

MEMORIAL

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du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 1250

30 juin 2009

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Wellport Corporation S.à r.l., Société à responsabilité limitée.**Capital social: EUR 25.000,00.**

Siège social: L-1724 Luxembourg, 17, boulevard du Prince Henri.

R.C.S. Luxembourg B 96.766.

Les Comptes Annuels au 30 juin 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 juin 2009.

Pour la Société

Signature

Référence de publication: 2009072932/13.

(090086332) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Continental Motor Inns (Luxembourg) S.A., Société Anonyme.

Siège social: L-2226 Luxembourg, 6, rue du Fort Niedergrünewald.

R.C.S. Luxembourg B 8.505.

Il résulte du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue à Luxembourg en date du 14 mai 2009 que les résolutions suivantes ont été adoptées:

1. Le mandat de réviseur d'entreprises de Deloitte S.A., avec siège social au 560, rue de Neudorf, L-2220 Luxembourg, dont le numéro d'inscription auprès du Registre de Commerce et des Sociétés de Luxembourg est le B 67.895, est renouvelé pour une période prenant fin au terme de l'assemblée statuant sur les comptes annuels au 31 décembre 2009.

2. Les mandats des administrateurs suivants ont été renouvelés jusqu'à l'assemblée générale statuant sur les comptes annuels au 31 décembre 2012:

- Monsieur Xavier De Sarau, né le 11 décembre 1950 à Toulouse (France), demeurant à CH-1207 Genève, 20, Quai Gustave-Ador;

- Monsieur Alain Andrey, né le 29 mai 1953 à Chapelle (Suisse), demeurant au 27, route de Florissant, CH-1205 Genève;

- La société Penthièvre Holding BV, une société constituée et régie selon les lois des Pays-Bas, enregistrée auprès de la Chambre de Commerce d'Amsterdam sous le numéro 34085698, ayant son siège social au 138, Polarisavenue, 2132 JX Hoofddorp, Pays-Bas, représentée par son représentant permanent Monsieur Michel Garbolino, né le 24 novembre 1943 à Paris (France), demeurant à 50, rue de Rochechouart, F-75009 Paris.

- Monsieur Didier Moinet, né le 18 avril 1948 à Châtelleraut (France), demeurant au 30, rue Michel Ange, F-75016 Paris.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fait à Luxembourg, le 27 mai 2009.

Pour la Société

Signature

Un mandataire

Référence de publication: 2009072969/28.

(090086057) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Vandemoortele International Finance S.A., Société Anonyme Holding.

Siège social: L-1931 Luxembourg, 25, avenue de la Liberté.

R.C.S. Luxembourg B 29.563.

Les comptes annuels au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 juin 2009.

Signature.

Référence de publication: 2009072950/10.

(090085887) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Havsfrun S.A., Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 67.238.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Un administrateur

Référence de publication: 2009072951/12.

(090085853) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Inovert SA, Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 62.303.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Un administrateur

Référence de publication: 2009072952/12.

(090085858) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

AGF PEH Soparfi S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 102.407.

In the year two thousand and nine, on the twenty-ninth day of the month of April.

Before us Maître Henri HELLINCKX, notary residing in Luxembourg, Grand-Duchy of Luxembourg

Was held an extraordinary general meeting of AGF PEH Soparfi S.à r.l. (the "Company"), a société à responsabilité limitée having its registered office at 412F, route d'Esch, L-2086 Luxembourg, incorporated by deed of the undersigned notary, then residing in Mersch on July 23, 2004, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1082 of October 27, 2004.

The articles of incorporation (the "Articles") have been amended for the last time by a deed of the undersigned notary on January 24, 2007, published in the Mémorial number 1007 of May 30, 2007.

The meeting was presided by Mrs Solange WOLTER-SCHIERES, private employee, professionally residing in Luxembourg.

The chairman appointed as secretary Mrs Annick BRAQUET, private employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Pierre MESTDAGH, private employee, professionally residing in Luxembourg.

The chairman declared and requested the notary to state that:

I) It appears from an attendance list that all the ONE HUNDRED (100) ordinary shares of category A and EIGHTY (80) ordinary shares of category B are duly represented at this meeting.

II) The shareholders represented, declare having had prior knowledge of the agenda so that the meeting may validly decide on all the items of the agenda, without any obligation to justify the accomplishment of the convening formalities.

The attendance list, signed by the proxyholders of the shareholders represented and the members of the bureau, shall remain attached together with the proxies to the present deed and shall be filed at the same time with the registration authorities.

III) The items on which resolutions are to be passed are as follows:

Agenda

1.- Decrease of the share capital by an amount of EUR 10,000.- (ten thousand euro) so as to bring it from its present amount of EUR 22,500.- (twenty-two thousand five hundred euro) down to EUR 12,500.- (twelve thousand five hundred euro), by the cancellation of 80 (eighty) ordinary shares of category B having a par value of EUR 125.- (one hundred and twenty-five euro) each.

2.- Cancellation of the categories of shares

3.- Amendment of article 5.1 of the of the articles so as to read as follows:

"5.1. The Company's corporate capital is fixed at twelve thousand five hundred euro (EUR 12,500.-) represented by one hundred (100) shares in registered form with a par value of one hundred twenty-five euro (EUR 125) each, all subscribed and fully paid-up."

4.- Suppression of the second paragraph of article 5.2 of the articles.

5.- Amendment of article 5.3 of the articles so as to read as follows:

" 5.3. The Board of Managers is authorized to increase the corporate capital up to EUR 13.300.000.- (thirteen million three hundred thousand euros), as the case may be by the issue of new shares of a par value of EUR 125.- (one hundred and twenty-five euro) each, having the same rights as the existing shares."

6.- Amendment of article 6.1 of the articles so as to read as follows:

"6.1 Each share entitles the holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence."

7.- Amendment of paragraphs 1 and 2 of the article 6.3 of the articles so as to read as follows:

"6.3 Shares are freely transferable among partners or, if there is no more than one partner, to third parties.

If the company has more than one partner, the transfer of shares to non-partners is subject to the prior approval of the general meeting of partners representing at least three quarters of the share capital of the Company."

After approval of the above the meeting unanimously passed the following resolutions by unanimous vote:

First resolution

The meeting decides to decrease of the share capital by an amount of TEN THOUSAND EURO (EUR 10,000.-) so as to bring it from its present amount of TWENTY-TWO THOUSAND FIVE HUNDRED EURO (EUR 22,500.-) down to TWELVE THOUSAND FIVE HUNDRED EURO (EUR 12,500.-) by the cancellation of:

FORTY (40) ordinary shares of category B having a par value of EUR 125.- (one hundred and twenty-five euro) each held by AGF PRIVATE EQUITY HOLDING EUROPE IV, having its registered office in F-75425 Paris, 11, rue Scribe, B.P. 293, Cédex 09, France and

FORTY (40) ordinary shares of category B having a par value of EUR 125.- (one hundred and twenty-five euro) each held by AGF DEVELOPPEMENT having its registered office in F-75425 Paris, 11, rue Scribe, B.P. 293, Cedex 09, France.

Second resolution

The meeting decides to cancel the categories of shares.

Third resolution

The meeting decides to amend article 5.1 of the articles so as to read henceforth as follows:

"5.1. The Company's corporate capital is fixed at twelve thousand five hundred euro (EUR 12,500.-) represented by one hundred (100) shares in registered form with a par value of one hundred twenty-five euro (EUR 125) each, all subscribed and fully paid-up."

Fourth resolution

The meeting decides to suppress the second paragraph of article 5.2 of the articles.

Fifth resolution

The meeting decides to amend article 5.3 of the articles so as to read henceforth as follows:

"5.3. The Board of Managers is authorized to increase the corporate capital up to EUR 13.300.000.- (thirteen million three hundred thousand euros), as the case may be by the issue of new shares of a par value of EUR 125.- (one hundred and twenty-five euro) each, having the same rights as the existing shares."

Sixth resolution

The meeting decides to amend article 6.1 of the articles so as to read henceforth as follows:

"6.1 Each share entitles the holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence."

Seventh resolution

The meeting decides to amend paragraphs 1 and 2 of the article 6.3 of the articles so as to read henceforth as follows:

"6.3 Shares are freely transferable among partners or, if there is no more than one partner, to third parties.

If the company has more than one partner, the transfer of shares to non-partners is subject to the prior approval of the general meeting of partners representing at least three quarters of the share capital of the Company."

Expenses

The costs, expenses, remuneration or changes in any form whatsoever which shall be borne by the Company as a result of its decrease of share capital are estimated at EUR 2,000.-.

The undersigned notary, who understands and speaks English, herewith states that of the request of the party hereto these minutes are drafted in English followed by a French translation; at the request of the same appearing persons in case of divergences between the English and French version, the English version will be prevailing.

Whereof, the present deed was drawn up in Luxembourg, on the day before mentioned.

After reading these minutes the appearing parties signed together with the notary the present deed.

Suit la traduction française du texte qui précède

L'an deux mil neuf, le vingt-neuf avril.

Par devant nous Maître Henri HELLINCKX, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

S'est tenue une assemblée générale extraordinaire de AGF PEH Soparfi S.à.r.l. (la "Société"), une société à responsabilité limitée ayant son siège social au 412F, route d'Esch, L-2086 Luxembourg, constituée suivant acte reçu par le notaire instrumentant, alors de résidence à Mersch, en date du 23 juillet 2004, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial") numéro 1082 du 27 octobre 2004.

Les statuts de la Société (les "Statuts") ont été modifiés pour la dernière fois suivant acte reçu par le notaire instrumentant en date du 24 janvier 2007, publié au Mémorial numéro 1007 du 30 mars 2007.

L'assemblée a été présidée par Madame Solange WOLTER-SCHIERES, employée privée, demeurant professionnellement à Luxembourg.

La présidente a désigné comme secrétaire Madame Annick BRAQUET, employée privée, demeurant professionnellement à Luxembourg.

L'assemblée a élu comme scrutateur Monsieur Pierre MESTDAGH, employé privé, demeurant professionnellement à Luxembourg.

La présidente a déclaré et requis le notaire instrumentant d'acter que:

I) Il ressort de la liste de présence que toutes les CENT (100) parts sociales ordinaires de classe A et QUATRE-VINGT (80) parts sociales ordinaires de classe B sont dûment représentées à cette assemblée.

II) Les associés représentés, déclarent avoir eu préalablement connaissance de l'ordre du jour de telle manière que l'assemblée peut valablement délibérer sur tous les points à l'ordre du jour, sans obligation de justifier l'accomplissement des formalités de convocation.

La liste de présence, signée par les mandataires des associés représentés et les membres du bureau, restera annexée ensemble avec les procurations au présent acte pour être soumise au même moment aux autorités de l'enregistrement.

III) Les points sur lesquels des résolutions doivent être prises sont les suivants:

Ordre du jour

1.- Réduction du capital social à concurrence de EUR 10.000,- (dix mille euros) pour le ramener de son montant actuel de EUR 22.500,- (vingt-deux mille cinq cents euros) à EUR 12.500,- (douze mille cinq cents euros) par annulation de 80 (quatre-vingt) parts sociales ordinaires de classe B d'une valeur nominale de EUR 125,- (cent vingt-cinq euros) chacune.

2.- Annulation des catégories de parts sociales.

3. Modification subséquente de l'article 5.1 des statuts pour lui donner la teneur suivante:

"Le capital social est fixé à EUR 12.500,- représenté par 100 (cent) parts sociales sous forme nominative d'une valeur nominale de cent vingt-cinq euros (EUR 125,-) chacune, toutes souscrites et entièrement libérées."

4.- Suppression de l'article 2 de l'article 5.2 des statuts.

5.- Modification de l'article 5.3 des statuts pour lui donner la teneur suivante:

"Le Conseil de Gérance est autorisé à augmenter le capital social jusqu'à EUR 13.300.000,- (treize millions trois cent mille euros), le cas échéant par l'émission de parts sociales nouvelles de EUR 125,- (cent vingt-cinq euros) chacune, jouissant des mêmes droits et obligations que les parts sociales existantes."

6. Modification de l'article 6.1 des statuts pour lui donner la teneur suivante:

"Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société en proportion directe avec le nombre des parts sociales existantes."

7. Modification des alinéas 1 et 2 de l'article 6.3 des statuts pour lui donner la teneur suivante:

"Les parts sociales sont librement cessibles entre associés et, en cas d'associé unique, à des tiers.

En cas de pluralité d'associés, la cession de parts sociales à des non associés n'est possible qu'avec l'agrément donné en assemblée générale des associés représentant au moins les droits quarts du capital social de la Société."

Après approbation de ce qui précède, l'assemblée a adopté à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide de réduire le capital social à concurrence de DIX MILLE EUROS (EUR 10.000,-), pour le ramener de son montant actuel de VINGT-DEUX MILLE CINQ CENTS EUROS (EUR 22.500,-) à DOUZE MILLE CINQ CENTS EUROS (EUR 12.500,-) par annulation de:

QUARANTE (40) parts sociales ordinaires de classe B d'une valeur nominale de EUR 125,- (cent vingt-cinq euros) chacune détenues par AGF PRIVATE EQUITY HOLDING EUROPE IV, ayant son siège social à F-75425 Paris, 11, rue Scribe, B.P. 293, Cédex 09, France et

QUARANTE (40) parts sociales ordinaires de classe B d'une valeur nominale de EUR 125,- (cent vingt-cinq euros) chacune détenues par AGF DEVELOPPEMENT ayant son siège social à F-75425 Paris, 11, rue Scribe, B.P. 293, Cédex 09, France.

Deuxième résolution

L'assemblée décide d'annuler les catégories de parts sociales.

Troisième résolution

L'assemblée décide de modifier l'article 5.1 des statuts pour lui donner désormais la teneur suivante:

"Le capital social est fixé à EUR 12.500,- représenté par 100 (cent) parts sociales sous forme nominative d'une valeur nominale de cent vingt-cinq euros (EUR 125,-) chacune, toutes souscrites et entièrement libérées."

Quatrième résolution

L'assemblée décide de supprimer l'article 2 de l'article 5.2 des statuts.

Cinquième résolution

L'assemblée décide de modifier l'article 5.3 des statuts pour lui donner désormais la teneur suivante:

"Le Conseil de Gérance est autorisé à augmenter le capital social jusqu'à EUR 13.300.000,- (treize millions trois cent mille euros), le cas échéant par l'émission de parts sociales nouvelles de EUR 125,- (cent vingt-cinq euros) chacune, jouissant des mêmes droits et obligations que les parts sociales existantes."

Sixième résolution

L'assemblée décide de modifier l'article 6.1 des statuts pour lui donner désormais la teneur suivante:

"Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société en proportion directe avec le nombre des parts sociales existantes."

Septième résolution

L'assemblée décide de modifier les alinéas 1 et 2 de l'article 6.3 des statuts pour lui donner désormais la teneur suivante:

"Les parts sociales sont librement cessibles entre associés et, en cas d'associé unique, à des tiers.

En cas de pluralité d'associés, la cession de parts sociales à des non associés n'est possible qu'avec l'agrément donné en assemblée générale des associés représentant au moins les droits quarts du capital social de la Société."

Dépenses

Les coûts, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société en raison de sa réduction de capital sont estimés à 2.000,- €.

Le notaire instrumentant qui comprend et parle l'anglais, déclare par les présentes qu'à la demande des comparants, ce procès-verbal est rédigé en langue anglaise suivi d'une traduction française; à la demande de la même personne comparante en cas de divergences entre la version anglaise et la version française, la version anglaise prévaudra.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Après avoir lu ce procès-verbal les comparants ont signé ensemble avec le notaire, le présent acte.

Signé: S. WOLTER-SCHIERES, A. BRAQUET, P. MESTDAGH et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils, le 7 mai 2009. Relation: LAC/2009/17692. Reçu soixante-quinze euros (75€)

Le Receveur (signé): F. SANDT.

- POUR COPIE CONFORME - délivrée aux fins de publication au Mémorial.

Luxembourg, le 12 mai 2009.

Henri HELLINCKX.

Référence de publication: 2009072868/242/182.

(090085974) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Even RX Properties S.C.A., Société en Commandite par Actions.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.378.

Les comptes annuels consolidés au 30 septembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 juin 2009.

Signature.

Référence de publication: 2009072928/11.

(090085898) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Even RX Properties S.C.A., Société en Commandite par Actions.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.378.

Les comptes annuels au 30 septembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 3 juin 2009.

Signature.

Référence de publication: 2009072929/10.

(090085903) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Turbo Holding International B.V., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-1724 Luxembourg, 17, boulevard du Prince Henri.

R.C.S. Luxembourg B 97.050.

Les Comptes Annuels au 30 juin 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 juin 2009.

Pour la Société

Signature

Référence de publication: 2009072930/13.

(090086329) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

IDEMPLUX S.A., Société Anonyme.

Siège social: L-3378 Livange, 13, rue de Bettembourg.

R.C.S. Luxembourg B 136.503.

Le bilan au 31 décembre 2008 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fiduciaire TG Experts SA

Signature

Référence de publication: 2009072934/11.

(090086275) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Infinitive S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 16, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 146.169.

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EXTRAIT

Il résulte d'une résolution du conseil d'administration du 9 juin 2009 que les modifications suivantes ont été adoptées:

- Monsieur Patrick MEUNIER, demeurant professionnellement au 16, Avenue de la Porte Neuve, L-2227, Luxembourg, est nommé administrateur délégué de la société avec effet immédiat. Son mandat prendra fin à l'issue de l'assemblée générale des actionnaires qui se tiendra en 2014.

Pour extrait sincère et conforme

INFINITIVE SA

Patrick Houbert

Administrateur

Référence de publication: 2009072892/16.

(090086308) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

ACP II2 S.C.A., Société en Commandite par Actions.

Siège social: L-1931 Luxembourg, 25, avenue de la Liberté.

R.C.S. Luxembourg B 94.960.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue en date du 10 juin 2009:

Sont réélus Administrateurs, au sein du Conseil de surveillance, jusqu'à l'Assemblée Générale Ordinaire statuant sur les comptes annuels 31 décembre 2009.

- Monsieur Daniele D. BODINI, Administrateur de sociétés, demeurant au 400, Park Avenue, New York, NY-10022 USA,

- Monsieur Franco DANTE, Administrateur de sociétés, demeurant au Corso Vinzaglio, 16, I-10121 Torino (I),

- Monsieur Fernando BODINI, Administrateur de sociétés, demeurant in Via Mantova, 24, I-00198 Roma (I).

L'Assemblée Générale accepte la démission de Monsieur Rodolphe GERBES, en qualité de Commissaire aux Comptes et décide de nommer en remplacement la société:

- H.R.T. Révision S.A., ayant son siège social au 23, Val Fleuri, L-1526 Luxembourg.

Luxembourg, le 10 juin 2009.

Pour extrait conforme

Signature

Référence de publication: 2009072889/21.

(090086183) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Chimindu S.A., Société Anonyme.

Siège social: L-1145 Luxembourg, 180, rue des Aubépines.

R.C.S. Luxembourg B 33.895.

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Par décision de l'assemblée générale ordinaire du 02 février 2009, les mandats des administrateurs VALON S.A., LANNAGE S.A. et KOFFOUR S.A., ainsi que celui du commissaire aux comptes AUDIT TRUST S.A. ont été renouvelés pour une durée de six ans, prenant fin à l'issue de l'assemblée générale annuelle de l'an 2015.

Par décision du Conseil d'administration du 02 février 2009, LANNAGE S.A., R.C.S. Luxembourg B-63130, 283, route d'Arlon, L-1150 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société CHIMINDU S.A.: Monsieur Jean BODONI, 180, rue des Aubépines, L-1145 Luxembourg, KOFFOUR S.A., R.C.S. Luxembourg B-86086, 283, route d'Arlon, L-1150 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société CHIMINDU S.A.: Monsieur Guy BAUMANN, 180, rue des Aubépines, L-1145 Luxembourg et VALON S.A., R.C.S. Luxembourg B-63143, 283, route d'Arlon, L-1150 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société CHIMINDU S.A.: Monsieur Guy KETTMANN, 180, rue des Aubépines, L-1145 Luxembourg.

Luxembourg, le 11 JUIN 2009.

Pour CHIMINDU S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Catherine Day-Royemans / Mireille Wagner

Vice-President / -

Référence de publication: 2009072835/26.

(090086336) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Bregal-Birchill Investments S.à r.l., Société à responsabilité limitée.**Capital social: EUR 87.124.800,00.**

Siège social: L-1255 Luxembourg, 48, rue de Bragance.

R.C.S. Luxembourg B 57.794.

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EXTRAIT

Il résulte du Conseil de Gérance de la société Bregal-Birchill Investments S.à r.l. qui s'est réuni en date du 19 mai 2009 que:

Suite à la démission de Mr Dominic Brenninkmeijer, le Conseil de Gérance a procédé à son remplacement, son mandat se terminant lors de l'Assemblée statuant sur les comptes de l'exercice 2008, en nommant comme gérant:

- Etienne P.M. Brenninkmeijer, administrateur de sociétés, avec adresse professionnelle à Düsseldorf, D-40213, Carl-Theodor-Strasse 6, Allemagne.

Pour extrait conforme

Signatures

Gérants

Référence de publication: 2009072836/18.

(090086359) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Samgwym Holdings S.A., Société Anonyme Holding.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 20.933.

Les comptes annuels au 31 décembre 2008 ont été déposés au Registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signatures.

Référence de publication: 2009072841/10.

(090086316) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

CMIL Gestion, Société Anonyme.

Siège social: L-2226 Luxembourg, 6, rue du Fort Niedergrünwald.

R.C.S. Luxembourg B 26.542.

Il résulte du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue à Luxembourg en date du 14 mai 2009 que les résolutions suivantes ont été adoptées:

1. Le mandat de réviseur d'entreprises de Deloitte S.A., avec siège social au 560, rue de Neudorf, L-2220 Luxembourg, dont le numéro d'inscription auprès du Registre de Commerce et des Sociétés de Luxembourg est le B 67.895, est renouvelé pour une période prenant fin au terme de l'assemblée statuant sur les comptes annuels au 31 décembre 2009.

2. Les mandats des administrateurs suivants ont été renouvelés jusqu'à l'assemblée générale statuant sur les comptes annuels au 31 décembre 2012:

- Monsieur Xavier De Sarau, né le 11 décembre 1950 à Toulouse (France), demeurant à CH-1207 Genève, 20, Quai Gustave-Ador;

- Monsieur Alain Andrey, né le 29 mai 1953 à Chapelle (Suisse), demeurant au 27, route de Florissant, CH-1205 Genève;

- Monsieur Michel Garbolino, né le 24 novembre 1943 à Paris (France), demeurant à 50, rue de Rochechouart, F-75009 Paris;

- Monsieur Didier Moinet, né le 18 avril 1948 à Châtellerauld (France), demeurant au 30, rue Michel Ange, F-75016 Paris.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fait à Luxembourg, le 22 mai 2009.

Pour la Société

Signature

Un mandataire

Référence de publication: 2009072968/26.

(090086054) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Even RX Zwei S.à r.l., Société à responsabilité limitée.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 134.220.

Les comptes annuels consolidés au 30 septembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 Juin 2009.

Signature.

Référence de publication: 2009072926/11.

(090085893) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

SYLIS PSF Luxembourg S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 66, avenue de la Liberté.
R.C.S. Luxembourg B 69.399.

Le bilan au 31/12/2008 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072936/10.

(090086174) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Agence S.K. S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-2273 Luxembourg, 4A, rue de l'Ouest.
R.C.S. Luxembourg B 122.185.

Le bilan au 31/12/2008 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072939/10.

(090086168) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Sfumato S.à r.l., Société à responsabilité limitée.

Siège social: L-2430 Luxembourg, 18, rue Michel Rodange.
R.C.S. Luxembourg B 133.907.

Le bilan au 31/12/2008 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072941/10.

(090086169) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

BL, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.
R.C.S. Luxembourg B 45.243.

Extrait des délibérations de l'Assemblée Générale Ordinaire du 28 mai 2009

L'Assemblée Générale a reconduit, à l'unanimité, le mandat des Administrateurs et du Réviseur d'Entreprises pour un nouveau terme d'un an.

Composition du Conseil d'Administration

Robert RECKINGER Président

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Pierre AHLBORN

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Antoine CALVISI

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Philippe HOSS

(résidant professionnellement à L-2014 LUXEMBOURG, 2, Place Winston Churchill)

Mario KELLER

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Sam RECKINGER

(résidant professionnellement à L-1840 LUXEMBOURG, 40, boulevard Joseph II)

Fernand REINERS

(résidant professionnellement à L-2449 LUXEMBOURG, 22-24, boulevard Royal)

Luc RODESCH

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Réviser d'Entreprises

KPMG Audit S.à r.l.

(ayant son siège social à L-2520 LUXEMBOURG, 9, allée Scheffer)

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 28 mai 2009.

BANQUE DE LUXEMBOURG

Société Anonyme

Investment Fund Services

22-24, boulevard Royal

L-2449 LUXEMBOURG

Signatures

Référence de publication: 2009072983/38.

(090086005) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Européenne de Diversification - Eurodiv S.A., Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 90.756.

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Extrait des résolutions prises lors de l'assemblée générale extraordinaire du 4 mars 2009

Sont nommés administrateurs, leurs mandats prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2008:

Signature de Catégorie A:

- Monsieur Maxime LAURENT, administrateur de sociétés, demeurant au 32, avenue G. Mandel, Paris, France, Président et administrateur-délégué;

Signatures de Catégorie B:

- Monsieur John SEIL, licencié en sciences économiques appliquées, demeurant professionnellement au 2, avenue Charles de Gaulle, Luxembourg;

- Monsieur Guy HORNICK, maître en sciences économiques, demeurant professionnellement au 2, avenue Charles de Gaulle, Luxembourg.

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2008:

- AUDIEX S.A., société anonyme, 57, avenue de la Faïencerie, Luxembourg.

Luxembourg, le 26 mai 2009.

Pour extrait conforme

Signature

Référence de publication: 2009072980/24.

(090086031) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

CPI Poland Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2340 Luxembourg, 14-16, rue Philippe II.

R.C.S. Luxembourg B 134.396.

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Extrait des résolutions de l'associé du 31 décembre 2008

L'associé de la Société a décidé comme suit:

- D'accepter la démission de Neil Hasson en tant que "Vorstandsmitglied" de la Société, avec effet immédiat:

- De nommer le "Vorstandsmitglied" suivant avec effet immédiat:

Christopher De Mestre, né le 24 septembre 1971 à Sydney, Australie, demeurant professionnellement au Stirling Square 5-7, Carlton Gardens, Londres SW1Y 5AD, Royaume-Uni.

Luxembourg, le 20 mai 2009.

Luxembourg Corporation Company S.A.

Gérant

Signatures

Référence de publication: 2009072976/18.

(090086022) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Petercam L Fund, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 27.128.

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Extrait des délibérations de l'Assemblée Générale Ordinaire du 20 mai 2009

L'Assemblée a nommé Monsieur Francis HEYMANS, Administrateur, pour un mandat d'un an et ce, sous réserve de l'accord de la Commission de Surveillance du Secteur Financier.

L'Assemblée a par ailleurs pris note de la démission de Monsieur Pierre DRION de ses mandats d'Administrateur et Président du Conseil d'Administration. Monsieur Geoffroy d'ASPREMONT LYNDEN sera désormais Président du Conseil d'Administration.

L'Assemblée a également renouvelé le mandat des Administrateurs suivants pour la durée d'un an:

Messieurs Geoffroy d'ASPREMONT LYNDEN Président

Pierre AHLBORN

Antoine CALVISI

Johnny DEBUYSSCHER

Guy LERMINIAUX

Dominik OST

Lucien VAN DEN BRANDE

PETERCAM (LUXEMBOURG) S.A. représentée par:

Messieurs Christian BERTRAND et/ou Michel PINTE.

Composition du Conseil d'Administration

Geoffroy d'ASPREMONT LYNDEN, Président

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Pierre AHLBORN

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Antoine CALVISI

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Johnny DEBUYSSCHER

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Francis HEYMANS

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Guy LERMINIAUX

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Dominik OST

(résidant professionnellement à L-1142 LUXEMBOURG, 1A, rue Pierre d'Aspelt)

PETERCAM (Luxembourg) S.A., représentée par Monsieur Christian BERTRAND (résidant professionnellement à L-1142 LUXEMBOURG, 1A, rue Pierre d'Aspelt) (ayant son siège social à L-1142 LUXEMBOURG, 1A, rue Pierre d'Aspelt)

Lucien VAN DEN BRANDE

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Réviseur d'Entreprises

PricewaterhouseCoopers S.à r.l.

(ayant son siège social à L-1471 LUXEMBOURG, 400, route d'Esch)

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 8 juin 2009.
BANQUE DE LUXEMBOURG
Société Anonyme
Signature

Référence de publication: 2009072984/51.

(090086008) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Haymarket Financial Luxembourg 3, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 145.039.

1. Par résolutions signées en date du 21 avril 2009, l'associé unique a nommé John Molloy, avec adresse professionnelle au 7a, rue Robert Stümper, L-2557 Luxembourg, au mandat de gérant avec effet immédiat et pour une durée indéterminée

2. Par résolutions signées en date du 12 mai 2009, l'associé unique a pris les décisions suivantes:

- Acceptation de la démission de:

* Bruno Bagnouls, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1025 Luxembourg de son mandat de gérant avec effet immédiat

* Stéphanie Traon, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1025 Luxembourg de son mandat de gérant avec effet immédiat

- Nomination de:

* David Harris, avec adresse professionnelle au 7a, rue Robert Stümper, L-2557 Luxembourg, au mandat de gérant avec effet immédiat et pour une durée indéterminée

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 4 juin 2009.

Signature.

Référence de publication: 2009072966/21.

(090086048) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

STIN Luxembourg SA, Société Anonyme.

Siège social: L-2453 Luxembourg, 5, rue Eugène Ruppert.

R.C.S. Luxembourg B 50.684.

Extrait du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue le 26 février 2009

Il résulte dudit procès-verbal que GRANT THORNTON LUX AUDIT S.A. avec siège social à 83 Pafebruch, L-8308 CAPELLEN a été nommé en tant que réviseur d'entreprises de la Société avec effet au 15 mai 2008 en remplacement de ERNST & YOUNG S.A.. Son mandat expirera à l'issue de l'assemblée générale des actionnaires statuant sur les comptes pour l'année se terminant au 31 décembre 2008.

Luxembourg, le 5 juin 2009.

Pour extrait conforme

Alex SCHMITT

Mandataire

Référence de publication: 2009072974/16.

(090086016) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Iaba S.A., Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 66.563.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Un administrateur

Référence de publication: 2009072955/12.

(090085871) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Faba S.A., Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.
R.C.S. Luxembourg B 66.559.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société
Signature
Un administrateur

Référence de publication: 2009072957/12.

(090085879) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Finance Européenne SAH, Société Anonyme.

Siège social: L-1650 Luxembourg, 66, avenue Guillaume.
R.C.S. Luxembourg B 37.945.

Les comptes annuels au 31 Décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072949/10.

(090086072) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Foncière Rocade, Société Anonyme.

Siège social: L-2226 Luxembourg, 6, rue du Fort Niedergruenewald.
R.C.S. Luxembourg B 107.488.

Il résulte du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue à Luxembourg en date du 14 mai 2009 que les résolutions suivantes ont été adoptées:

1. Le mandat de réviseur d'entreprises de Deloitte SA., avec siège social au 560, rue de Neudorf, L-2220 Luxembourg, dont le numéro d'inscription auprès du Registre de Commerce et des Sociétés de Luxembourg est le B 67.895, est renouvelé pour une période prenant fin au terme de l'assemblée statuant sur les comptes annuels au 31 décembre 2009.

2. Les mandats des administrateurs suivants ont été renouvelés jusqu'à l'assemblée générale statuant sur les comptes annuels au 31 décembre 2012:

- Monsieur Xavier De Sarau, né le 11 décembre 1950 à Toulouse (France), demeurant à CH-1207 Genève, 20, Quai Gustave-Ador;

- Monsieur Wil Rooders, né le 4 décembre 1942 à La Haye (Pays-Bas), demeurant au 14, rue Devriesplein, 2101GH Heemstede, Pays-Bas;

- Monsieur Michel Garbolino, né le 24 novembre 1943 à Paris (France), demeurant à 50, rue de Rochechouart, F-75009 Paris;

- Monsieur Didier Moinet, né le 18 avril 1948 à Châtelleraut (France), demeurant au 30, rue Michel Ange, F-75016 Paris.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fait à Luxembourg, le 28 novembre 2008.

Pour la Société
Signature
Un mandataire

Référence de publication: 2009072971/27.

(090086059) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

YMA Fund, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.
R.C.S. Luxembourg B 65.852.

Extrait des délibérations de l'Assemblée Générale Ordinaire du 12 mai 2009

L'Assemblée Générale a reconduit à l'unanimité le mandat des Administrateurs pour un nouveau terme d'un an.

L'Assemblée Générale a par ailleurs nommé PricewaterhouseCoopers S.à r.l. en qualité de Réviseur d'Entreprises (en remplacement de la société ERNST & YOUNG) jusqu'à l'issue de l'Assemblée Générale Ordinaire qui statuera sur les comptes de l'exercice social 2009.

Composition du Conseil d'Administration

Antoine CALVISI Président

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Philippe HAQUENNE

(ayant son siège social à L-1728 LUXEMBOURG, 2, rue de l'Eau)

Nico THILL

(résidant professionnellement à L-2449 LUXEMBOURG, 22-24, boulevard Royal)

Yves MAHE

(ayant son siège social à L-1728 LUXEMBOURG, 2, rue de l'Eau)

Réviseur d'Entreprises

PricewaterhouseCoopers S.à r.l.

(ayant son siège social L-1471 Luxembourg, 400, route d'Esch)

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 juin 2009.

BANQUE DE LUXEMBOURG

Société Anonyme

Marie-Cécile MAHY-DUBOURG

Fondée de Pouvoir

Référence de publication: 2009072988/30.

(090086012) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Gaba S.A., Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 66.561.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Un administrateur

Référence de publication: 2009072960/12.

(090085886) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Valico SA, Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 62.314.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Un administrateur

Référence de publication: 2009072953/12.

(090085860) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Invia S.A., Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 62.304.

Le bilan et l'annexe au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société
Signature
Un administrateur

Référence de publication: 2009072954/12.

(090085866) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Aberdeen Fund Management S.A., Société Anonyme.

Siège social: L-1246 Luxembourg, 2, rue Albert Borschette.
R.C.S. Luxembourg B 138.726.

Les comptes annuels au 31 Décembre 2008 ont été déposés au registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 12 juin 2009.

Selim Saykan
Director

Référence de publication: 2009072945/12.

(090085928) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

RX Healthcare Immobilien S.A., Société Anonyme.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.
R.C.S. Luxembourg B 141.323.

Les comptes annuels au 30 septembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 3 Juin 2009.

Signature.

Référence de publication: 2009072918/10.

(090085873) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Tradeguide S.à r.l., Société à responsabilité limitée.

Capital social: EUR 13.000,00.

Siège social: L-1628 Luxembourg, 1, rue des Glacis.
R.C.S. Luxembourg B 81.465.

Le bilan au 31 décembre 2007 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société
Signature

Référence de publication: 2009072947/12.

(090086053) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Carlo Tassara International S.A., Société Anonyme.

Siège social: L-1417 Luxembourg, 6, rue Dicks.
R.C.S. Luxembourg B 98.410.

Extrait des résolutions prises lors de l'assemblée générale des actionnaires de la société du 25 mai 2009

Il résulte du procès-verbal de l'assemblée générale des actionnaires tenue en date du 25 mai 2009 à Luxembourg que:

1. La démission de M. Claude Le Monnier, de son mandat d'administrateur et administrateur délégué de la Société, a été acceptée par l'assemblée générale des actionnaires avec effet immédiat.

2. L'administrateur suivant a été nommé avec effet immédiat en remplacement de l'administrateur démissionnaire, et ce jusqu'à l'assemblée générale annuelle des actionnaires de la Société statuant sur l'approbation des comptes au 31 décembre 2011:

- Monsieur Aloyse May, né le 16 juillet 1954 à Strasbourg, France, demeurant au 30, op der Berk, L-8118 Bridel, Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fait à Luxembourg, le 26 mai 2009.

Pour la Société

Signature

Un Mandataire

Référence de publication: 2009072973/21.

(090086061) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Haymarket Financial Luxembourg 2, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 145.040.

1. Par résolutions signées en date du 21 avril 2009, l'associé unique a nommé John Molloy, avec adresse professionnelle au 7a, rue Robert Stümper, L-2557 Luxembourg, au mandat de gérant avec effet immédiat et pour une durée indéterminée

2. Par résolutions signées en date du 12 mai 2009, l'associé unique a pris les décisions suivantes:

- Acceptation de la démission de:

* Bruno Bagnouls, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1025 Luxembourg de son mandat de gérant avec effet immédiat

* Stéphanie Traon, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1025 Luxembourg de son mandat de gérant avec effet immédiat

- Nomination de:

* David Harris, avec adresse professionnelle au 7a, rue Robert Stümper, L-2557 Luxembourg, au mandat de gérant avec effet immédiat et pour une durée indéterminée.

Pour mention aux fins de la publication au Mémorial, Recueil Spécial des Sociétés et Associations.

Luxembourg, le 4 juin 2009.

Signature.

Référence de publication: 2009072965/21.

(090086045) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Petercam Moneta, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 33.352.

Extrait des délibérations de l'Assemblée Générale Ordinaire du 20 mai 2009

L'Assemblée a nommé Monsieur Francis HEYMANS, Administrateur, pour un mandat d'un an et ce, sous réserve de l'accord de la Commission de Surveillance du Secteur Financier.

L'Assemblée a par ailleurs pris note de la démission de Monsieur Pierre DRION de ses mandats d'Administrateur et Président du Conseil d'Administration. Monsieur Geoffroy d'ASPREMONT LYNDEN sera désormais Président du Conseil d'Administration.

L'Assemblée a également renouvelé le mandat des Administrateurs suivants pour la durée d'un an:

Messieurs Geoffroy d'ASPREMONT LYNDEN Président

Pierre AHLBORN

Antoine CALVISI

Johnny DEBUYSSCHER

Guy LERMINIAUX

Dominik OST

Lucien VAN DEN BRANDE

PETERCAM (LUXEMBOURG) S.A. représentée par:

Messieurs Christian BERTRAND et/ou Michel PINTE.

Composition du Conseil d'Administration

Geoffroy d'ASPREMONT LYNDEN, Président

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Pierre AHLBORN

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Antoine CALVISI

(résidant professionnellement à L-2449 LUXEMBOURG, 14, boulevard Royal)

Johnny DEBUYSSCHER

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Francis HEYMANS

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Guy LERMINIAUX

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Dominik OST

(résidant professionnellement à L-1142 LUXEMBOURG, 1A, rue Pierre d'Aspelt)

PETERCAM (Luxembourg) S.A., représentée par Monsieur Christian BERTRAND (résidant professionnellement à L-1142 LUXEMBOURG, 1A, rue Pierre d'Aspelt) (ayant son siège social à L-1142 LUXEMBOURG, 1A, rue Pierre d'Aspelt)

Lucien VAN DEN BRANDE

(résidant professionnellement à B-1000 BRUXELLES, 19, Place Sainte-Gudule)

Réviseur d'Entreprises

PricewaterhouseCoopers S.à r.l.

(ayant son siège social à L-1471 LUXEMBOURG, 400, route d'Esch)

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 6 juin 2009.

BANQUE DE LUXEMBOURG

Société Anonyme

Signature

Référence de publication: 2009072987/51.

(090086010) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

3E Car Park Managers, S.à r.l., Société à responsabilité limitée.

Capital social: EUR 100.000,00.

Siège social: L-1628 Luxembourg, 1, rue des Glacis.

R.C.S. Luxembourg B 114.886.

Le bilan au 31 décembre 2007 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Référence de publication: 2009072996/12.

(090086095) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Even RX Vier S.à R.L., Société à responsabilité limitée.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 141.340.

Les comptes annuels consolidés au 30 septembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 Juin 2009.

Signature.

Référence de publication: 2009072920/11.

(090085880) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

R.J. Claessens & Partners Sàrl, Société à responsabilité limitée.

Siège social: L-5553 Remich, 18, Quai de la Moselle.

R.C.S. Luxembourg B 132.076.

Le bilan au 31/12/2008 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072942/10.

(090086172) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Select' Car Sàrl, Société à responsabilité limitée.

Siège social: L-8461 Eischen, 40, rue Bourg.

R.C.S. Luxembourg B 117.574.

Le bilan au 31/12/2008 a été déposé au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072944/10.

(090086173) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Aberdeen Property Funds Eastern Europe SICAV-FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1246 Luxembourg, 2, rue Albert Borschette.

R.C.S. Luxembourg B 132.956.

Les comptes annuels au 31 Décembre 2008 ont été déposés au registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 12 juin 2009.

Selim Saykan.

Référence de publication: 2009072946/11.

(090085932) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Finance Européenne SAH, Société Anonyme.

Siège social: L-1650 Luxembourg, 66, avenue Guillaume.

R.C.S. Luxembourg B 37.945.

Les comptes annuels au 31 Décembre 2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009072948/10.

(090086064) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Northern & Shell Luxembourg Sàrl, Société à responsabilité limitée.

Capital social: GBP 10.000,00.

Siège social: L-1724 Luxembourg, 17, boulevard du Prince Henri.

R.C.S. Luxembourg B 128.441.

Avec effet au 29 mai 2009, Mme Mireille Herbrand, ayant son adresse professionnelle au 17, boulevard Prince Henri, L-1724 Luxembourg, et née le 30.04.1974 à Malmédy, Belgique a été nommé Gérant de la Société.

Luxembourg, le 8 juin 2009.

Paul de Haan

Gérant

Référence de publication: 2009073045/13.

(090086370) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Kerstin S.à r.l., Société à responsabilité limitée.

Capital social: EUR 21.390.000,00.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 134.982.

Extrait des résolutions prises par l'associé unique en date du 12 juin 2009

L'associé unique a accepté avec effet au 20 mai 2009 la démission de Monsieur Erlend Smith en tant que gérant de la société. Il a été décidé qu'il ne serait pas pourvu à son remplacement.

Le conseil de gérance se compose dorénavant comme suit:

Michael Newton, Brian McMahon, Karl Heinz Horrer et Andreas Demmel.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Signature

Un mandataire

Référence de publication: 2009072508/17.

(090086485) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

The Angel Mall S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 11, boulevard Royal.

R.C.S. Luxembourg B 120.262.

—
Resignation as director of the board

I hereby resign as a Director of the Board for THE ANGEL MALL S.A. with immediate effect.

Luxembourg, June 8th, 2009.

Pierre ARENS.

Démission en tant qu'administrateur au conseil d'administration

Je donne ma démission par la présente en tant qu'administrateur du conseil d'administration de THE ANGEL MALL S.A. avec effet immédiat.

Référence de publication: 2009072514/13.

(090085884) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Quantica Luxembourg S.A., Société Anonyme.

R.C.S. Luxembourg B 122.890.

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EXTRAIT

Le siège social auprès de International Corporate Activities, Intercorp S.A., est dénoncé avec effet immédiat.

Luxembourg, le 5 juin 2009.

POUR EXTRAIT CONFORME

INTERNATIONAL CORPORATE ACTIVITIES, INTERCORP S.A.

Signature

Référence de publication: 2009072600/12.

(090085251) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Pasren S.A., Société Anonyme.

R.C.S. Luxembourg B 105.585.

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EXTRAIT

Le siège social auprès de International Corporate Activities, Intercorp S.A., est dénoncé avec effet immédiat.

Luxembourg, le 5 juin 2009.

POUR EXTRAIT CONFORME

INTERNATIONAL CORPORATE ACTIVITIES, INTERCORP S.A.

Signature

Référence de publication: 2009072596/12.

(090085246) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

HEPP III Management Company S. à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 106.142.

Suite à la décision de l'actionnaire unique de la société à responsabilité limitée, HEPP III Management Company S.à r.l., datée du 31 mars 2009, le mandat de Ernst & Young S.A., en tant que réviseur d'entreprise est renouvelé jusqu'à la date de l'assemblée générale ordinaire qui aura lieu en 2010.

Luxembourg, le 2 juin 2009.

Brown Brothers Harriman (Luxembourg) S.C.A.

Signature

Référence de publication: 2009072646/13.

(090086309) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Valves Investment S.A., Société Anonyme.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 136.012.

Les comptes annuels au 31 décembre 2008 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour VALVES INVESTMENT S.A.

Christophe BLONDEAU / Adrien COULOMBEL

Administrateur / Administrateur

Référence de publication: 2009072761/12.

(090086211) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Powergen Luxembourg SE, Société Européenne.

Siège social: L-1840 Luxembourg, 8A, boulevard Joseph II.

R.C.S. Luxembourg B 79.617.

In the year two thousand and nine, on the ninth day of the month of June.

Before Maître Blanche Moutrier, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg,

Was held an extraordinary general meeting of shareholders of Powergen Luxembourg SE (the "Company"), a société européenne having its registered office at 8a, boulevard Joseph II, L-1840 Luxembourg, incorporated by deed of Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg on 4th December 2000, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 551 on 19th July 2001.

The articles of incorporation of the Company were amended for the last time by deed of the undersigned notary on 31st July 2008 published in the Mémorial number 1972 on 13th August 2008.

The meeting was presided by Mr David Beynon, financial consultant, residing in Essex, United Kingdom.

Mr Paul de Haan, accountant, residing in Luxembourg, Grand Duchy of Luxembourg, was appointed as secretary and scrutineer.

The chairman declared and requested the notary to state that:

1. The shareholders represented and the number of shares held by them are shown on an attendance list signed by the chairman, the secretary and the scrutineer and the undersigned notary. The said list will remain attached to this document to be filed with the registration authorities.

2. It appears from said attendance list that all six hundred fourteen thousand eight hundred three (614,803) shares in issue, being two hundred ninety-four thousand seven hundred eighty-three (294,783) class A shares and three hundred twenty thousand twenty (320,020) class B shares were represented at the present general meeting.

3. All shareholders represented declared having had full knowledge of the agenda of the meeting and waived their rights to prior notice so that the meeting can validly decide on all items of the agenda.

4. On 26th November 2008 the board of directors of the Company resolved to propose to the shareholders of the Company to transfer the registered office of the Company from the Grand Duchy of Luxembourg to the United Kingdom.

5. All formalities with respect to the transfer of the registered office of the Company from the Grand Duchy of Luxembourg to the United Kingdom as provided for by articles 101-2 a. 101-9 of the law of 10th August 1915 on commercial companies, as amended (the "Law") and by article 8 of the Council Regulation (EC) N° 2157/2001 of 8th October 2001 on the Statute for a European company (the "Regulation"), have been complied with, in particular:

a) the board has drawn up a transfer proposal which was published in the Memorial numbers 2903 and 2904 on 5th December 2008, i.e. at least two months prior to the holding of the present extraordinary general meeting of the shareholders of the Company;

b) the board has drawn up a board report on the proposed transfer of registered office from the Grand Duchy of Luxembourg to the United Kingdom in accordance with article 101-4 of the Law and article 8 (3) of the Regulation;

c) the board report and the transfer proposal were available for consultation to the creditors and the shareholders and the shareholders and the creditors have been duly informed of their right to consult the board report and the transfer proposal at the registered office of the Company one month prior to the present general meeting;

d) the creditors were duly informed of their right to apply for security to the Tribunal d'Arrondissement de et à Luxembourg sitting in commercial matters within a two-month period starting on the date of publication of the transfer proposal in the Memorial;

e) the Company has no bondholders;

f) the Company currently has only one employee who is one of the members of the board of directors. This employee of the Company will cease to be employed by the Company by mutual agreement with effect on 9th June 2009 at midnight. Under Luxembourg law, the Company is not bound to involve its employees in the management of the Company. Thus Council Directive N° 2001/86/EC of 8th October 2001 supplementing the Statute for a European company with regard to the involvement of employees and the provisions of the law of 25th August 2006 implementing it are not applicable.

6. The agenda of the meeting was as follows:

A. Presentation and approval of the transfer proposal as published in the Memorial numbers 2903 and 2904 of 5th December 2008 and the board report on the transfer of the registered office from the Grand Duchy of Luxembourg to the United Kingdom.

B. Approval of the change of nationality and approval of the transfer of the registered office of the Company from 8a, boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg to Westwood Way, Westwood Business Park, Coventry, CV4 8LG, United Kingdom with effect from the date on which the Company will be registered with the Companies House in the United Kingdom (the "Effective Date").

C. Subject to the approval of the items hereabove, closure of the current accounting year having started on 1st January 2009, with effect from 9th June 2009 at midnight; change of the accounting year of the Company so that it shall start on the tenth day of the month of June of each year and shall terminate on the ninth day of the month of June of the following year; consequential amendment of article 15 of the articles of association of the Company.

D. Approval and adoption of new articles of association of the Company compliant with English law as from the effective date, the proxyholder being expressly authorised and empowered to make and agree to such changes and amendments as deemed appropriate.

E. Acceptance of the resignation of Mr Jack Groesbeek, Mr Eric Isaac, Mr Stefan Hloch and Mr Paul de Haan as members of the board of directors of the Company with effect from 9th June 2009 at midnight; change of the duration of the appointment of Mr David Beynon as director of the Company so as to appoint him for an unlimited duration and appointment of the following persons as additional directors of the Company with effect from 10th June 2009 for an unlimited duration:

- Ms Deborah Gandley, solicitor, born on 18th August 1971 in Solihull (United Kingdom), residing at 4, Foxcote Close, Shirley, Solihull, Nest Midlands, B90 4PR, United Kingdom;

- Ms Mary Delia Clarke, treasury manager, born on 23rd November 1964 in Birmingham (United Kingdom), residing at 65, Langfield Road, Knowle, Solihull, Nest Midlands, B93 9PS, United Kingdom.

F. Acceptance of the resignation of Mrs Mireille Herbrand as statutory auditor of the Company with effect from 9th June 2009 at midnight for the new accounting period, it being understood that Mrs Mireille Herbrand will continue the audit of the accounts as at 9th June 2009 and appointment of PricewaterhouseCoopers LLP with effect from 10th June 2009 for the new accounting period starting on 10th June 2009.

G. Instruction, authorisation and granting of a power to any director of the Company to take the appropriate steps to have the Company registered with Companies House in the United Kingdom as well as instruction of any director of the Company in office as at the date hereof, with full power of substitution, to acknowledge in front of a public notary of his choice in Luxembourg the registration of the Company with Companies House and the Effective Date.

Thereafter the meeting unanimously passed the following resolutions:

First resolution

The general meeting noted and acknowledged that the registered office of the Company has been transferred from 99, Grand-Rue, L-1661 Luxembourg to 8a, boulevard Joseph II, L-1840 Luxembourg with effect from 1st January 2009.

The transfer proposal relating to the transfer of the registered office of the Company from Luxembourg to Westwood Way, Westwood Business Park, Coventry, CV4 8LG, United Kingdom as published in the Memorial numbers 2903 and 2904 of 5th December 2008 and the board report thereon were presented to the meeting.

Thereafter the general meeting carefully considered the terms thereof and resolved to approve such transfer proposal subject to the amendments which appeared necessary as provided for in the following resolutions.

Second resolution

The general meeting resolved to change the nationality of the Company from Luxembourg to English and to transfer the registered office of the Company from 8a, boulevard Joseph II, L-1840 Luxembourg to Westwood Way, Westwood Business Park, Coventry, CV4 8LG, United Kingdom with effect from the Effective Date.

Third resolution

The general meeting resolved to close the current accounting year of the Company having started on 1st January 2009 with effect from the date hereof at midnight and to change the accounting year of the Company so as to start from now on each year on the tenth day of the month of June and to terminate on the ninth day of the month of June of the following year.

Further to the above resolution, the general meeting resolved to amend article 15 of the articles of association accordingly to read as follows:

"The accounting year of the Company shall begin on the tenth day of the month of June of each year and shall terminate on the ninth day of the month of June of the following year."

Fourth resolution

The general meeting noted the proposed articles of association as set out in the transfer proposal published in the Memorial numbers 2903 and 2904 of 5th December 2008.

The general meeting noted that the new articles of association of the Company to be adopted by it further to the transfer of the Company's registered office to the United Kingdom approved hereabove shall comply with English law and will become effective on the Effective Date.

Therefore, the general meeting resolved to adopt new articles of association of the Company as from the effective date as follows:

*"Companies Acts 1985 to 2006
Council regulation (EC) No 2157/2001 of 8 October 2001 on the statute for a European Company (SE)
A European Public Limited Liability Company (Societas Europaea or SE)*

Articles of association of Powergen Luxembourg SE

Preliminary

Table A	1. The regulations in Table A as in force at the date of the incorporation of the Company shall not apply to the Company.
EC Regulation	2. Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the Regulation) shall apply to the Company and to the extent that there is any inconsistency between the Regulation and these Articles, the Regulation shall apply.
Definitions	<p>3. In these Articles, except where the subject or context otherwise requires:</p> <p>A Shares means the issued A ordinary shares of €0.20 each in the capital of the company;</p> <p>Act means the Companies Act 1985 including any modification or re-enactment of it for the time being in force;</p> <p>address includes a number or address used for the purposes of sending or receiving documents or information by electronic means;</p> <p>Articles means these articles of association as altered from time to time by special resolution;</p> <p>auditors means the auditors of the Company;</p> <p>B Shares means the issued B ordinary shares of €0.20 each in the capital of the company;</p> <p>the board means the directors or any of them acting as the board of directors of the Company;</p> <p>clear days in relation to the sending of a notice means the period excluding the day on which a notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p> <p>Companies Acts has the meaning given by section 2 of the Companies Act 2006;</p> <p>director means a director of the Company;</p> <p>dividend means dividend or bonus;</p> <p>electronic copy, electronic form and electronic means have the meanings given to them by section 1168 of the Companies Act 2006;</p> <p>entitled by transmission means, in relation to a share in the capital of the Company, entitled as a consequence of the death or bankruptcy of the holder or otherwise by operation of law;</p> <p>hard copy and hard copy form have the meanings given to them by section 1168 of the Companies Act 2006;</p> <p>holder in relation to a share in the capital of the Company means the member whose</p>

name is entered in the register as the holder of that share;

member means a member of the Company;

Memorandum means the memorandum of association of the Company as amended from time to time;

office means the registered office of the Company;

paid means paid or credited as paid;

recognised person means a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange, each of which terms has the meaning given to it by section 778 of the Companies Act 2006;

register means either or both of the issuer register of members and the Operator register of members of the Company;

seal means the common seal of the Company and includes any official seal kept by the Company by virtue of section 39 or 40 of the Act;

secretary means the secretary of the Company and includes a joint, assistant, deputy or temporary secretary and any other person appointed to perform the duties of the secretary;

United Kingdom means Great Britain and Northern Ireland;

working day has the meaning given by section 1173 of the Companies Act 2006.

Construction

4. Where, in relation to a share, these Articles refer to a relevant system, the reference is to the relevant system in which that share is a participating security at the relevant time.

References to a document or information being sent, supplied or given to or by a person mean such document or information, or a copy of such document or information, being sent, supplied, given, delivered, issued or made available to or by, or served on or by, or deposited with or by that person by any method authorised by these Articles, and sending, supplying and giving shall be construed accordingly.

References to writing mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether in electronic form or otherwise, and written shall be construed accordingly.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include corporations.

Words or expressions contained in these Articles which are not defined in Article 3 but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context.

Subject to the preceding two paragraphs, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

Headings and marginal notes are inserted for convenience only and do not affect the construction of these Articles.

In these Articles, (a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them; (b) the word board in the context of the exercise of any power contained in these Articles includes any committee consisting of one or more directors, any director, any other officer of the Company and any local or divisional board, manager or agent of the Company to which or, as the case may be, to whom the power in question has been delegated; (c) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and (d) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these Articles or under another delegation of the power.

Share Capital

Share capital

5. The share capital of the Company on the adoption of these Articles is €122,960.60 divided into 294,783 A Shares and 320,020 B Shares. Such shares shall entitle the holders to the respective rights and privileges, and subject them to the respective

Shares with special rights	<p>restrictions and provisions, contained in these articles but save as otherwise provided in these articles the A Shares and the B Shares shall rank pari passu in all respects.</p> <p>6. Subject to the provisions of the Companies Acts and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the board shall determine.</p>
Section 80 authority	<p>7. The board has general and unconditional authority to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the section 80 amount, for each prescribed period.</p>
Section 89 disapplication	<p>8. The board is empowered for each prescribed period to allot equity securities for cash pursuant to the authority conferred by Article 7 as if section 89(1) of the Act did not apply to any such allotment, provided that its power shall be limited to:</p> <p>(a) the allotment of equity securities in connection with a preemptive issue; and</p> <p>(b) the allotment (otherwise than pursuant to Article 8a) of equity securities up to an aggregate nominal amount equal to the section 89 amount.</p> <p>This Article applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in this Article the words "pursuant to the authority conferred by Article 12" were omitted.</p>
Allotment after expiry	<p>9. Before the expiry of a prescribed period the Company may make an offer or agreement which would or might require equity securities or other relevant securities to be allotted after such expiry. The board may allot equity securities or other relevant securities in pursuance of that offer or agreement as if the prescribed period during which that offer or agreement was made had not expired.</p>
Definitions	<p>10. In this Article and Articles 7, 8 and 9:</p> <p>prescribed period means any period for which the authority conferred by Article 7 is given by ordinary or special resolution stating the section 80 amount and/or the power conferred by Article 8 is given by special resolution stating the section 89 amount;</p> <p>pre-emptive issue means an offer of equity securities to ordinary shareholders or an invitation to ordinary shareholders to apply to subscribe for equity securities (whether by way of rights issue, open offer or otherwise) where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares or other equity securities, as the case may be held by them, but subject to such exclusions or other arrangements as the board may deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws or regulations of any territory or the requirements of any regulatory body or stock exchange;</p> <p>section 80 amount means, for any prescribed period, the amount stated in the relevant ordinary or special resolution; and</p> <p>section 89 amount means, for any prescribed period, the amount stated in the relevant special resolution.</p>
Residual allotment powers	<p>11. Subject to the provisions of the Companies Acts relating to authority, pre-emption rights or otherwise and of any resolution of the Company in general meeting passed pursuant to those provisions, and, in the case of redeemable shares, the provisions of Article 12:</p> <p>(a) all unissued shares for the time being in the capital of the Company shall be at the disposal of the board; and</p> <p>(b) the board may reclassify, allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as it thinks fit.</p>
Redeemable shares	<p>12. Subject to the provisions of the Companies Acts, and without prejudice to any rights attached to any existing shares or class of shares, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles.</p>
Commissions	<p>13. The Company may exercise all powers of paying commissions or brokerage conferred or permitted by the Companies Acts. Subject to the provisions of the</p>

Companies Acts, any such commission or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

Trusts not recognised 14. Except as required by law, the Company shall recognise no person as holding any share on any trust and (except as otherwise provided by these Articles or by law) the Company shall not be bound by or recognise any interest in any share (or in any fractional part of a share) except the holder's absolute right to the entirety of the share (or fractional part of the share).

Variation of rights

Method of varying rights 15. Subject to the provisions of the Companies Acts, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of allotment of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either:

(a) with the written consent of the holders of three-quarters in nominal value of the issued shares of the class (excluding any shares of that class held as treasury shares), which consent shall be in hard copy form or in electronic form sent to such address (if any) for the time being specified by or on behalf of the Company for that purpose, or in default of such specification to the office, and may consist of several documents, each executed or authenticated in such manner as the board may approve by or on behalf of one or more holders, or a combination of both; or

(b) with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class,

but not otherwise.

When rights deemed to be varied 16. For the purposes of Article 15, if at any time the capital of the Company is divided into different classes of shares, unless otherwise expressly provided by the rights attached to any share or class of shares, those rights shall be deemed to be varied by:

(a) the reduction of the capital paid up on that share or class of shares otherwise than by a purchase or redemption by the Company of its own shares; and

(b) the allotment of another share ranking in priority for payment of a dividend or in respect of capital or which confers on its holder voting rights more favourable than those conferred by that share or class of shares,

but shall not be deemed to be varied by:

(c) the creation or issue of another share ranking equally with, or subsequent to, that share or class of shares or by the purchase or redemption by the Company of its own shares.

Share certificates

Members' rights to certificates 17. Every member, on becoming the holder of any shares shall be entitled, without payment, to one certificate for all the shares of each class held by him (and, on transferring a part of his holding of shares of any class, to a certificate for the balance of such holding). He may elect to receive one or more additional certificates for any of his shares if he pays a reasonable sum determined from time to time by the board for every certificate after the first. Every certificate shall:

(a) be executed under the seal or in such other manner as the board may approve; and

(b) specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up on the shares.

The Company shall not be bound to issue more than one certificate for shares held jointly by more than one person and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them. Shares of different classes may not be included in the same certificate.

Replacement certificates 18. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of any exceptional out-of-pocket expenses reasonably incurred by the Company in investigating evidence and preparing the requisite form of indemnity as the board may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

Lien

Company to have lien on shares	19. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys payable to the Company (whether presently or not) in respect of that share. The board may at any time (generally or in a particular case) waive any lien or declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount (including without limitation dividends) payable in respect of it.
Enforcement of lien by sale	20. The Company may sell, in such manner as the board determines, any share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been sent to the holder of the share, or to the person entitled to it by transmission, demanding payment and stating that if the notice is not complied with the share may be sold.
Giving effect to sale	21. To give effect to that sale the board may authorise any person to execute an instrument of transfer in respect of the share sold to, or in accordance with the directions of, the buyer. The title of the transferee to the shares shall not be affected by any Irregularity in or invalidity of the proceedings in reference to the sale.
Application of proceeds	22. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Calls on shares

Power to make calls	23. Subject to the terms of allotment, the board may from time to time make calls on the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium). Each member shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company the amount called on his shares as required by the notice. A call may be required to be paid by instalments. A call may be revoked in whole or part and the time fixed for payment of a call may be postponed in whole or part as the board may determine. A person on whom a call is made shall remain liable for calls made on him even if the shares in respect of which the call was made are subsequently transferred.
Time when call made	24. A call shall be deemed to have been made at the time when the resolution of the board authorising the call was passed.
Liability of joint holders	25. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
Interest payable	26. If a call or any instalment of a call remains unpaid in whole or in part after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid. Interest shall be paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, the rate determined by the board, not exceeding 15 per cent, per annum, or, if higher, the appropriate rate (as defined in the Act), but the board may in respect of any individual member waive payment of such interest wholly or in part.
Deemed calls	27. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call duly made and notified and payable on the date so fixed or in accordance with the terms of the allotment. If it is not paid the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call duly made and notified.
Differentiation on calls	28. Subject to the terms of allotment, the board may make arrangements on the issue of shares for a difference between the allottees or holders in the amounts and times of payment of calls on their shares.

Forfeiture and Surrender

Notice requiring payment of call	29. If a call or any instalment of a call remains unpaid in whole or in part after it has become due and payable, the board may give the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred
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	by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
Forfeiture for non-compliance	30. If that notice is not complied with, any share in respect of which it was sent may, at any time before the payment required by the notice has been made, be forfeited by a resolution of the board. The forfeiture shall include all dividends or other moneys payable in respect of the forfeited share which have not been paid before the forfeiture. When a share has been forfeited, notice of the forfeiture shall be sent to the person who was the holder of the share before the forfeiture.
Sale of forfeited shares	31. Subject to the provisions of the Companies Acts, a forfeited share shall be deemed to belong to the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the board determines, either to the person who was the holder before the forfeiture or to any other person. At any time before sale, re-allotment or other disposal, the forfeiture may be cancelled on such terms as the board thinks fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the board may authorise any person to execute an instrument of transfer of the share to that person. The Company may receive the consideration given for the share on its disposal and may register the transferee as holder of the share.
Liability following forfeiture	32. A person shall cease to be a member in respect of any share which has been forfeited and shall surrender the certificate for any forfeited share to the Company for cancellation. The person shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of that share with interest on that amount at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the rate determined by the board, not exceeding 15 per cent, per annum or, if higher, the appropriate rate (as defined in the Act), from the date of forfeiture until payment. The board may waive payment wholly or in part or enforce payment without any allowance for the value of the share at the time of forfeiture or for any consideration received on its disposal.
Evidence of forfeiture or surrender	33. A statutory declaration by a director or the secretary that a share has been duly forfeited or surrendered on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. The declaration shall (subject if necessary to the execution of an instrument of transfer or transfer by means of the relevant system, as the case may be) constitute a good title to the share. The person to whom the share is disposed of shall not be bound to see to the application of the purchase money, if any, and his title to the share shall not be affected by any irregularity in, or invalidity of, the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

Transfer of shares

Form and execution of transfer of share	34. Without prejudice to any power of the Company to register as shareholder a person to whom the right to any share has been transmitted by operation of law, the Instrument of transfer of a share may be in any usual form or in any other form which the board may approve. An instrument of transfer shall be signed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. An instrument of transfer need not be under seal.
Registration of transfer	35. The directors may, in their absolute discretion, refuse to register the transfer of a share to any person, whether or not it is fully paid or a share on which the company has a lien.
Notice of refusal to register	36. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
Suspension of registration	37. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
No fee payable on registration	38. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
Retention of transfers	39. The company shall be entitled to retain any instrument of transfer which is

registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

Transmission of shares

- Transmission 40. If a member dies, the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest. Nothing in these Articles shall release the estate of a deceased member (whether a sole or joint holder) from any liability in respect of any share held by him.
- Elections permitted 41. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- Rights of persons entitled by transmission 42. A person becoming entitled by transmission to a share shall, on production of any evidence as to his entitlement properly required by the board and subject to the requirements of Article 41, have the same rights in relation to the share as he would have had if he were the holder of the share. That person may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of, or to attend or vote at, any meeting of the Company or to receive notice of, or to attend or vote at, any separate meeting of the holders of any class of shares in the capital of the Company.

Alteration of share capital

- Alterations by ordinary resolution 43. The Company may by ordinary resolution:
- (a) increase its share capital by such sum to be divided into shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- New shares subject to these Articles 44. All shares created by ordinary resolution pursuant to Article 43 shall be:
- (a) subject to all the provisions of these Articles, including without limitation provisions relating to payment of calls, lien, forfeiture, transfer and transmission; and
 - (b) unclassified, unless otherwise provided by these Articles, by the resolution creating the shares or by the terms of allotment of the shares.
- Fractions arising 45. Whenever any fractions arise as a result of a consolidation or sub-division of shares, the board may on behalf of the members deal with the fractions as it thinks fit. In particular, without limitation, the board may sell shares representing fractions to which any members would otherwise become entitled to any person (including, subject to the provisions of the Companies Acts, the Company) and distribute the net proceeds of sale in due proportion among those members and the board may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the buyer. The buyer shall not be bound to see to the application of the purchase moneys and his title to the shares shall not be affected by any irregularity in, or invalidity of, the proceedings in relation to the sale.

Power to reduce capital 46. Subject to the provisions of the Companies Acts, the Company may by special resolution reduce its share capital, capital redemption reserve and share premium account in any way.

Purchase of own shares

Power to purchase own shares 47. Subject to and in accordance with the provisions of the Companies Acts and without prejudice to any relevant special rights attached to any class of shares, the Company may purchase any of its own shares of any class (including without limitation redeemable shares) in any way and at any price (whether at par or above or below par) and may hold such shares as treasury shares.

General meetings

Annual general meetings 48. The board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Acts.

Class meetings 49. All provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every separate general meeting of the holders of any class of shares in the capital of the Company, except that:

(a) the necessary quorum shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class (excluding any shares of that class held as treasury shares) or, at any adjourned meeting of such holders, one holder present in person or by proxy, whatever the amount of his holding, who shall be deemed to constitute a meeting;

(b) any holder of shares of the class present in person or by proxy may demand a poll; and

(c) each holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him.

For the purposes of this Article, where a person is present by proxy or proxies, he is treated only as holding the shares in respect of which those proxies are authorised to exercise voting rights.

Convening general meetings 50. The board may call general meetings whenever and at such times and places as it shall determine. On the requisition of members pursuant to the provisions of the Companies Acts, the board shall promptly convene a general meeting in accordance with the requirements of the Companies Acts. If there are insufficient directors in the United Kingdom to call a general meeting any director of the Company may call a general meeting, but where no director is willing or able to do so, any two members of the Company may summon a meeting for the purpose of appointing one or more directors.

Notice of general meetings

Period of notice 51. An annual general meeting shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice.

Recipients of notice 52. Subject to the provisions of the Companies Acts, to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be sent to every member and every director. The auditors are entitled to receive all notices of, and other communications relating to, any general meeting which any member is entitled to receive.

Contents of notice: general 53. The notice shall specify the time, date and place of the meeting and the general nature of the business to be dealt with.

Contents of notice: additional requirements 54. In the case of an annual general meeting, the notice shall specify the meeting as such. In the case of a meeting to pass a special resolution, the notice shall specify the intention to propose the resolution as a special resolution.

Accidental omission to send notice etc. 55. The accidental omission to send a notice of a meeting or resolution, or to send any notification where required by the Companies Acts or these Articles in relation to the publication of a notice of meeting on a website, or to send a form of proxy where required by the Companies Acts or these Articles, to any person entitled to receive it, or the non-receipt for any reason of any such notice, resolution or notification or form of proxy by that person, whether or not the Company is aware of such omission or non-receipt, shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

Quorum	<p>56. No business shall be dealt with at any general meeting unless a quorum is present, but the absence of a quorum shall not preclude the choice or appointment of a chairman, which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Articles, two qualifying persons present at a meeting and entitled to vote on the business to be dealt with are a quorum, unless:</p> <p>(a) each is a qualifying person only because he is authorised under the Companies Acts to act as a representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or</p> <p>(b) each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.</p> <p>For the purposes of this Article a "qualifying person" means (i) an individual who is a member of the Company, (ii) a person authorised under the Companies Acts to act as a representative of the corporation in relation to the meeting, or (iii) a person appointed as proxy of a member in relation to the meeting.</p>
If quorum not present	<p>57. If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved, and in any other case shall stand adjourned to such time and place as the chairman of the meeting may determine.</p>
Chairman	<p>58. The chairman, if any, of the board or, in his absence, some other director nominated by the board, shall preside as chairman of the meeting. If neither the chairman, deputy chairman nor such other director (if any) is present within 15 minutes after the time appointed for holding the meeting or is not willing to act as chairman, the directors present shall elect one of their number to be chairman. If there is only one director present and willing to act, he shall be chairman. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote shall choose one of their number to be chairman.</p>
Directors entitled to speak	<p>59. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the capital of the Company.</p>
Adjournment: chairman's powers	<p>60. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be dealt with at an adjourned meeting other than business which might properly have been dealt with at the meeting had the adjournment not taken place.</p>
Adjournment: procedures	<p>61. Any such adjournment may be for such time and to such other procedures place as the chairman may, in his absolute discretion determine, notwithstanding that by reason of such adjournment some members may be unable to be present at the adjourned meeting. Any such member may nevertheless appoint a proxy for the adjourned meeting either in accordance with Article 81 or by means of a document in hard copy form which, if delivered at the meeting which is adjourned to the chairman or the secretary or any director, shall be valid even though it is given at less notice than would otherwise be required by Article 81(a)81(a). When a meeting is adjourned for 30 days or more or for an indefinite period, notice shall be sent at least seven clear days before the date of the adjourned meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to send any notice of an adjournment or of the business to be dealt with at an adjourned meeting.</p>
Amendments to resolutions	<p>62. If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman, an amendment may be withdrawn by its proposer before it is voted on. No amendment to a resolution duly proposed as a special resolution may be considered or voted on (other than a mere clerical amendment to correct a patent error). No amendment to a resolution duly proposed as an ordinary resolution may be considered or voted on (other than a mere clerical amendment to correct a patent error) unless either:</p> <p>(a) at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the ordinary resolution is to be considered, notice of the terms of</p>

	<p>the amendment and the intention to move it has been delivered in hard copy form to the office or to such other place as may be specified by or on behalf of the Company for that purpose, or received in electronic form at such address (if any) for the time being specified by or on behalf of the Company for that purpose, or</p> <p>(b) the chairman in his absolute discretion decides that the amendment may be considered and voted on.</p>
Methods of voting	<p>63. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a vote on the show of hands, or on the withdrawal of any other demand for a poll, a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded by:</p> <p>(a) the chairman of the meeting; or</p> <p>(b) (except on the election of the chairman of the meeting or on a question of adjournment) at least five members present in person or by proxy having the right to vote on the resolution; or</p> <p>(c) any member or members present in person or by proxy representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any shares held as treasury shares); or</p> <p>(d) any member or members present in person or by proxy holding shares conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right (excluding any shares conferring a right to vote on the resolution which are held as treasury shares).</p> <p>The appointment of a proxy to vote on a matter at a meeting authorises the proxy to demand, or join in demanding, a poll on that matter. In applying the provisions of this Article, a demand by a proxy counts (i) for the purposes of paragraph (b) of this Article, as a demand by the member, (ii) for the purposes of paragraph (c) of this Article, as a demand by a member representing the voting rights that the proxy is authorised to exercise, and (iii) for the purposes of paragraph (d) of this Article, as a demand by a member holding the shares to which those rights are attached.</p>
Declaration of result	<p>64. Unless a poll is duly demanded (and the demand is not withdrawn before the poll is taken) a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.</p>
Chairman's casting vote	<p>65. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.</p>
Withdrawal of demand for poll	<p>66. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If the demand for a poll is withdrawn, the chairman or any other member entitled may demand a poll.</p>
Conduct of poll	<p>67. Subject to Article 68, a poll shall be taken as the chairman directs and he may, and shall if required by the meeting, appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>
When poll to be taken	<p>68. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either at the meeting or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.</p>
Notice of poll	<p>69. No notice need be sent of a poll not taken at the meeting at which it is demanded if the time and place at which it is to be taken are announced at the meeting. In any other case notice shall be sent at least seven clear days before the taking of the poll specifying the time and place at which the poll is to be taken.</p>

Effectiveness of special resolutions 70. Where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

Votes of members

Right to vote 71. Subject to any rights or restrictions attached to any shares:
(a) on a show of hands every member who is present in person shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote; and
(b) on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

Votes of joint holders 72. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.

Member under incapacity 73. A member in respect of whom an order has been made by a court or official having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised for that purpose appointed by that court or official. That receiver, curator bonis or other person may, on a show of hands or on a poll, vote by proxy. The right to vote shall be exercisable only if evidence satisfactory to the board of the authority of the person claiming to exercise the right to vote has been delivered to the office, or another place specified in accordance with these Articles for the delivery of proxy appointments, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised.

Calls in arrears 74. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the capital of the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

Errors in voting 75. If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, or at any adjournment of the meeting, and, in the opinion of the chairman, it is of sufficient magnitude to vitiate the result of the voting.

Objection to voting 76. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to be tendered. Every vote not disallowed at such meeting shall be valid and every vote not counted which ought to have been counted shall be disregarded. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

Voting: additional provisions 77. On a poll, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxies and Corporate representatives

Appointment of proxy: form 78. The appointment of a proxy shall be made in writing and shall be in any usual form or in any other form which the board may approve. Subject thereto, the appointment of a proxy may be:
(a) in hard copy form; or
(b) in electronic form, if the Company agrees.

Execution of proxy 79. The appointment of a proxy, whether made in hard copy form or in electronic form, shall be executed in such manner as may be approved by or on behalf of the Company from time to time. Subject thereto, the appointment of a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution.

Proxies: other provisions 80. The board may, if it thinks fit, but subject to the provisions of the Companies Acts, at the Company's expense send hard copy forms of proxy for use at the meeting and issue invitations in electronic form to appoint a proxy in relation to the meeting in such form as may be approved by the board. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.

Delivery/receipt of proxy appointment	<p>A member may appoint more than one proxy to attend on the same occasion, provided that each such proxy is appointed to exercise the rights attached to a different share or shares held by that member.</p> <p>81. Without prejudice to the second sentence of Article 61, the appointment of a proxy shall:</p> <p>(a) if in hard copy form, be delivered by hand or by post to the office or such other place within the United Kingdom as may be specified by or on behalf of the Company for that purpose:</p> <p>(i) in the notice convening the meeting; or</p> <p>(ii) in any form of proxy sent by or on behalf of the Company in relation to the meeting; not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or</p> <p>(b) if in electronic form, be received at any address to which the appointment of a proxy may be sent by electronic means pursuant to a provision of the Companies Acts or to any other address specified by or on behalf of the Company for the purpose of receiving the appointment of a proxy in electronic form in:</p> <p>(i) the notice convening the meeting; or</p> <p>(ii) any form of proxy sent by or on behalf of the Company in relation to the meeting; or</p> <p>(iii) any invitation to appoint a proxy issued by the Company in relation to the meeting; not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or</p> <p>(c) in either case, where a poll is taken more than 48 hours after it is demanded, be delivered or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or</p> <p>(d) if in hard copy form, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director.</p>
Authentication of proxy appointment not made by holder	<p>82. Where the appointment of a proxy is expressed to have been or purports to have been made, sent or supplied by a person on behalf of the holder of a share:</p> <p>(a) the Company may treat the appointment as sufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder;</p> <p>(b) that holder shall, if requested by or on behalf of the Company at any time, send or procure the sending of any written authority under which the appointment has been made, sent or supplied or a copy of such authority certified notarially or in some other way approved by the board, to such address and by such time as may be specified in the request and, if the request is not complied with in any respect, the appointment may be treated as invalid; and</p> <p>(c) whether or not a request under this Article has been made or complied with, the Company may determine that it has insufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder and may treat the appointment as invalid.</p>
Validity of proxy appointment	<p>83. A proxy appointment which is not delivered or received in accordance with Article 81 shall be invalid. When two or more valid proxy appointments are delivered or received in respect of the same share for use at the same meeting, the one that was last delivered or received shall be treated as replacing or revoking the others as regards that share, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid. Subject to the Companies Acts, the Company may determine at its discretion when a proxy appointment shall be treated as delivered or received for the purposes of these Articles.</p>
Rights of proxy	<p>84. A proxy appointment shall be deemed to entitle the proxy to exercise all or any of the appointing member's rights to attend and to speak and vote at a meeting of the Company in respect of the shares to which the proxy appointment relates. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.</p>
Corporate representatives	<p>85. Any corporation which is a member of the Company (in this Article the grantor) may, by resolution of its directors or other governing body, authorise such person</p>

Revocation of authority	<p>or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any separate meeting of the holders of any class of shares. A director, the secretary or other person authorised for the purpose by the secretary may require all or any of such persons to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.</p> <p>86. The termination of the authority of a person to act as a proxy or duly authorised representative of a corporation does not affect:</p> <p>(a) whether he counts in deciding whether there is a quorum at a meeting;</p> <p>(b) the validity of anything he does as chairman of a meeting;</p> <p>(c) the validity of a poll demanded by him at a meeting; or</p> <p>(d) the validity of a vote given by that person,</p> <p>unless notice of the termination was either delivered or received as mentioned in the following sentence at least three hours before the start of the relevant meeting or adjourned meeting or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Such notice of termination shall be either by means of a document in hard copy form delivered to the office or to such other place within the United Kingdom as may be specified by or on behalf of the Company in accordance with Article 81(a) or In electronic form received at the address (if any) specified by or on behalf of the Company in accordance with Article 81(b), regardless of whether any relevant proxy appointment was effected in hard copy form or in electronic form.</p>
	<i>Number of directors</i>
Limits on number of directors	<p>87. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than 2 in number.</p>
	<i>Appointment and Retirement of directors</i>
Number of directors to retire	<p>88. At every annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if any director has at the start of the annual general meeting been in office for three years or more since his last appointment or re-appointment, he shall retire at that annual general meeting.</p>
Which directors to retire	<p>89. Subject to the provisions of the Companies Acts and these Articles, the directors to retire by rotation shall be, first, those who wish to retire and not be re-appointed to office and, second, those who have been longest in office since their last appointment or reappointment. As between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the board at the date of the notice convening the annual general meeting. No director shall be required to retire or be relieved from retiring or be retired by reason of any change in the number or identity of the directors after the date of the notice but before the close of the meeting.</p>
When director deemed to be re-appointed	<p>90. If the Company does not fill the vacancy at the meeting at which a director retires by rotation or otherwise, the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.</p>
Eligibility for election	<p>91. No person other than a director retiring by rotation shall be appointed a director at any general meeting unless:</p> <p>(a) he is recommended by the board; or</p> <p>(b) not less than seven nor more than 42 days before the date appointed for the meeting, notice by a member qualified to vote at the meeting (not being the person to be proposed) has been received by the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors, together with notice by that person of his willingness to be appointed.</p>
Separate resolutions on appointment	<p>92. Except as otherwise authorised by the Companies Acts, a motion for</p>

Additional powers of the Company	the appointment of two or more persons as directors by a single resolution shall not be made unless a resolution that it should be so made has first been agreed to by the meeting without any vote being given against it.
Position of retiring directors	93. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire. The appointment of a person to fill a vacancy or as an additional director shall take effect from the end of the meeting.
No share qualification	94. A director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
	95. A director shall not be required to hold any shares in the capital of the Company by way of qualification.

Alternate directors

Power to appoint alternates	96. Any director (other than an alternate director) may appoint any person approved by resolution of the board and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
Alternates entitled to receive notice	97. An alternate director shall be entitled to receive notice of all meetings of the board and of all meetings of committees of the board of which his appointor is a member, to attend and vote at any such meeting at which his appointor is not personally present, and generally to perform all the functions of his appointor (except as regards power to appoint an alternate) as a director in his absence. It shall not be necessary to send notice of such a meeting to an alternate director who is absent from the United Kingdom.
Alternates representing more than one director	98. A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the board or any committee of the board to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
Expenses and remuneration of alternates	99. An alternate director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a director but shall not be entitled to receive any remuneration from the Company in respect of his services as an alternate director. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.
Termination of appointment	100. An alternate director shall cease to be an alternate director: (a) if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment; or (b) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or (c) if he resigns his office by notice to the Company.
Method of appointment and revocation	101. Any appointment or removal of an alternate director shall be by notice to the Company by the director making or revoking the appointment and shall take effect in accordance with the terms of the notice (subject to any approval required by Article 96) on receipt of such notice by the Company which shall be in hard copy form or in electronic form sent to such address (if any) for the time being specified by or on behalf of the Company for that purpose.
Alternate not an agent of appointor	102. Except as otherwise expressly provided in these Articles, an alternate director shall be deemed for all purposes to be a director. Accordingly, except where the context otherwise requires, a reference to a director shall be deemed to include a reference to an alternate director. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

Powers of the board

Business to be managed by board	103. Subject to the provisions of the Companies Acts, the Memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the board which may exercise all the powers of the Company, including without limitation the power to dispose of all or any part of the undertaking
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of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the board by these Articles. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

104. Notwithstanding Article 103, the following transactions by the Company shall require a resolution by the board:

- (a) acquiring or disposing of an interest in any body corporate, business or other entity;
- (b) giving any guarantee or granting any security in favour of a third party to secure the obligations of any affiliated company;
- (c) granting any pledge over all or some of the Company's assets or any other act that encumbers or creates any security over all or some of the Company's assets;
- (d) transferring the registered office of the Company; and
- (e) borrowing in excess of €1,000,000 from third parties or related companies.

Exercise by Company
of voting rights

105. The board may exercise the voting power conferred by the shares in any body corporate held or owned by the Company in such manner in all respects as it thinks fit (including without limitation the exercise of that power in favour of any resolution appointing its members or any of them directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate).

Delegation of powers of the board

Committees of the board

106. The board may delegate any of its powers to any committee consisting of one or more directors. The board may also delegate to any director holding any executive office such of its powers as the board considers desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to one or more directors (whether or not acting as a committee) or to any employee or agent of the Company all or any of the powers delegated and may be made subject to such conditions as the board may specify, and may be revoked or altered. Subject to any conditions imposed by the board, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying.

Agents

107. The board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in the board) and on such conditions as the board determines, including without limitation authority for the agent to delegate all or any of his powers, authorities and discretions, and may revoke or vary such delegation.

Offices including title "director"

108. The board may appoint any person to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such a designation or title and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the Company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the Company for any of the purposes of these Articles.

Disqualification of directors

Disqualification as a director

109. The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provisions of the Companies Acts or these Articles or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or shall apply to the court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act; or
- (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the

appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his office by notice to the Company or, having been appointed for a fixed term, the term expires or his office as a director is vacated; or

(e) he has been absent for more than six consecutive months without permission of the board from meetings of the board held during that period and his alternate director (if any) has not attended in his place during that period and the board resolves that his office be vacated; or

(f) he is requested to resign in writing by not less than three quarters of the other directors. In calculating the number of directors who are required to make such a request to the director, (i) an alternate director appointed by him acting in his capacity as such shall be excluded; and (ii) a director and any alternate director appointed by him and acting in his capacity as such shall constitute a single director for this purpose, so that execution by either shall be sufficient.

110. A director and any alternate director appointed by him shall be under a duty, even after they have ceased to hold office, not to divulge any information which they have concerning the Company the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted by law.

Directors' expenses

Directors may be paid expenses

111. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the board or committees of the board, general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

Directors' interests

Authorisation under s175 of the Companies Act 2006

112. For the purposes of section 175 of the Companies Act 2006, the board may authorise any matter proposed to it in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted. The board may vary or terminate any such authorisation at any time.

For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

Director may contract with the Company and hold other offices etc

113. Provided that he has disclosed to the board the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
 - (i) in which the Company is (directly or indirectly) interested as shareholder or otherwise; or
 - (ii) with which he has such a relationship at the request or direction of the Company.

Remuneration, benefits etc.

114. A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

Notification of interests	<p>(a) the acceptance, entry into or existence of which has been approved by the board pursuant to Article 112 (subject, in any such case, to any limits or conditions to which such approval was subject); or</p> <p>(b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of Article 113;</p> <p>nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.</p> <p>115. Any disclosure required by Article 113 may be made at a meeting of the board, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006.</p>
Duty of confidentiality to another person	<p>116. A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the board pursuant to Article 112. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:</p> <p>(a) to disclose any such information to the board or to any director or other officer or employee of the Company; and/or</p> <p>(b) to use or apply any such information in performing his duties as a director of the Company.</p>
Consequences of authorisation	<p>117. Where the existence of a director's relationship with another person has been approved by the board pursuant to Article 112 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he:</p> <p>(a) absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or</p> <p>(b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,</p> <p>for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.</p>
Without prejudice to equitable principles or rule of law	<p>118. The provisions of articles 116 and 117 are without prejudice to any equitable principle or rule of law which may excuse the director from:</p> <p>(a) disclosing information, in circumstances where disclosure would otherwise be required under these articles; or</p> <p>(b) attending meetings or discussions or receiving documents and information as referred to in article 117, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.</p>

Gratuities, Pensions and Insurance

Gratuities and pensions	<p>119. The board may (by establishment of, or maintenance of, schemes or otherwise) provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any past or present director or employee of the Company or any of its subsidiary undertakings or any body corporate associated with, or any business acquired by, any of them, and for any member of his family (including a spouse, a civil partner, a former spouse and a former civil partner) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.</p>
Insurance	<p>120. Without prejudice to the provisions of Article 171, the board may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was:</p> <p>(a) a director, officer or employee of the Company, or any body which is or</p>

<p>Directors not liable to account</p> <p>Section 719 of the Act</p>	<p>was the holding company or subsidiary undertaking of the Company, or in which the Company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary undertaking is or was in any way allied or associated; or</p> <p>(b) a trustee of any pension fund in which employees of the Company or any other body referred to in paragraph (a) of this Article is or has been interested, including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.</p> <p>121. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to these Articles. The receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.</p> <p>122. Pursuant to section 719 of the Act, the board is hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the Company or any of its subsidiary undertakings in connection with the cessation or the transfer of the whole or part of the undertaking of the Company or any subsidiary undertaking. Any such provision shall be made by a resolution of the board in accordance with section 719.</p>
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Proceedings of the board

<p>Convening meetings</p>	<p>123. The board shall meet at least once every three months to discuss the progress and foreseeable development of the Company's business.</p> <p>124. Subject to the provisions of these Articles, the board may regulate its proceedings as it thinks fit. A director may, and the secretary at the request of a director shall, call a meeting of the board by giving notice of the meeting to each director. Notice of a board meeting shall be deemed to be given to a director if it is given to him personally or by word of mouth or sent in hard copy form to him at his last known address or such other address (if any) as may for the time being be specified by him or on his behalf to the Company for that purpose, or sent in electronic form to such address (if any) for the time being specified by him or on his behalf to the Company for that purpose. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. Any director may waive notice of a meeting and any such waiver may be retrospective. Any notice pursuant to this Article need not be in writing if the board so determines and any such determination may be retrospective.</p>
<p>Quorum</p>	<p>125. The quorum for the transaction of the business of the board shall be at least half of the members of the board. A person who holds office only as an alternate director may, if his appointor is not present, be counted in the quorum. Any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no director objects.</p> <p>126. Decisions of the board shall be made by a majority of the members of the board present or represented.</p>
<p>Powers of directors if number falls below minimum</p> <p>Chairman and deputy chairman</p>	<p>127. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.</p> <p>128. The board may appoint one of their number to be the chairman, and one of their number to be the deputy chairman, of the board and may at any time remove either of them from such office. If half of the members of the board are appointed by employees, only a member of the board appointed by the general meeting of shareholders may be elected chairman. Unless he is unwilling to do so, the director appointed as chairman, or in his stead the director appointed as deputy chairman, shall preside at every meeting of the board at which he is present. If there is no director holding either of those offices, or if neither the chairman nor the deputy chairman is willing to preside or neither of them is present within five minutes after the time appointed for the meeting, the directors present may appoint one of their</p>

Validity of acts of the board	<p>number to be chairman of the meeting.</p> <p>129. All acts done by a meeting of the board, or of a committee of the board, or by a person acting as a director or alternate director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or any member of the committee or alternate director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or, as the case may be, an alternate director and had been entitled to vote.</p>
Resolutions in writing	<p>130. A resolution in writing agreed to by all the directors entitled to receive notice of and vote at a meeting of the board or of a committee of the board (not being less than the number of directors required to form a quorum of the board) shall be as valid and effectual as if it had been passed at a meeting of the board or (as the case may be) a committee of the board duly convened and held. For this purpose:</p> <p>(a) a director signifies his agreement to a proposed written resolution when the Company receives from him a document indicating his agreement to the resolution authenticated in the manner permitted by the Companies Acts for a document in the relevant form;</p> <p>(b) the director may send the document in hard copy form or in electronic form to such address (if any) for the time being specified by the Company for that purpose;</p> <p>(c) if an alternate director signifies his agreement to the proposed written resolution, his appointor need not also signify his agreement; and</p> <p>(d) if a director signifies his agreement to the proposed written resolution, an alternate director appointed by him need not also signify his agreement in that capacity.</p>
Meetings by telephone etc.	<p>131. Without prejudice to the first sentence of Article 123, a person entitled to be present at a meeting of the board or of a committee of the board shall be deemed to be present for all purposes if he is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word meeting in these Articles shall be construed accordingly.</p>
Directors' power to vote on contracts in which they are interested	<p>132. Except as otherwise provided by these Articles, a director shall not vote at a meeting of the board or a committee of the board on any resolution of the board concerning a matter in which he has an interest (other than by virtue of his interests in shares or debentures or other securities of, or otherwise in or through, the Company) which can reasonably be regarded as likely to give rise to a conflict with the interests of the Company unless his interest arises only because the resolution concerns one or more of the following matters:</p> <p>(a) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;</p> <p>(b) the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the director has assumed responsibility (in whole or part and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security;</p> <p>(c) a contract, arrangement, transaction or proposal concerning an offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;</p> <p>(d) a contract, arrangement, transaction or proposal concerning any other body corporate in which he or any person connected with him is interested, directly or indirectly, and whether as an officer, shareholder, creditor or otherwise, if he and any persons connected with him do not to his knowledge hold an interest (as that term is used in sections 820 to 825 of the Companies Act 2006) representing one per cent, or more of either any class of the equity share capital (excluding any shares of that class held as treasury shares) of such body corporate (or any other body corporate through</p>

which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be likely to give rise to a conflict with the interests of the Company in all circumstances); (e) a contract, arrangement, transaction or proposal for the benefit of employees of the Company or of any of its subsidiary undertakings which does not award him any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and (f) a contract, arrangement, transaction or proposal concerning any insurance which the Company is empowered to purchase or maintain for, or for the benefit of, any directors of the Company or for persons who include directors of the Company. For the purposes of this Article, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

133. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

Division of proposals 134. Where proposals are under consideration concerning the appointment (including without limitation fixing or varying the terms of appointment) of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately. In such cases each of the directors concerned shall be entitled to vote in respect of each resolution except that concerning his own appointment.

Decision of chairman final and conclusive 135. If a question arises at a meeting of the board or of a committee of the board as to the entitlement of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive except in a case where the nature or extent of the interests of the director concerned have not been fairly disclosed. If any such question arises in respect of the chairman of the meeting, it shall be decided by resolution of the board (on which the chairman shall not vote) and such resolution will be final and conclusive except in a case where the nature and extent of the interests of the chairman have not been fairly disclosed.

Secretary

Appointment and removal of secretary 136. Subject to the provisions of the Companies Acts, the secretary shall be appointed by the board for such term, at such remuneration and on such conditions as it may think fit. Any secretary so appointed may be removed by the board, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Minutes

Minutes required to be kept 137. The board shall cause minutes to be recorded for the purpose of:
(a) all appointments of officers made by the board; and
(b) all proceedings at meetings of the Company, the holders of any class of shares in the capital of the Company, the board and committees of the board, including the names of the directors present at each such meeting.

Conclusiveness of minutes 138. Any such minutes, if purporting to be authenticated by the chairman of the meeting to which they relate or of the next meeting, shall be sufficient evidence of the proceedings at the meeting without any further proof of the facts stated in them.

The seal

Authority required for execution of deed	139. The seal shall only be used by the authority of a resolution of the board. The board may determine who shall sign any document executed under the seal. If they do not, it shall be signed by at least one director and the secretary or by at least two directors. Any document may be executed under the seal by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the document or by applying the seal or a facsimile of it by any other means to the document. A document executed, with the authority of a resolution of the board, in any manner permitted by section 44 (2) of the Companies Act 2006 and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal.
Official seal for use abroad	140. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

Registers

Overseas and local registers	141. Subject to the provisions of the Companies Acts, the Company may keep an overseas or local or other register in any place, and the board may make, amend and revoke any regulations it thinks fit about the keeping of that register.
Authentication and certification of copies and extracts	142. Any director or the secretary or any other person appointed by the board for the purpose shall have power to authenticate and certify as true copies of and extracts from: <ul style="list-style-type: none"> (a) any document comprising or affecting the constitution of the Company, whether in hard copy form or electronic form; (b) any resolution passed by the Company, the holders of any class of shares in the capital of the Company, the board or any committee of the board, whether in hard copy form or electronic form; and (c) any book, record and document relating to the business of the Company, whether in hard copy form or electronic form (including without limitation the accounts). <p>If certified in this way, a document purporting to be a copy of a resolution, or the minutes or an extract from the minutes of a meeting of the Company, the holders of any class of shares in the capital of the Company, the board or a committee of the board, whether in hard copy form or electronic form, shall be conclusive evidence in favour of all persons dealing with the Company in reliance on it or them that the resolution was duly passed or that the minutes are, or the extract from the minutes is, a true and accurate record of proceedings at a duly constituted meeting.</p>

Dividends

Declaration of dividends	143. Subject to the provisions of the Companies Acts, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the board.
Interim dividends	144. Subject to the provisions of the Companies Acts, the board may pay interim dividends if it appears to the board that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the board may: <ul style="list-style-type: none"> (a) pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferential rights with regard to dividends, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear; and (b) pay at intervals settled by it any dividend payable at a fixed rate if it appears to the board that the profits available for distribution justify the payment. <p>If the board acts in good faith it shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.</p>
Declaration and payment in different currencies	145. Dividends may be declared and paid in any currency or currencies that the board shall determine. The board may also determine the exchange rate and the relevant date for determining the value of the dividend in any currency.
Apportionment of dividends	146. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the

Share Rights	<p>dividend is paid; but no amount paid on a share in advance of the date on which a call is payable shall be treated for the purpose of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is allotted or issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.</p> <p>147. Holders of B Shares shall be entitled, in priority to the holders of any other class of shares, to receive out of the profits of the Company available for distribution and resolved under the Articles to be distributed in respect of each financial year, a cumulative preferential dividend of an amount equal to two per cent, of the nominal value of each B Share held by them respectively. The balance of the profits available for distribution and resolved under the Articles to be distributed in respect of each financial year shall be distributed to the holders of A Shares.</p>
Dividends in specie	<p>148. The directors may from time to time make payment of an interim dividend which they determine to pay pursuant to Article 144 wholly or partly by, and a general meeting declaring a dividend may, on the recommendation of the board, by ordinary resolution direct that such dividend shall be satisfied wholly or partly by the distribution of specific assets, including without limitation paid up shares or debentures of another body corporate, property interests or intellectual property rights or the benefit of any contractual or other rights. The board may make any arrangements it thinks fit to settle any difficulty arising in connection with the distribution, including without limitation (a) the fixing of the value for distribution of any assets, (b) the payment of cash to any member on the basis of that value in order to adjust the rights of members, and (c) the vesting of any asset in a trustee.</p>
Procedure for payment to holders and others entitled	<p>149. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.</p>
Interest not payable	<p>150. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.</p>
Forfeiture of unclaimed dividends	<p>151. Any dividend which has remained unclaimed for 12 years from the date when it became due for payment shall, if the board so resolves, be forfeited and cease to remain owing by the Company.</p>

Capitalisation of Profits and Reserves

Power to capitalise	<p>152. The board may with the authority of an ordinary resolution of the Company:</p> <p>(a) subject to the provisions of this Article, resolve to capitalise any undistributed profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or other fund, including without limitation the Company's share premium account and capital redemption reserve, if any;</p> <p>(b) appropriate the sum resolved to be capitalised to the members or any class of members on the record date specified in the relevant resolution who would have been entitled to it if it were distributed by way of dividend and in the same proportions;</p> <p>(c) apply that sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares, debentures or other obligations of the Company of a nominal amount equal to that sum but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;</p>
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- (d) allot the shares, debentures or other obligations credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other;
- (e) where shares or debentures become, or would otherwise become, distributable under this Article in fractions, make such provision as they think fit for any fractional entitlements including without limitation authorising their sale and transfer to any person, resolving that the distribution be made as nearly as practicable in the correct proportion but not exactly so, ignoring fractions altogether or resolving that cash payments be made to any members in order to adjust the rights of all parties;
- (f) authorise any person to enter into an agreement with the Company on behalf of all the members concerned providing for either:
 - (i) the allotment to the members respectively, credited as fully paid, of any shares, debentures or other obligations to which they are entitled on the capitalisation; or
 - (ii) the payment up by the Company on behalf of the members of the amounts, or any part of the amounts, remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised,
 and any agreement made under that authority shall be binding on all such members;
- (g) generally do all acts and things required to give effect to the ordinary resolution; and
- (h) for the purposes of this Article, unless the relevant resolution provides otherwise, if the Company holds treasury shares of the relevant class at the record date specified in the relevant resolution, it shall be treated as if it were entitled to receive the dividends in respect of those treasury shares which would have been payable if those treasury shares had been held by a person other than the Company.

Record dates

Record dates for dividends etc.	153. Notwithstanding any other provision of these articles, the Company or the directors may fix any date as the record date for any dividend, distribution, allotment or issue, which may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.
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Accounts

Rights to inspect records	154. No member shall (as such) have any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the board or by ordinary resolution of the Company or order of a court of competent jurisdiction.
Sending of annual accounts	155. Subject to the Companies Acts, a copy of the Company's annual accounts and reports for that financial year shall, at least 21 clear days before the date of the meeting at which copies of those documents are to be laid in accordance with the provisions of the Companies Acts, be sent to every member and to every holder of the Company's debentures, and to every person who is entitled to receive notice of meetings from the Company under the provisions of the Companies Acts or of these Articles or, in the case of joint holders of any share or debenture, to one of the joint holders. A copy need not be sent to a person for whom the Company does not have a current address.
Summary financial statements	156. Subject to the Companies Acts, the requirements of Article 155 shall be deemed satisfied in relation to any person by sending to the person, instead of such copies, a summary financial statement derived from the Company's annual accounts and reports, which shall be in the form and contain the information prescribed by the Companies Acts and any regulations made under the Companies Acts.

Communications

When notice required to be in writing	157. Any notice to be sent to or by any person pursuant to these Articles (other than a notice calling a meeting of the board) shall be in writing.
Methods of Company sending notice	158. Subject to Article 157 and unless otherwise provided by these Articles, the Company shall send or supply a document or Information that is required or authorised to be sent or supplied to a member or any other person by the Company by a provision of the Companies Acts or pursuant to these Articles or to any other rules or regulations to which the Company may be subject in such form and by such

	<p>means as it may in its absolute discretion determine provided that the provisions of the Companies Act 2006 which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts shall, the necessary changes having been made, also apply to sending or supplying any document or information required or authorised to be sent by these Articles or any other rules or regulations to which the Company may be subject.</p>
Methods of member etc. sending document or information	<p>159. Subject to Article 157 and unless otherwise provided by these Articles, a member or a person entitled by transmission to a share shall send a document or information pursuant to these Articles to the Company in such form and by such means as it may in its absolute discretion determine provided that:</p> <p>(a) the determined form and means are permitted by the Companies Acts for the purpose of sending or supplying a document or information of that type to a company pursuant to a provision of the Companies Acts; and</p> <p>(b) unless the board otherwise permits, any applicable condition or limitation specified in the Companies Acts, including without limitation as to the address to which the document or information may be sent, is satisfied.</p> <p>Unless otherwise provided by these Articles or required by the board, such document or information shall be authenticated in the manner specified by the Companies Acts for authentication of a document or information sent in the relevant form.</p>
Notice to joint holders	<p>160. In the case of joint holders of a share any document or information shall be sent to the joint holder whose name stands first in the register in respect of the joint holding and any document or information so sent shall be deemed for all purposes sent to all the joint holders.</p>
Deemed receipt of notice	<p>161. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the capital of the Company shall be deemed to have been sent notice of the meeting and, where requisite, of the purposes for which it was called.</p>
Terms and conditions for electronic communication	<p>162. The board may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic means for the sending of notices, other documents and proxy appointments by the Company to members or persons entitled by transmission and by members or persons entitled by transmission to the Company.</p>
Notice to persons entitled by transmission	<p>163. A document or information may be sent or supplied by the Company to the person or persons entitled by transmission to a share by sending it in any manner the Company may choose authorised by these Articles for the sending of a document or information to a member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) in the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a document or information may be sent in any manner in which it might have been sent if the death or bankruptcy or other event giving rise to the transmission had not occurred.</p>
Transferee s etc. bound by prior notice	<p>164. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register, has been sent to a person from whom he notice derives his title.</p>
Proof of sending/when notices etc deemed sent by post	<p>165. Proof that a document or information was properly addressed, prepaid and posted shall be conclusive evidence that the document or information was sent. Proof that a document or information sent or supplied by electronic means was properly addressed shall be conclusive evidence that the document or information was sent or supplied. A document or information sent by the Company to a member by post shall be deemed to have been received:</p> <p>(a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the document or information was posted;</p> <p>(b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the document or information was posted;</p>

When notices etc. deemed sent by electronic means	<p>(c) in any other case, on the second day following that on which the document or information was posted.</p> <p>166. A document or information sent or supplied by the Company to a member in electronic form shall be deemed to have been received by the member on the day following that on which the document or information was sent to the member. Such a document or information shall be deemed received by the member on that day notwithstanding that the Company becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Company subsequently sends a hard copy of such document or information by post to the member.</p>
When notices etc. deemed sent by website	<p>167. A document or information sent or supplied by the Company to a member by means of a website shall be deemed to have been received by the member:</p> <p>(a) when the document or information was first made available on the website; or</p> <p>(b) if later, when the member is deemed by Article 165 or 166 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed received by the member on that day notwithstanding that the Company becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Company subsequently sends a hard copy of such document or information by post to the member.</p>
<i>Winding up</i>	
Liquidator may distribute in specie	<p>168. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Insolvency Act 1986:</p> <p>(a) subject to Article 170, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members;</p> <p>(b) vest the whole or any part of the assets in trustees for the benefit of the members; and</p> <p>(c) determine the scope and terms of those trusts, but no member shall be compelled to accept any asset on which there is a liability.</p>
Disposal of assets by liquidator	<p>169. The power of sale of a liquidator shall include a power to sell wholly or partially for shares or debentures or other obligations of another body corporate, either then already constituted or about to be constituted for the purpose of carrying out the sale.</p>
Share Rights	<p>170. On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares) or on a sale, such assets shall be distributed as follows:</p> <p>(a) the holders of the B Shares shall be entitled, in proportion to the number of B Shares held by each of them in priority to any holder of any other class of share, to receive an amount equal to any unpaid but accumulated preferred dividends, calculated up to and including the date of sale, the date of commencement of the winding up or (in any other case) the date of the return of capital;</p> <p>(b) thereafter, holders of the B Shares shall be entitled to receive, in proportion to the number of B Shares held by each of them, an amount not exceeding the nominal value of the B Shares; and</p> <p>(c) thereafter, any remaining assets shall be distributed to the holders of the A Shares in proportion to the number of A Shares held by each of them.</p>

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Indemnity

Indemnity to directors and officers 171. Subject to the provisions of the Companies Acts, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act or otherwise under the Companies Acts."

Fifth resolution

The general meeting acknowledged and accepted the resignation of Mr Jack Groesbeek, Mr Eric Isaac, Mr Stefan Hloch and Mr Paul de Haan as members of the board of directors of the Company with effect from the date hereof at midnight.

The general meeting resolved to change the duration of the appointment of Mr David Beynon as director of the Company to an unlimited duration with effect from the date hereof and to appoint the following persons as additional directors of the Company with effect from 10th June 2009 for an unlimited duration:

- Ms Deborah Gandley, solicitor, born on 18th August 1971 in Solihull (United Kingdom), residing at 4, Foxcote Close, Shirley, Solihull, West Midlands, B90 4PR, United Kingdom;

- Ms Mary Delia Clarke, treasury manager, born on 23rd November 1964 in Birmingham (United Kingdom), residing at 65, Langfield Road, Knowle, Solihull, West Midlands, B93 9 PS, United Kingdom.

Sixth resolution

The general meeting acknowledged and accepted the resignation of Mrs Mireille Herbrand as statutory auditor of the company with effect from 9th June 2009 at midnight for the new accounting period, it being understood that Mrs Mireille Herbrand will continue the audit of the accounts as at 9th June 2009 and resolved to appoint PricewaterhouseCoopers LLP, a limited liability partnership registered in England under registered number OC303525, with its registered address at 1 Embankment Place, London WC2N 6RH, United Kingdom as new statutory auditor of the Company with effect from 10th June 2009 for the new accounting period starting on 10th June 2009.

Seventh resolution

The general meeting resolved to instruct, authorise and empower:

(i) any director of the Company, to take the appropriate steps to have the Company registered with Companies House in the United Kingdom;

(ii) any director of the Company in office at the date hereof, acting alone and with full power of substitution, to have the registration with Companies House in the United Kingdom to be acknowledged in front of a public notary of his choice in Luxembourg and to record the Effective Date.

Expenses

The costs, expenses, remuneration or changes in any form whatsoever which shall be borne by the Company as a result of the transfer of its registered office from the Grand Duchy of Luxembourg to the United Kingdom are estimated at € 4,900,-.

There being no further business on the agenda the meeting was closed.

The undersigned notary who understands and speaks English acknowledges that, at the request of the parties hereto, this deed is drafted in English, followed by a French translation; at the request of the same parties, in case of divergences between the English and the French version, the English version shall prevail.

Done in Luxembourg on the day beforementioned

After reading these minutes the members of the bureau signed together with the notary the present deed.

Suit la version française du texte qui précède:

(N.B.: Pour des raisons techniques, ladite version française est publiée dans le Mémorial C n° 1251 du 30 juin 2009)

Enregistré à Esch/Alzette Actes Civils, le 10 juin 2009. Relation: EAC/2009/6682. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): A.Santioni.

POUR COPIE CONFORME délivrée à des fins administratives.

Esch-sur-Alzette, le 11 juin 2009.

Blanche MOUTRIER.

Référence de publication: 2009072863/272/1579.

(090086144) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.