	Position	Citizenship
Paulus Cornelis Gerhardus van Duuren Aan de Zoom 88 1422 ME Uithoorn The Netherlands	Director	Dutch
Floris de Ruiters Lijsterstraat 4 3514 TD Utrecht The Netherlands	Director	Dutch
Davide Barberis Canonico Via Useglio 29, 13060 Roasio Italy	Supervisory Board member	Italian
Jan Mathijs Gerardus van Overbruggen Hoogstraat 25 2851 BE Haastrecht The Netherlands	Supervisory Board member	Dutch
Antonie Jan de Ruiters Spoorsingel 11 2871 TT Schoonhoven The Netherlands	Supervisory Board member	Dutch

The executive officers, directors and control persons of Montel are:

Name and Address	Position	Citizenship
Etienne Biren 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg	Manager	Belgian
Mark Vrijhoef 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg	Manager	Dutch
Anthony Audia 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg	Manager	French

The executive officers, directors and control persons of Mangrove are:

Name and Address	Position	Citizenship
Christian Reiser 15, Chemin de la Retuelle 1252 Meinier, Geneva Switzerland	Director	Swiss

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The executive officers, directors and control persons of Meritus are:

Name and Address	Position	Citizenship
Dorothy Gazzard	Director	Canadian
Garden Grove		
11 Melissa Lane, Warwick WK03		
Bermuda		
Barbara Patterson	Director	Canadian
Palm Vale		
4 Fairyland Lane, Pembroke HM05		
Bermuda		
Allan Wiekenkamp	Director	Canadian
409 Belmonte PL		
Nanaimo BC V9T 5A1		
Canada		
Michelle Wolfe	Director	Canadian
Harbour Gardens		
2 Harbour Road		
Paget PG 01		
Bermuda		

The executive officers, directors and control persons of Confido are:

Name and Address	Position	Citizenship
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Item 5. Interest in Securities of the Issuer

As the sole shareholder of Montrovest, Montel is deemed to beneficially own the 8,846,692 Class A Shares beneficially owned by Montrovest, representing 49.26% of the outstanding Class A Shares.

Mangrove beneficially owns 4,800,000 Class A Shares, representing 26.72% of the outstanding Class A Shares. The Class A Shares beneficially owned by Mangrove represent 4,000,000 Class B Shares convertible into 4,000,000 Class A Shares directly owned by Mangrove and 800,000 Class A Shares directly owned by Mangrove. The Class B Shares entitle the holder to ten votes for each Class B Share held and each Class B Share is convertible into one Class A Share.

Meritus, as trustee of The Grande Rouse Trust, owns 100% of Montel and 100% of Mangrove and indirectly 100% of the shares of Montrovest and, as a result, the Class A Shares and Class B Shares held by Montrovest and Mangrove are deemed to be beneficially owned by The Grande Rouse Trust. The 13,646,692 Class A Shares beneficially owned by The Grande Rouse Trust represent 7,717,970 Class B Shares convertible into 7,717,970 Class A Shares directly owned by Montrovest and Mangrove and 5,928,722 Class A Shares directly owned by Montrovest and Mangrove, representing 75.98% of the outstanding Class A Shares.

On December 21, 2017, Meritus replaced Rohan as the trustee of The Grande Rouse Trust. As a result, Rohan is no longer deemed to beneficially own shares of Birks.

As the trustee of The Grande Rouse Trust, Meritus is deemed to beneficially own the 13,646,692 Class A Shares beneficially owned by The Grande Rouse Trust. The Class A Shares beneficially owned by Meritus represent 7,717,970 Class B Shares convertible into 7,717,970 Class A Shares directly owned by Montrovest and Mangrove and 5,928,722 Class A Shares directly owned by Montrovest and Mangrove, representing 75.98% of the Class A Shares.

Confido has the power to remove the trustee of The Grande Rouse Trust. As a result, Confido may be deemed to have beneficial ownership of the shares of Class A Shares held by Mangrove or Montrovest. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that Confido is the beneficial owner of the shares of Class A Shares held by Mangrove or Montrovest for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and Confido disclaims beneficial ownership of such shares.

None of the officers, directors and control persons of Montrovest, Montel, Mangrove, Confido and Meritus holds Class A Shares or Class B Shares.

The number of Class A Shares as to which each of Montrovest, The Grande Rouse Trust, Meritus, Montel, Confido and Mangrove have sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D, and such information is incorporated herein by reference.

(c)

Except as described in this Amendment No. 2, no other transactions involving the securities of Birks were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by the Reporting Persons.

(d)

No other person is known to have a right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Shares beneficially owned by the Reporting Persons.

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(e)

As a result of the change in trustee, Rohan ceased to be the beneficial owner of more than 5% of the class of securities of Birks on December 21, 2017. The filing of this Amendment No. 2 constitutes an exit filing for Rohan.

Item 7. Materials to be Filed as Exhibits

1. Agreement Concerning Joint Filing of Schedule 13D, as amended, dated as of May 11, 2018, among Montrovest B.V., The Grande Rousse Trust, Meritus Trust Company Limited, Rohan Private Trust Company Ltd, Montel Sàrl, Mangrove Holding S.A. and Confido Limited

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 11, 2018

Montrovest B.V.

By: /s/ Paulus C. G. van Duuren
Name: Paulus C.G. van Duuren
Title: Managing Director

By: /s/ Floris De Rooter
Name: Floris De Rooter
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11, 2018

Meritus Trust Company Limited

As Trustee of The Grande Rousse Trust

By: /s/ Dorothy Gazzard
Name: Dorothy Gazzard
Title: Director

By: /s/ Barbara Patterson
Name: Barbara Patterson
Title: Director

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11 , 2018

Meritus Trust Company Limited

By: /s/ Dorothy Gazzard
Name: Dorothy Gazzard
Title: Director

By: /s/ Barbara Patterson
Name: Barbara Patterson
Title: Director

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11, 2018

Montel Sàrl

By: /s/ Etienne Biren
Name: Etienne Biren
Title: Manager

By: /s/ Mark Vrijhoef
Name: Mark Vrijhoef
Title: Manager

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11 , 2018

Mangrove Holding S.A.

By: /s/ Christian Reiser

Name: Christian Reiser

Title: Director

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11 , 2018

Confido Limited

By: /s/ Mary Jane Gutteridge
Name: Mary Jane Gutteridge
Title: Director

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 11, 2018

Rohan Private Trust Company Ltd

By: /s/ Michelle Wolfe and Mary Jane Gutteridge
Name: Michelle Wolfe and Mary Jane Gutteridge
Title: Directors

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Exhibit Index

Exhibit No.	Description
Exhibit 1	Agreement Concerning Joint Filing of Schedule 13D, as amended, dated as of May 11, 2018 among Montrovest B.V., The Grande Rousse Trust, Meritus Trust Company Limited, Rohan Private Trust Company Ltd, Montel Sàrl, Mangrove Holding S.A. and Confido Limited.