SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

# MEMORIAL

Journal Officiel 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° 183** **23 janvier 2012**

## SOMMAIRE

**Praga Soparfi S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 11, rue Beaumont.

R.C.S. Luxembourg B 82.486.

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DISSOLUTION

L'an deux mille onze, le vingt-neuf novembre.

Par-devant Maître Jean-Joseph WAGNER, notaire de résidence à SANEM (Grand-Duché de Luxembourg).

A comparu:

Madame Sophie ERK, employée privée, avec adresse professionnelle au 17, rue Beaumont, L-1219 Luxembourg,

agissant en sa qualité de mandataire spéciale de:

«ZYBURN LIMITED», une société constituée et existant sous le droit anglais et gallois, établie et ayant son siège social à Douglas 5, Athol Street (Ile de Man),

en vertu d'une procuration lui donnée à Douglas (Ile de Man), en date du 18 novembre 2001,

laquelle procuration, après avoir été signée «ne varietur» par la personne comparante et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Laquelle personne comparante, ès-dites qualités qu'elle agit, a requis le notaire instrumentant de documenter ainsi qu'il suit ses déclarations et constatations:

1.- Que la société «PRAGA SOPARFI», une société anonyme, établie et ayant son siège social au 11 rue Beaumont, L-1219 Luxembourg, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 82 486, a été constituée suivant acte notarié daté du 14 juin 2001, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1184 du 18 décembre 2001 (ci-après «la Société»).

2.- Que le capital social de la Société, s'élève actuellement à TRENTE-DEUX MILLE EUROS (32'000.-EUR) divisé en trois cent vingt (320) actions ordinaires d'une valeur nominale de CENT EUROS (100.EUR) par action, chaque action se trouvant intégralement libérée en numéraire.

3.- Que sa mandante est devenue propriétaire de la totalité des trois cent vingt (320) actions de la Société «PRAGA SOPARFI S.A.».

4.- Qu'en tant qu'actionnaire unique sa mandante déclare expressément procéder à la dissolution de la susdite Société, avec effet immédiat.

5.- Que sa mandante, agissant tant en sa qualité de liquidateur de la Société, qu'en qualité d'actionnaire unique de cette même Société, déclare en outre que l'activité de la Société a cessé, qu'elle est investie de tout l'actif, que le passif connu de ladite Société a été réglé ou provisionné et qu'elle s'engage expressément à prendre à sa charge tout passif pouvant éventuellement encore exister à charge de la Société et impayé ou inconnu à ce jour avant tout paiement à sa personne; partant la liquidation de la Société «PRAGA SOPARFI S.A.», est à considérer comme faite et clôturée.

6.- Que décharge pleine et entière est accordée aux administrateurs actuels et au commissaire aux comptes de la Société présentement dissoute.

7.- Que les livres et documents de la société dissoute seront conservés pendant cinq (5) ans à l'ancien siège social de la Société dissoute.

8.- Que la mandante s'engage à régler personnellement tous les frais des présentes.

Et à l'instant la mandataire de la partie comparante a présenté au notaire instrumentant tous les certificats d'actions au porteur de la Société éventuellement émis, le cas échéant le livre des actionnaires nominatifs de la Société, lesquels ont été annulés.

Pour les dépôt et publication à faire, tous pouvoirs sont conférés au porteur d'une expédition des présentes.

DONT ACTE, passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée à la mandataire de la partie comparante, connue du notaire instrumentant par nom, prénom usuel, état et demeure, celle-ci a signé avec le notaire instrumentant le présent acte.

Signé: S. ERK, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 2 décembre 2011. Relation: EAC/2011/16203. Reçu soixante-quinze Euros (75,-EUR).

*Le Receveur* (signé): SANTIONI.

Référence de publication: 2011172610/52.

(110200802) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

**FleetCor Luxembourg Holding3, Société à responsabilité limitée.**

**Capital social: EUR 125.000,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 121.979.

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*Extrait des résolutions prises par le conseil de gérance de la Société*

Monsieur Eric Dey a démissionné de sa position de gérant de type A de la Société avec effet au 15 décembre 2011.

Par conséquent, le conseil de gérance de la Société est maintenant composé comme suit:

- Marcel Stephany, comme gérant de type B; et
- Steven Pisciotta, comme gérant de type A.

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

Référence de publication: 2011173168/14.

(110201699) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Bernsteintopia S.à r.l., Société à responsabilité limitée.**

Siège social: L-6488 Echternach, 15, rue des Vergers.

R.C.S. Luxembourg B 140.931.

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DISSOLUTION

L'an deux mille onze, le huit décembre.

Par-devant Maître Emile SCHLESSER, notaire de résidence à Luxembourg, 35, rue Notre-Dame.

A comparu:

Monsieur Christian MULLER, rédacteur, demeurant à L-4303 Esch-sur-Alzette, 30, rue des Remparts,

lequel comparant a déclaré et prié le notaire d'acter ce qui suit:

1. Monsieur Christian MULLER, prénommé, agissant en sa qualité de gérant de la société à responsabilité limitée "BERNSTEINTOPIA S.à r.l.", avec siège social à L-6488 Echternach, 15, rue des Vergers, constituée suivant acte reçu par le notaire instrumentaire en date du 7 août 2008, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 2138 du 3 septembre 2008, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, sous la section B et le numéro 140.931, au capital social de douze mille cinq cents euros (EUR 12.500,00), représenté par cinq mille (5.000) parts sociales sans désignation de valeur nominale, déclare accepter au nom de la société, conformément à l'article 190 de la loi du 18 septembre 1933 concernant les sociétés à responsabilité limitée, respectivement à l'article 1690 du Code Civil:

- la cession de mille trois cent huit (1.308) parts sociales, en date du 5 octobre 2011, par Monsieur Andreas BRAUN-WART, ingénieur, demeurant à D-81541 Munich, Zugspitzstrasse 6, à Monsieur Christian MULLER, prénommé,
- la cession de huit cent dix-huit (818) parts sociales, en date du 15 octobre 2011, par Madame Anna KUKLINSKA, sans état particulier, demeurant à L-4303 Esch-sur-Alzette, 30, rue des Remparts, à Monsieur Christian MULLER, prénommé,
- la cession de quatre cent neuf (409) parts sociales, en date du 15 octobre 2011, par Madame Nicole METZ, chargée de cours, demeurant à L-6488 Echternach, 15, rue des Vergers, à Monsieur Christian MULLER, prénommé,
- la cession de quatre cent neuf (409) parts sociales, en date du 15 octobre 2011, par Monsieur Alain MULLER, retraité, demeurant à L-6488 Echternach, 15, rue des Vergers, à Monsieur Christian MULLER, prénommé,
- la cession de huit cent dix-huit (818) parts sociales, en date du 15 octobre 2011, par Monsieur Jerry MULLER, technicien, demeurant à L-6488 Echternach, 15, rue des Vergers, à Monsieur Christian MULLER, prénommé.

2. Monsieur Christian MULLER, prénommé, est dès lors seul associé de la société.

3. Ensuite, l'associé unique déclare procéder à la dissolution de la société à partir de ce jour.

4. A la même date la liquidation a eu lieu.

5. Par conséquent, la société à responsabilité limitée "BERNSTEINTOPIA S.à r.l." a cessé d'exister à partir de cette date.

6. L'associé unique s'engage expressément à prendre à sa charge tout passif pouvant éventuellement encore exister à charge de la société et inconnu à ce jour.

7. Les livres de la société resteront conservés pendant cinq ans à l'adresse du comparant.

8. Pour les publications et dépôts à faire, tous pouvoirs sont donnés au porteur d'une expédition des présentes.

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

Et après lecture faite et interprétation donnée au comparant, connu du notaire par nom, prénom usuel, état et demeure, il a signé le présent acte avec le notaire.

Signé: C. Muller, E. Schlesser.

Enregistré à Luxembourg Actes Civils, le 09 décembre 2011. Relation: LAC/2011/54790. Reçu soixante-quinze euros (75,- €).

*Le Receveur* (signé): Francis SANDT.

Pour expédition conforme délivrée à des fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.

Référence de publication: 2011172312/50.

(110200955) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

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**Casa4Funds S.A., Société Anonyme,**

**(anc. CASA 4 FUNDS Luxembourg European Asset Management).**

Siège social: L-2449 Luxembourg, 41, boulevard Royal.

R.C.S. Luxembourg B 110.332.

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Statuts coordonnés 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 décembre 2011.

Référence de publication: 2011172326/11.

(110200593) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

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**AMO Holding 11 S.A., Société Anonyme.**

Siège social: L-1931 Luxembourg, 19, avenue de la Liberté.

R.C.S. Luxembourg B 135.572.

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L'Assemblée générale du 15 décembre 2011 a pris acte de la démission de Monsieur Christino Genuino, administrateur.

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

Luxembourg, le 16 décembre 2011.

Référence de publication: 2011172988/10.

(110201697) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Patrick Enblad S.à r.l., Société à responsabilité limitée.**

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 100.841.

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L'an deux mil onze, le sept décembre.

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

S'est réunie l'assemblée générale extraordinaire des associés de la société à responsabilité limitée PATRIK ENBLAD S.à r.l., ayant son siège social à L-2138 Luxembourg, 24, rue St. Mathieu, constituée suivant acte reçu par Maître Jean-Joseph Wagner, notaire de résidence à Sanem, en date du 18 mai 2004, publié au Mémorial, Recueil des Sociétés et Associations C numéro 717 du 12 juillet 2004.

L'assemblée se compose de son seul et unique associé, à savoir:

Patrik Enblad Holding AB (Registre de Commerce n° 556840-7364) ayant son siège social au 13 Adolf Fredriks Kyrkogata, 103 66, Stockholm, Suède,

ici représentée par Monsieur Frederik Rob, demeurant professionnellement à L-2138 Luxembourg, 24, rue St. Mathieu,

en vertu d'une procuration sous seing privé.

Laquelle procuration restera, après avoir été signée "ne varietur" par le mandataire de la partie comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Ceci exposé, le comparant a requis le notaire instrumentant de documenter ainsi qu'il suit les résolutions suivantes:

*Première résolution*

L'associé unique décide la dissolution anticipée de la Société et prononce sa mise en liquidation à compter de ce jour.

*Deuxième résolution*

L'associé unique décide de nommer comme liquidateur:

Patrik Enblad Holding AB (Registre de Commerce n° 556840-7364) ayant son siège social au 13 Adolf Fredriks Kyrkogata, 103 66, Stockholm, Suède.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi coordonnée sur les Sociétés Commerciales. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'Assemblée Générale dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires, donner mainlevée, avec ou sans paiement, de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de dresser inventaire et peut s'en référer aux écritures de la société.

Il peut, sous sa responsabilité, pour des opérations spéciales et déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

*Troisième résolution*

L'assemblée accorde pleine et entière décharge aux gérants actuellement en fonction pour l'exécution de leurs mandats.

Plus rien n'étant à l'ordre du jour, la séance est levée.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture et interprétation donnée par le notaire, le comparant prémentionné a signé avec le notaire instrumentant le présent acte.

Signé: F. ROB et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 9 décembre 2011. Relation: LAC/2011/54962. Reçu douze euros (12.-EUR).

*Le Receveur* (signé): F. SANDT.

- POUR EXPEDITION CONFORME Délivrée à la société sur demande.

Luxembourg, le 15 décembre 2011.

Référence de publication: 2011172599/48.

(110200399) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

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**AMO Holding 12 S.A., Société Anonyme.**

Siège social: L-1931 Luxembourg, 19, avenue de la Liberté.

R.C.S. Luxembourg B 135.571.

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L'Assemblée générale du 15 décembre 2011 a pris acte de la démission de Monsieur Christino Genuino, administrateur.

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

Luxembourg, le 16 décembre 2011.

Référence de publication: 2011172989/10.

(110201696) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Aterno S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 921.791.600,00.**

Siège social: L-2449 Luxembourg, 26B, boulevard Royal.

R.C.S. Luxembourg B 122.254.

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Les statuts coordonnées 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 14 novembre 2011.

Référence de publication: 2011173000/11.

(110201708) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Viking Finance Holding S.à r.l., Société à responsabilité limitée.**

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 114.838.

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L'an deux mil onze, le sept décembre.

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

S'est réunie l'assemblée générale extraordinaire des associés de la société à responsabilité limitée VIKING FINANCE HOLDING S.à r.l., ayant son siège social à L-2138 Luxembourg, 24, rue St. Mathieu, constituée suivant acte reçu par

Maître Jean-Joseph Wagner, notaire de résidence à Sanem, en date du 28 février 2006, publié au Mémorial, Recueil des Sociétés et Associations C numéro 1025 du 26 mai 2006.

L'assemblée se compose de son seul et unique associé, à savoir:

Monsieur Gunnar Ström, directeur de sociétés, né à Hel. Trefald (Suède), le 14 janvier 1953, demeurant à Kungsängsvägen 10, SE-753 23 Uppsala (Suède),

ici représenté par Monsieur Frederik Rob, demeurant professionnellement à L-2138 Luxembourg, 24, rue St. Mathieu,

en vertu d'une procuration sous seing privé.

Laquelle procuration restera, après avoir été signée "ne varietur" par le mandataire de la partie comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Ceci exposé, le comparant a requis le notaire instrumentant de documenter ainsi qu'il suit les résolutions suivantes:

*Première résolution*

L'associé unique décide la dissolution anticipée de la Société et prononce sa mise en liquidation à compter de ce jour.

*Deuxième résolution*

L'associé unique décide de nommer comme liquidateur:

Monsieur Gunnar Ström, directeur de sociétés, né à Hel. Trefald (Suède), le 14 janvier 1953, demeurant à Kungsängsvägen 10, SE-753 23 Uppsala (Suède).

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi coordonnée sur les Sociétés Commerciales. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'Assemblée Générale dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires, donner mainlevée, avec ou sans paiement, de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de dresser inventaire et peut s'en référer aux écritures de la société.

Il peut, sous sa responsabilité, pour des opérations spéciales et déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

*Troisième résolution*

L'assemblée accorde pleine et entière décharge aux gérants actuellement en fonction pour l'exécution de leurs mandats.

Plus rien n'étant à l'ordre du jour, la séance est levée.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture et interprétation donnée par le notaire, le comparant prémentionné a signé avec le notaire instrumentant le présent acte.

Signé: F. ROB et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 9 décembre 2011. Relation: LAC/2011/54961. Reçu douze euros (12.-EUR).

*Le Receveur* (signé): F. SANDT.

- POUR EXPEDITION CONFORME Délivrée à la société sur demande.

Luxembourg, le 15 décembre 2011.

Référence de publication: 2011172726/48.

(110200392) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

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**Capital Park (Luxembourg) One S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.600,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 107.768.

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En date du 28 septembre 2011, l'assemblée générale des associés a décidé de transférer le siège social de la société du 67, rue Ermesinde, L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet au 1 er septembre 2011.

- Les associés constatent que Géraldine SCHMIT gérante unique de la Société a transféré son adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, avec effet au 1 er septembre 2011.

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

Luxembourg, le 12 décembre 2011.

Référence de publication: 2011173042/15.

(110201686) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Agrabah S.A., Société Anonyme.**

Siège social: L-1331 Luxembourg, 31, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 114.279.

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*Extrait du procès-verbal de la réunion du Conseil tenue le 16 novembre 2011*

*Résolution:*

Le Conseil coopte Madame Carole Farine, employée privée, avec adresse professionnelle au 31, boulevard Grande-Duchesse Charlotte, L - 1331 Luxembourg comme nouvel administrateur en remplacement de Madame Stéphanie Bouju. Elle terminera le mandat de son prédécesseur.

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

Pour extrait conforme.

Luxembourg, le 16 novembre 2011.

Référence de publication: 2011172974/15.

(110201656) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Cigtob S.A., Société Anonyme.**

Siège social: L-5532 Remich, 6, rue Enz.

R.C.S. Luxembourg B 70.702.

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L'an deux mille onze, le neuf novembre.

Par devant Maître Roger ARRENSDORFF, notaire de résidence à Mondorf-les-Bains, soussigné.

S'est réunie l'assemblée générale extraordinaire des actionnaires de CIGTOB S.A., établie et ayant son siège à L-5720 Aspelt, 13, rue Gennerwiss, inscrite au Registre de Commerce et des Sociétés sous le numéro B 70.702, constituée suivant acte du notaire Jean-Joseph WAGNER de Sanem en date du 9 juillet 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 729 du 30 septembre 1999, modifié suivant acte du notaire Gérard LECUIT de Luxembourg en date du 16 octobre 2007, publié au dit Memorial C, numéro 2857 du 10 décembre 2007.

L'assemblée est ouverte sous la présidence de Alain MARGOLINE, gérant de société, demeurant à Paris (France),

qui désigne comme secrétaire Guy BERNARD, employé privé, demeurant à Wecker.

L'assemblée choisit comme scrutateur Frank SIMON, comptable, demeurant professionnellement à Bettembourg.

Le bureau ayant ainsi été constitué, le Président expose et prie le notaire instrumentant d'acter:

I) Que la présente assemblée générale extraordinaire a pour ordre du jour:

1. Transfert du siège social d'Aspelt à Remich, et modification subséquente du 1 er alinéa de l'article 2 des statuts.

2. Fixation de l'adresse.

II) Il a été établi une liste de présence, renseignant les actionnaires présents et représentés, ainsi que le nombre d'actions qu'ils détiennent, laquelle, après avoir été signée ne varietur par les actionnaires ou leurs mandataires et par les membres du bureau sera annexée au présent acte pour être soumis à la formalité de l'enregistrement.

Les pouvoirs des actionnaires représentés, signés ne varietur par les comparants et par le notaire instrumentant, resteront également annexés au présent acte.

III) Il résulte de ladite liste de présence que toutes les actions représentant l'intégralité du capital social sont présentes ou représentées à cette assemblée, laquelle est dès lors régulièrement constituée et peut valablement délibérer sur son ordre du jour. Tous les actionnaires présents ou représentés déclarent avoir renoncé à toutes les formalités de convocation.

Après délibération, l'assemblée prend, chaque fois à l'unanimité, les résolutions suivantes:

*Première résolution*

L'assemblée décide de transférer le siège social de la société d'Aspelt à Remich, et par conséquent de modifier le 1 er alinéa de l'article 2 des statuts comme suit:

" **Art. 2. Premier alinéa.** Le siège social de la société est établi dans la commune de Remich."

*Deuxième résolution*

Elle fixe l'adresse de la société à L-5532 Remich, 6, rue Enz.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

Dont acte, fait et passé à Mondorf-les-Bains, en l'étude.

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par nom, prénoms usuels, état et demeure, ils ont tous signé le présent acte avec le notaire.

Signé: MARGOLINE, BERNARD, SIMON, ARRENSDORFF.

Enregistré à Remich, le 17 novembre 2011. REM 2011 / 1518. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signe): MOLLING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Mondorf-les-Bains, le 19 décembre 2011.

Référence de publication: 2011173079/46.

(110201787) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Dentsply Holdings S.à r.l., Société à responsabilité limitée.**

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 163.253.

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Changement suivant le contrat de cession de parts du 30 août 2011:

- Ancienne situation associée:

| | parts sociales |
|---|---|
| DENTSPLY INTERNATIONAL INC. | 23 |

- Nouvelle situation associée:

| | parts sociales |
|---|---|
| DENTSPLY Holding Company Susquehanna Commerce Center, 221 West Philadelphia Street, Suite 60W, York, PA 17405-0872 United States of America, enregistrée au "Division of Corporations" numéro 4067541 agissant pour le compte de sa succursale Luxembourgeoise Dentsply Holding Company Luxembourg Branch, L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte R.C.S. Luxembourg B n° 163225 | 23 |

Luxembourg, le 15 décembre 2011.

Pour avis sincère et conforme

*Pour Dentsply Holdings S.à r.l.*

*Un mandataire*

Référence de publication: 2011173105/22.

(110201737) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**SEB SICAV 2, Société d'Investissement à Capital Variable,**

**(anc. SEB Sicav 2).**

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 31.136.

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In the year two thousand and eleven, on the twenty ninth day of December.

Before the undersigned Maître Henri Hellinckx, notary public residing in Luxembourg, Grand Duchy of Luxembourg,

Was held an extraordinary general shareholders' meeting of SEB Sicav 2, a public limited company qualifying as an investment company with variable share capital ("the Company"), having its registered office in L-1347 Luxembourg, 6a, Circuit de la Foire Internationale.

The Company is registered with the «Registre de commerce et des sociétés» of Luxembourg under the section B and the number 31.136.

The Company was incorporated pursuant a deed of Maître Marc Elter, then notary residing in Luxembourg, on 8 August 1989, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C") number 282 of 5 October 1989. The articles were amended for the last time on the 28 August 2006 before Maître Joseph Gloden, notary residing in Grevenmacher, pursuant a deed published in the Mémorial C number 1821 of 28 September 2006.

The meeting was opened at 2.30 p.m. by Mr Rudolf KÖMEN, managing director with SEB Asset Management S.A., with professional address in Luxembourg, being in the chair.

The chairman appoints Mrs Solange Wolter, notary clerk, with professional address in Luxembourg, as secretary.

The meeting elects as scrutineer Mr Régis Galiotto, notary clerk, with professional address in Luxembourg.

The chairman then states:

A. The present extraordinary general shareholders' meeting was convened by notices containing the agenda published in accordance with the applicable legal requirements in the Mémorial C and in the "Letzebuerger Journal" on 10 and 20 December 2011. Notices of the meeting containing the same agenda have also been sent by mail on 20 December 2011 to each of the shareholders registered in the shareholders' register.

B. The shareholders present or represented, the proxies of the represented shareholders and the number of shares owned by the shareholders are shown on an attendance list which, signed by the shareholders or their proxies and by the bureau of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders, signed "ne varietur" by the appearing parties and the undersigned notary, will also remain annexed to the present deed.

C. The quorum required by law is at least fifty per cent of the issued capital and the resolutions must be passed by the affirmative vote of at least two thirds of the votes cast at the meeting.

D. Pursuant the attendance list, 75.65 % of the issued and outstanding shares are present and/or represented.

E. In accordance with article 67-1 (2) of the modified Luxembourg law of 10 August 1915 on commercial companies, the shareholders' meeting is consequently regularly constituted and may deliberate and decide upon the items of the following agenda:

1. To transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

2. To change the name of the Company from "SEB Sicav 2" to "SEB SICAV 2" with effective date on 1 January 2012.

3. To submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment and to amend Article 4 "Purpose" of the articles of incorporation of the Company (the "Articles of Incorporation") which shall be worded as follows:

"The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December, 2010 relating to undertakings for collective investment (the «Law of 2010»)."

4. To replace the current Articles of Incorporation by a new consolidated version.

5. Miscellaneous

After the foregoing has been approved by the meeting, the following resolutions have been taken unanimously:

*First resolution*

The shareholders decide to transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

As of the 1 st April 2012, the first paragraph of the Article 2, will be read as follows:

**"Art. 2. Registered office.** The registered office of the Company is established in Howald (municipality of Hesperange), Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors."

*Second resolution*

The shareholders decide to change the Company's denomination from "SEB Sicav 2" to "SEB SICAV 2" with effective date on 1 January 2012.

*Third resolution*

The shareholders decide to submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment.

*Fourth resolution*

In accordance with the foregoing, the shareholders decide to restate the current articles of incorporation and to update them by a new consolidated version thereof, to be read as follows:

**Title I. - Name - Registered Office - Duration - Purpose**

**Art. 1. Name.** There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company («société anonyme») qualifying as an investment company with variable share capital («société d'investissement à capital variable») under the name of SEB SICAV 2 (hereinafter the «Company»).

**Art. 2. Registered office.** The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

**Art. 3. Duration.** The Company is established for an unlimited period of time.

**Art. 4. Purpose.** The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the «Law of 2010»).

## Title II. - Share Capital - Shares - Net Asset Value

**Art. 5. Share Capital - Classes of Shares.** The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to article 11 hereof. The minimum capital shall be as provided by law, i.e. the counter value in SEK of one million two hundred and fifty thousand euro (EUR 1,250,000.-).

The shares to be issued pursuant to article 7 hereof may, as the Board of Directors shall determine, be of different Classes, so as to correspond to (i) a specific sales and redemption charge structure and/or (ii) a specific management or advisory fee structure and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted Investors and/or (v) such other features as may be determined by the Board of Directors from time to time.

The proceeds of the issue of each Class of Shares shall be invested in transferable securities of any kind and other liquid financial assets permitted by law pursuant to the investment policy determined by the Board of Directors for each Sub-Fund (as defined hereinafter) established in respect of the relevant Class or Classes of Shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

The Board of Directors shall establish a portfolio of assets constituting a sub-fund (each a «Sub-Fund» and together the «Sub-Funds») within the meaning of article 181 of the Law of 2010 for one Class of Shares or for multiple Classes of Shares in the manner described in article 11 hereof. The Company constitutes a single legal entity. However, as is the case between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant class or Classes of Shares. With regard to third parties, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The Board of Directors may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiry of the initial period of time, prorogue the duration of the relevant Sub-Fund once or several times. At the expiry of the duration of a Sub-Fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with article 8 below, notwithstanding the provisions of article 25 below.

At each prorogation of a Sub-Fund, the registered shareholders shall be duly notified in writing, by a notice sent to their registered address as recorded in the register of shares of the Company. The Company shall inform the bearer shareholders by a notice published in newspapers to be determined by the Board of Directors. The sales documents for the shares of the Company shall indicate the duration of each Sub-Fund and, if appropriate, its prorogation.

For the purpose of determining the capital of the Company, the net assets attributable to each Class of Shares shall, if not expressed in Swedish krona (SEK), be converted into SEK and the capital shall be the total of the net assets of all the Classes of Shares.

**Art. 6. Form of Shares.**

(1) The Board of Directors shall determine whether the Company shall issue shares in (materialized or non materialized) bearer and/or in registered form. If bearer share certificates are to be issued, they will be issued in such denominations and form as the Board of Directors shall prescribe and shall not be transferred to any Prohibited Person (as defined in article 10 hereinafter), or entity organised by or for a Prohibited Person.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of record of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held by the owner of record and the amount paid up on each of such shares.

The inscription of the shareholder's name in the register of shares evidences the shareholder's right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request and the costs of the holder of such shares. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer share certificates, if applicable, in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, if applicable, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board of Directors, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer shares, the Company may require assurances satisfactory to the Board of Directors that such issuance or exchange shall not result in such shares being held by a «Prohibited Person».

The share certificates, if applicable, shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates, if applicable. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer required by the Company and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change the address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(4) If share certificates are issued and if any shareholder can prove to the satisfaction of the Company that the shareholder's share certificate has been mislaid, mutilated or destroyed, then, at the shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

(5) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such share(s).

(6) The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

**Art. 7. Issue of Shares.** The Board of Directors is authorised without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential or pre-emptive right to subscribe for the shares to be issued.

The Board of Directors may impose restrictions on the frequency at which shares shall be issued in any Class of Shares; the Board of Directors may, in particular, decide that shares of any class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the Net Asset Value per Share of the relevant class as determined in compliance with article 11 hereof as of such Valuation Date (defined in article 12 hereof) as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by

the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a period as determined by the Board of Directors which shall not exceed five (5) Luxembourg bank business days from the relevant Valuation Date.

The Board of Directors may delegate to any director, manager, officer or other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Board of Directors may reject subscription requests in whole or in part at its full discretion.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company («réviseur d'entreprises agréé») and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. The Board of Directors may decide whether the transaction costs of any contribution in kind of securities will be borne by the relevant Shareholder or the Company.

**Art. 8. Redemption of Shares.** Any shareholder may require the redemption of all or part of his shares by the Company on a Valuation Date, under the terms, conditions and procedures set forth by the Board of Directors in the sales documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the Board of Directors which shall not exceed ten (10) Luxembourg bank business days from the relevant Valuation Date, as is determined in accordance with such policy as the Board of Directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company.

The redemption price shall be equal to the Net Asset Value per Share of the relevant class, as determined in accordance with the provisions of article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class.

Further, if on any given Valuation Date, redemption requests pursuant to this article and conversion requests pursuant to article 9 hereof exceed a certain level determined by the Board of Directors in relation to the number of shares in issue in a specific class, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interest of the Company. On the next Valuation Date, following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder, who requests, in kind by allocating to the holder investments from the portfolio of assets set up in connection with such class or Classes of Shares equal in value (calculated in the manner described in article 11) as of the Valuation Date, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or Classes of Shares and the valuation used shall be confirmed by a special report of the auditor of the Company. Shareholders will have to bear costs incurred by redemption in kind (mainly costs resulting from the drawing-up of the auditor's report) unless the Company considers that the redemption in kind is in its interest or made to protect its interests.

**Art. 9. Conversion of Shares.** Unless otherwise determined by the Board of Directors for certain Classes of Shares, any shareholder is entitled to require the conversion of whole or part of his shares of one class within a Sub-Fund into shares of the same class within another Sub-Fund or into shares of another class within the same or another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective Net Asset Value of the two Classes of Shares, calculated on the relevant Valuation Date. If the Valuation Date of the Class of Shares or Sub-Fund taken into account for the conversion does not coincide with the Valuation Date of the Class of Shares or Sub-Fund into which they shall be converted, the Board of Directors may decide that the amount converted will not generate interest during the time separating the two Valuation Dates.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

The shares which have been converted into shares of another class shall be cancelled.

**Art. 10. Restrictions on ownership of Shares.** The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to

the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the Board of Directors being herein referred to as «Prohibited Persons»).

For such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person; and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a Prohibited Person, or whether such registry will result in beneficial ownership of such shares by a Prohibited Person; and

C.- decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

D.- where it appears to the Company that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within fifteen (15) days' of the notice. If such shareholder fails to comply with the direction, the Company will compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder.

The price at which each such share is to be redeemed (the «redemption price») shall be an amount based on the Net Asset Value per Share of the relevant class as at the Valuation Date, specified by the Board of Directors for the redemption of shares in the Company, all as determined in accordance with article 8 hereof, less any service charge provided therein.

Payment of the redemption price will be made available to the former owner of such shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the redemption price following, if applicable, surrender of the share certificate or certificates specified in such notice and unmatured dividend coupons attached thereto, if any. Upon service of the notice as aforesaid, if applicable, such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the redemption price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the notice, may not thereafter be claimed and shall revert to the relevant class or Classes of Shares. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

The exercise by the Company of the power conferred by this article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any notice, provided in such case the said powers were exercised by the Company in good faith.

U.S. Persons as defined in this article may constitute a specific category of Prohibited Person.

The Shares of the Company are not registered under the United States Securities Act of 1933 (the «1933 Act») or the Investment Company Act of 1940 (the «1940 Act») or any other applicable legislation in the United States. Accordingly, Shares of the Company may not be offered, sold, resold, transferred or delivered directly or indirectly, in the United States, its territories or possessions or any area subject to its jurisdiction (collectively «the United States» or the «US») or to, or for the account of, or benefit of, any «US Person» as defined in the 1933 Act or any applicable United States regulation (except to certain qualified purchasers under exemptions from registration requirements of the 1940 Act).

Applicants for the purchase of the Company's Shares will be required to certify that they are not US Persons. Holders of Shares are required to notify the Company of any change in their non-US Person status.

The Company may refuse to issue Shares to US Persons or to register any transfer of Shares to any US Person. Moreover the Company may at any time forcibly redeem the Shares held by a US Person.

**Art. 11. Calculation of the Net Asset Value per Share.** The Net Asset Value per Share of each Class of Shares shall be calculated in the Reference Currency (as defined in the sales documents for the shares) of the relevant Sub-Funds and, to the extent applicable within a Sub-Fund, expressed in the currency of quotation for the Class of Shares. It shall be determined as of any Valuation Date by dividing the net assets of the relevant Sub-Fund attributable to each Class of Shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Date by the number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per Share may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine. If since the time of determination of the Net Asset Value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Class of Shares are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, in which case all relevant subscription and redemption requests will be dealt with on the basis of that second valuation.

The valuation of the Net Asset Value of the different Classes of Shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash in hand or receivable or on deposit, including accrued interest;

2) all bills and notes payable on demand and any amounts due to the relevant Sub-Fund (including the proceeds of securities sold but not yet collected);

3) all securities, shares, bonds, debentures, options or subscription rights and any other investments and securities belonging to the Company;

4) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company,

5) all accrued interest on any interest bearing assets held by the Company except to the extent that such interest is comprised in the principal thereof;

6) the preliminary expenses of the Company including the cost of issuing and distributing shares of the Company, as far as the same have not been written off; and

7) all other permitted assets of any kind and nature including prepaid expenses.

The value of such assets shall be determined as follows:

a) Transferable securities and money market instruments, which are officially listed on the stock exchange, are valued at the last available price;

b) Transferable securities and money market instruments, which are not officially listed on a stock exchange, but which are traded on another regulated market are valued at a price no lower than the bid price and no higher than the ask price at the time of the valuation and at which the Company considers to be an appropriate market price;

c) Transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative.

d) In the event that such prices are not in line with market condition, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the Company, following generally accepted valuation principles verifiable by auditors.

e) Liquid assets are valued at their nominal value plus accrued interest.

f) Time deposits may be valued at their yield value if a contract exists between the Company and the Custodian Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realized value.

g) All assets denominated in a different currency to the respective Sub-Fund's currency are converted into this respective Sub-Fund's currency at the last available exchange rate.

h) Financial instruments which are not traded on the futures exchanges or on a regulated market are valued at their settlement value, as stipulated by the Company's Board of Directors in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by the independent auditors.

i) Swaps are valued on a marked-to-market basis.

j) Units or shares of UCI(TS) are valued at the last available net asset value.

k) In case of extraordinary circumstances, which make the valuation in accordance with the above-mentioned criteria impossible or improper, the Company is authorised to temporarily follow other valuation regulations in good faith and which are according to the verifiable valuation regulations laid down by the independent auditors in order to achieve a proper valuation of the respective Sub-Fund's assets.

The Directors are authorized to apply other appropriate valuation principles for the assets of the Sub-Fund if the aforesaid valuation methods appear impossible or inappropriate due to extraordinary circumstances or events.

II. The liabilities of the Company shall include:

a) all loans, bills and accounts payable;

b) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

c) all reserves authorized and approved by the Board of Directors, especially those set aside to face a potential depreciation of the Company's investments;

d) any other liabilities of the Company of whatever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities, the Company may take into account all costs and expenses payable by the Company, including, without any limitation the management fee, bank or broker expenses charged for the selling or buying of assets, fees on transfers in relation to the redemptions of shares and the «taxe d'abonnement».

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of multiple Classes of Shares in the following manner:

a) If multiple Classes of Shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the Board of Directors is empowered to define Classes of Shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees and/or (v) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit and the Reference Currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to protect in the Reference Currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant Class of Shares against long-term movements of their currency of quotation and/or (vii) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;

b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the relevant class or Classes of Shares issued in respect of such Sub-Fund;

c) The assets, liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or Classes of Shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);

d) Where any asset is derived from another asset, such derivative asset shall be attributable in the books of the Company to the same class or Classes of Shares as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or Classes of Shares;

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class of Shares, such asset or liability shall be allocated to all the Classes of Shares pro rata to their respective Net Asset Values or in such other manner as determined by the Board of Directors acting in good faith, provided that (i) where assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each Class of Shares shall correspond to the prorated portion resulting from the contribution of the relevant Class of Shares to the relevant account or pool, and (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the Class of Shares, as described in the sales documents for the shares of the Company.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board of Directors or by any bank, company or other organization which the Board of Directors may appoint for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this article:

1) Shares to be redeemed are considered as issued and existing shares until the closing of the relevant Valuation Date. The redemption price will be considered from the closing of the Valuation Date and until final payment as one of the Company's liabilities. Each share to be issued by the Company will be considered as an issued share from the closing of the relevant Valuation Date. Its price will be considered as owed to the Company until its final payment.

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Date on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the Reference Currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of shares; and

4) where on any Valuation Date, the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company.

V. In as far as several share classes have been established, the following particularities arise for the share valuation:

1) The net asset value calculation is made separately for each share class according to the criteria mentioned here after.

2) The inflow of funds due to the issue of shares increases the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets. The outflow of funds due to the redemption of shares reduces the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets.

3) In the case of distribution, the net asset value of the shares entitled for distribution of the appropriate share class is reduced by the amount of the distribution. Therefore, at the same time, the percentage portion of this share class is

reduced in the total value of the respective Sub-Fund's net assets, while the percentage portion of share classes not entitled for distribution increases the total respective Sub-Fund's net assets.

Equalisation of income may be carried out for the respective Sub-Fund.

The Company may perform in the shareholders' interest an adjustment of the Net Asset Value as further determined under the prospectus of the Company from time to time.

**Art. 12. Frequency and temporary suspension of calculation of Net Asset Value per Share, of issue, redemption and conversion of Shares.** With respect to each Class of Shares, the Net Asset Value per Share shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors, such date being referred to herein as the «Valuation Date».

The Board of Directors is entitled to suspend the calculation of a respective Sub-Fund's net asset value, if and for as long as there are circumstances which make this suspension necessary and if the suspension is justifiable, taking into account the interests of the shareholders, in particular:

1. during the time in which a stock exchange or another market, where a considerable part of a respective Sub-Fund's assets is officially quoted or traded, is closed (except at the usual weekends or on bank holidays) or the trading on this stock exchange or corresponding market ceases or is limited;

2. where a major part of the securities and instruments in the Sub-Fund are not listed or otherwise not subject to orderly pricing entailing that the net asset value cannot be satisfactorily determined in a manner that safeguards the equal right of the shareholders;

3. in periods, where the political, economic, military, monetary or social circumstances or any case of force majeure, beyond the responsibility or power of the Board of Directors, make it impossible to dispose of a respective Sub-Fund's assets by reasonable and normal means, without causing serious prejudice to its shareholders;

4. during the time in which the stock exchange or another market forming the basis of the valuation of a major part of the Sub-Fund's assets is (are) closed for legal holidays;

5. in an emergency, when the Board of Directors may not dispose of a respective Sub-Fund's investments or it is impossible for it to freely transfer the transaction value resulting from purchases and sales of investment.

Any such suspension shall be publicised, if appropriate, by the Company and may be notified to shareholders within a delay to be determined by the Company's Board of Directors, having made an application for subscription, redemption or conversion of shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of shares of any other Sub-Fund.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value.

## Title III. - Administration and supervision

**Art. 13. Directors.** The Company shall be managed by a Board of Directors composed of not less than three members, who need not be shareholders of the Company.

They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

**Art. 14. Board Meetings.** The Board of Directors may choose from among its members a chairman. It may choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another director, or in case of a shareholders'meeting, that any other person shall be in the chair of such meetings.

The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telefax or any other similar

means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any director may act at any meeting by appointing in writing, by telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board of Directors. The directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the Board of Directors may determine, are present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented at such meeting. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

**Art. 15. Powers of the Board of Directors.** The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 18 hereof.

All powers not expressly reserved by law or by the present Articles to the general meeting of shareholders are in the competence of the Board of Directors.

**Art. 16. Corporate signature.** Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board of Directors.

**Art. 17. Delegation of power.** The Board of Directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

The board may also confer special powers of attorney by notarial or private proxy.

**Art. 18. Investment policies and restrictions.** The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy as well as other trading strategies to be applied to specific Classes of Shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board of Directors in compliance with the prospectus of the Company and applicable laws and regulations.

The main objective of each Sub-Fund is to invest in transferable securities and other Eligible Assets, as described in the prospectus of the Company, with the purpose of spreading investment risks. The investment objectives of the Sub-Funds will be carried out in compliance with the investment restrictions set forth in the prospectus of the Company.

The Board of the Company may decide to invest up to one hundred per cent of the total net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the supervisory authority and disclosed in the prospectus of the Company, or public international bodies of which one or more of such Member States of the European Union are members, provided that in the case where the Company decides to make use of this provision it must hold securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such Sub-Fund's total net assets.

In accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus of the Company, any Sub-Fund may, to the largest extent permitted, invest in one or more other Sub-Funds of the Company.

Furthermore, in accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus, the Board may, at any time it deems appropriate and to the largest extent permitted, (i) create any Sub-Fund qualifying either as a feeder or as a master Sub-Fund, (ii) convert any existing Sub-Fund into a feeder or a master Sub-Fund.

**Art. 19. Conflict of interest.** No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term «opposite interest», as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

**Art. 20. Indemnification of Directors.** The Company shall indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

**Art. 21. Auditors.** The accounting data related in the annual report of the Company shall be examined by an approved statutory auditor («réviseur d'entreprises agréé») appointed by the general meeting of shareholders and remunerated by the Company.

The approved statutory auditor shall fulfil all duties prescribed by the Law of 2010.

## Title IV. - General meetings - Accounting year - Distributions

**Art. 22. General Meetings of Shareholders of the Company.** The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at the registered office of the Company in Luxembourg, on the third Monday of the month of April of each year at 3.00 p.m. (Luxembourg time).

If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Registered shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board of Directors may prepare a supplementary agenda.

If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the "Mémorial C, Recueil des Sociétés et Associations", in one or more Luxembourg newspapers, and in such other newspapers as the Board of Directors may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

**Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares.** The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any Class of Shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a Class of Shares are passed by a simple majority vote of the shareholders present or represented.

**Art. 24. Mergers.** For the purposes of this article, the term UCITS also refers to a subfund of a UCITS.

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the Shareholders of any Sub-Fund, the Board of Directors may decide to merge the assets of any Sub-Fund or Class of Shares to those of another existing Sub-Fund or Class of Shares within the Company or to another UCITS and to redesignate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders).

Any merger between Sub-Funds, Classes of Shares or between a Sub-Fund or the Company and another UCITS and the effective date shall be decided by the Board of Directors except for any merger where the Company would cease to exist, in the later case the effective date of the merger must be decided by a general meeting of Shareholders of the Company acting under the same majority and quorum requirements as are required to amend the articles of incorporation.

In the case required by the Law, the Company shall entrust either an authorised auditor or, as the case may be, an independent auditor to perform the necessary validations prescribed by the Law.

Practical terms of mergers will be performed and will have the effect in accordance with the prospectus of the Company and Chapter 8 of the Law.

Information on the merger shall be made available to the investors of the merging and/or receiving UCITS on the management company's website and, as the case may be, in all other forms prescribed by laws or related regulations of the countries, where the relevant Shares are sold.

**Art. 25. Termination of Sub-Funds or Classes of Shares.** In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the shareholders of any Sub-Fund, the Board of Directors may decide to redeem all the shares of the relevant class or classes at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect, without the approval of the shareholders being necessary. The relevant Shareholders will be informed of the decision to liquidate prior to the effective date of the liquidation, in a form permitted by laws and related regulations of the countries where the relevant Shares are sold. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the Class of Shares concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of shareholders of any one or all Classes of Shares issued in any Sub-Fund, acting under the same majority and quorum requirements as are required to amend the articles of incorporation, will, in any other circumstances, have the power, upon proposal from the Board of Directors, to redeem all the shares of the relevant class or classes and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect.

The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Under the same circumstances as described above, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be notified in the same manner as described above and, in addition, the notification will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such notification will be made at least one month before the date on which the reorganisation becomes effective in order to enable shareholders to request redemption or switch of their shares, free of charge, before the reorganisation becomes effective.

**Art. 26. Accounting Year.** The accounting year of the Company shall commence on 1 st of January of each year and shall terminate on 31 st of December of the same year.

**Art. 27. Distributions.** The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the Board of Directors to declare, distributions.

For any Class of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon, if any, to the agent or agents therefore designated by the Company or in any such manner as the Board of Directors shall determine from time to time.

Distributions may be paid in such currency and at such time and place that the Board of Directors shall determine from time to time.

The Board of Directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class or Classes of Shares issued in respect of the relevant Sub-Fund.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

## Title V. - Final provisions

**Art. 28. Custodian.** To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector, as amended (herein referred to as the «Custodian»).

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

**Art. 29. Dissolution of the Company.** The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

**Art. 30. Liquidation.** Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation. The closure of the liquidation of the Company and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

**Art. 31. Amendments to the Articles.** These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

**Art. 32. Applicable law.** All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the Law of 2010 as such laws have been or may be amended from time to time.

Nothing else being on the agenda, and nobody wishing to address the meeting, the meeting was closed at 2.45 p.m.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

Whereof the present deed was drawn up in Luxembourg City, on the day named at the beginning of this document.

The document having been read to the persons appearing, said persons appearing signed with us, the notary, the present original deed.

Signé: R. GALIOTTO, S. WOLTER, R. KÖMEN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 janvier 2012. Relation: LAC/2012/1008. Reçu soixante-quinze euros (75,- EUR).

*Le Receveur* (signé): I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 12 janvier 2012.

Référence de publication: 2012007343/724.

(120007422) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

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**Dungog S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2540 Luxembourg, 18-20, rue Edward Steichen.

R.C.S. Luxembourg B 129.903.

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EXTRAIT

En date du 14 décembre 2011, l'Associé unique a pris les résolutions suivantes:

- La démission de Mikael Gutierrez, en tant que gérant, est acceptée avec effet immédiat.

- Wim Rits, 15, rue Edward Steichen, L-2540 Luxembourg, est élu nouveau gérant de la société avec effet immédiat et ce pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 15 décembre 2011.

Référence de publication: 2011173110/15.

(110201731) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Diangle Holding S.A., Société Anonyme.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 106.472.

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Lors de l'assemblée générale ordinaire tenue en date du 15 novembre 2011, les actionnaires ont décidé de transférer le siège social de la société du 67, rue Ermesinde L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet au 1 er septembre 2011.

Les actionnaires constatent que Christophe Davezac et Géraldine Schmit, administrateurs B, ont transféré leur adresse professionnelle au 5, rue Guillaume Kroll L-1882 Luxembourg avec effet au 1 er septembre 2011.

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

Luxembourg, le 12 décembre 2011.

Référence de publication: 2011173117/14.

(110201664) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**DKG-Lux SA, Société Anonyme.**

Siège social: L-5532 Remich, 6, rue Enz.

R.C.S. Luxembourg B 143.301.

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L'an deux mille onze, le neuf novembre.

Par devant Maître Roger ARRENSDORFF, notaire de résidence à Mondorf-les-Bains, soussigné.

S'est réunie l'assemblée générale extraordinaire des actionnaires de DKG-LUX S.A., établie et ayant son siège à L-5720 Aspelt, 13, rue Gennerwiss, inscrite au Registre de Commerce et des Sociétés sous le numéro B143.301, constituée suivant acte du notaire instrumentant en date du 17 novembre 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2988 du 18 décembre 2008.

L'assemblée est ouverte sous la présidence de Alain MARGOLINE, gérant de société, demeurant à Paris (France),

qui désigne comme secrétaire Guy BERNARD, employé privé, demeurant à Wecker.

L'assemblée choisit comme scrutateur Frank SIMON, comptable, demeurant professionnellement à Bettembourg.

Le bureau ayant ainsi été constitué, le Président expose et prie le notaire instrumentant d'acter:

I) Que la présente assemblée générale extraordinaire a pour ordre du jour:

1. Transfert du siège social d'Aspelt à Remich, et modification subséquente du 1 er alinéa de l'article 3 des statuts.

2. Fixation de l'adresse.

II) Il a été établi une liste de présence, renseignant les actionnaires présents et représentés, ainsi que le nombre d'actions qu'ils détiennent, laquelle, après avoir été signée ne varietur par les actionnaires ou leurs mandataires et par les membres du bureau sera annexée au présent acte pour être soumis à la formalité de l'enregistrement.

Les pouvoirs des actionnaires représentés, signés ne varietur par les comparants et par le notaire instrumentant, resteront également annexés au présent acte.

III) Il résulte de ladite liste de présence que toutes les actions représentant l'intégralité du capital social sont présentes ou représentées à cette assemblée, laquelle est dès lors régulièrement constituée et peut valablement délibérer sur son ordre du jour. Tous les actionnaires présents ou représentés déclarent avoir renoncé à toutes les formalités de convocation.

Après délibération, l'assemblée prend, chaque fois à l'unanimité, les résolutions suivantes:

*Première résolution*

L'assemblée décide de transférer le siège social de la société d'Aspelt à Remich, et par conséquent de modifier le 1 er alinéa de l'article 2 des statuts comme suit:

" **Art. 3. Premier alinéa.** Le siège de la société est établi dans la commune de Remich."

*Deuxième résolution*

Elle fixe l'adresse de la société à L-5532 Remich, 6, rue Enz.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

Dont acte, fait et passé à Mondorf-les-Bains, en l'étude.

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par nom, prénoms usuels, état et demeure, ils ont tous signé le présent acte avec le notaire.

Signé: MARGOLINE, BERNARD, SIMON, ARRENSDORFF.

Enregistré à Remich, le 17 novembre 2011. REM 2011 / 1519. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signe): MOLLING.

POUR EXPEDITION CONFORME - délivrée à des fins administratives.

Mondorf-les-Bains, le 19 décembre 2011.

Référence de publication: 2011173119/45.

(110201786) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Erato S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 115.189.

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L'an deux mil onze, le neuf décembre.

Pardevant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

A comparu:

la société SCI LA RAMETIÈRE, une société civile immobilière française ayant son siège social à 3, rue du Colonel Moll, 75017 Paris, France, immatriculée au registre du commerce et des sociétés de Paris sous le numéro 533 645 545,

ici représentée par Maître Aldwin Dekkers, avocat, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé, laquelle, après avoir été signée «ne varietur» par le comparant et par le notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Le comparant, représenté comme dit ci-avant, déclare être l'actionnaire unique de la société ERATO S.A., une société anonyme, ayant son siège social au 412F, route d'Esch, L-1030 Luxembourg, inscrite au Registre de Commerce et des

Sociétés de Luxembourg sous le numéro B 115.189, constituée suivant acte reçu par Maître Seckler, notaire de résidence à Junglinster, en date du 24 mars 2006, publié au Mémorial C Recueil des Sociétés et Associations en date du 9 juin 2006, numéro 1122, dont les statuts ont été modifiés à plusieurs reprises et pour la dernière fois suivant acte reçu par le notaire Patrick Serres agissant en remplacement du notaire instrumentant en date 8 janvier 2009 publié au Mémorial C Recueil des Sociétés et Associations en date du7 avril 2009 numéro 756.

L'actionnaire unique a prié le notaire instrumentant d'acter les résolutions suivantes:

*Première résolution*

Conformément à la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, l'actionnaire unique décide de dissoudre la Société et de la mettre en liquidation volontaire avec effet immédiat.

*Deuxième résolution*

Suite à la résolution qui précède, l'actionnaire unique décide de nommer comme liquidateur Madame Patricia Taittinger, née le 20 octobre 1951 à Reims, demeurant au 3 Square Val de la Cambre, 1050 Bruxelles, Belgique.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires; donner mainlevée, avec ou sans paiement de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de l'inventaire et peut se référer aux comptes de la société.

Il peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

*Evaluation des frais*

Le montant des frais incombant à la société en raisons des présentes est évalué approximativement à mille deux cents euros (EUR 1.200,-).

Plus rien n'étant à l'ordre du jour, la séance est levée.

DONT ACTE, fait et passé à Senningerberg, date qu'en tête.

Et après lecture faite et interprétation donnée au comparant, connu du notaire instrumentant par nom, prénom usuel, état et demeure, celui-ci a signé avec le notaire le présent acte.

Signé: Aldwin Dekkers , Paul Bettingen.

Enregistré à Luxembourg, A.C., le 12 décembre 2011. LAC / 2011 / 55226. Reçu 12.

*Le Receveur* (signé): Francis Sandt.

- Pour copie conforme délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 14 décembre 2011.

Référence de publication: 2011173143/50.

(110201673) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Euro Haus + Lufttechnik S.A., Société Anonyme.**

Siège social: L-6686 Mertert, 51, route de Wasserbillig.

R.C.S. Luxembourg B 55.919.

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*Auszug aus dem Protokoll der Ausserordentlichen Generalversammlung vom 6. Dezember 2011*

Nach eingehender Beratung fasst die Versammlung einstimmig folgende Beschlüsse:

An Stelle von Frau Eva Maria Adams wird Herrn Hans Jürgen LEHNERTS wohnhaft in D-54516 WITTLICH, Eichenstrasse, 43 zum Verwaltungsratsmitglied ernannt.

Das Mandat endet bei der Generalversammlung im Jahr 2013.

Référence de publication: 2011173147/12.

(110201776) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**Euro Investors Holding S.A., Société Anonyme.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 102.947.

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Lors de l'assemblée générale ordinaire tenue en date du 27 octobre 2011, les actionnaires de la Société ont décidé de transférer le siège social de la société du 67, rue Ermesinde L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet au 1 er septembre 2011.

Les actionnaires constatent que Christophe Davezac et Géraldine Schmit, administrateurs de catégorie B, ont transféré leur adresse professionnelle au 5, rue Guillaume Kroll L-1882 Luxembourg avec effet au 1 er septembre 2011.

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

Luxembourg, le 12 décembre 2011.

Référence de publication: 2011173148/14.

(110201663) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**European Training Services S.A., Société Anonyme.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 111.977.

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En date du 5 décembre 2011, le conseil d'administration de la Société a décidé de transférer le siège social de la société du 67, rue Ermesinde L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet immédiat.

Le conseil d'administration constate que José Correia, Christophe Davezac et Géraldine Schmit, administrateurs de la Société, ont transféré leur adresse professionnelle au 5, rue Guillaume Kroll L-1882 Luxembourg.

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

Luxembourg, le 12 décembre 2011.

Référence de publication: 2011173153/13.

(110201662) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**FleetCor Luxembourg Holding1, Société à responsabilité limitée.**

**Capital social: EUR 137.500,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 121.520.

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*Extrait des résolutions prises par le conseil de gérance de la Société*

Monsieur Eric DEY a démissionné de sa position de gérant de type A de la Société avec effet au 15 décembre 2011.

Par conséquent, le conseil de gérance de la Société est maintenant composé comme suit:

- Marcel STEPHANY, comme gérant de type B; et
- Steven PISCIOTTA, comme gérant de type A.

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

Référence de publication: 2011173166/14.

(110201701) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**FleetCor Luxembourg Holding2, Société à responsabilité limitée.**

**Capital social: EUR 125.000,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 121.980.

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*Extrait des résolutions prises par le conseil de gérance de la Société*

Monsieur Eric DEY a démissionné de sa position de gérant de type A de la Société avec effet au 15 décembre 2011.

Par conséquent, le conseil de gérance de la Société est maintenant composé comme suit:

- Marcel STEPHANY, comme gérant de type B;
- Alisher ASHUROV, comme gérant de type A; et
- Steven PISCIOTTA, comme gérant de type A.

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

Référence de publication: 2011173167/15.

(110201700) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**FleetCor Luxembourg Holding4, Société à responsabilité limitée.**

**Capital social: EUR 125.000,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 139.272.

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*Extrait des résolutions prises par le conseil de gérance de la Société*

Monsieur Eric Dey a démissionné de sa position de gérant de type A de la Société avec effet au 15 décembre 2011.

Par conséquent, le conseil de gérance de la Société est maintenant composé comme suit:

- Marcel Stephany, comme gérant de type B; et
- Steven Pisciotta, comme gérant de type A.

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

Référence de publication: 2011173169/14.

(110201698) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Gestifactus S.A., Société Anonyme.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 88.235.

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En date du 5 décembre 2011, le conseil d'administration de la Société a décidé de transférer le siège social de la société du 67, rue Ermesinde L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet immédiat.

Le conseil d'administration constate que José Correia et Géraldine Schmit, administrateurs de la Société, ont transféré leur adresse professionnelle au 5, rue Guillaume Kroll L-1882 Luxembourg.

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

Luxembourg, le 12 décembre 2011.

Référence de publication: 2011173213/13.

(110201661) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**J.B. Investment Company S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 38.918.

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En date du 5 décembre 2011, le conseil d'administration de la Société a décidé de transférer le siège social de la société du 67, rue Ermesinde, L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet immédiat.

Le conseil d'administration confirme que Monsieur José Correia, Monsieur Alan Dundon, Madame Géraldine Schmit, administrateurs de la Société, ont transféré leur adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg.

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

Luxembourg, le 13 décembre 2011.

Référence de publication: 2011173263/13.

(110201665) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Jemco S.A., Société Anonyme.**

Siège social: L-1142 Luxembourg, 10, rue Pierre d'Aspelt.

R.C.S. Luxembourg B 101.825.

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Statuts coordonnés 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 16 décembre 2011.

Paul DECKER

*Le Notaire*

Référence de publication: 2011173270/12.

(110201771) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**Kidder S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 164.472.

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*Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue en date du 16 décembre 2011*

*Résolution*

En date du 16 décembre 2011, l'assemblée générale décide de nommer comme Gérant de la Société pour une durée indéterminée Monsieur Laurent Kind, Administrateur de sociétés, né le 28 novembre 1971 à Luxembourg, demeurant professionnellement à L-1511 Luxembourg, 121, avenue de la Faïencerie.

Pour extrait

*Pour la Société*

Référence de publication: 2011173278/15.

(110201647) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**SEB SICAV 3, Société d'Investissement à Capital Variable.**

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 146.761.

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In the year two thousand and eleven, on the twenty ninth day of December,

Before the undersigned Maître Henri Hellinckx, notary public residing in Luxembourg, Grand Duchy of Luxembourg,

Was held an extraordinary general shareholders' meeting of SEB SICAV 3, a public limited company qualifying as an investment company with variable share capital ("the Company"), having its registered office in L-1347 Luxembourg, 6a, Circuit de la Foire Internationale.

The Company is registered with the «Registre de commerce et des sociétés» of Luxembourg under the section B and the number 146.761.

The Company was incorporated pursuant a deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 4 June 2009, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") number 1329 of 10 July 2009. Before such date, the Company was a mutual investment fund denominated "SEB Global Hedge" which was established on 27 October 2004.

The meeting was opened at 2.45 p.m. by Mr Rudolf KÖMEN, managing director with SEB Asset Management S.A., with professional address in Luxembourg, being in the chair.

The chairman appoints Mrs. Solange Wolter, notary clerk, with professional address in Luxembourg, as secretary.

The meeting elects as scrutineer Mr. Régis Galiotto, notary clerk, with professional address in Luxembourg.

The chairman then states:

A. The present extraordinary general shareholders' meeting was convened by notices containing the agenda published in accordance with the applicable legal requirements in the Mémorial C and in the "Letzebuerger Journal" on 10 and 20 December 2011. Notices of the meeting containing the same agenda have also been sent by mail on 20 December 2011 to each of the shareholders registered in the shareholders' register.

B. The shareholders present or represented, the proxies of the represented shareholders and the number of shares owned by the shareholders are shown on an attendance list which, signed by the shareholders or their proxies and by the bureau of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders, signed "ne varietur" by the appearing parties and the undersigned notary, will also remain annexed to the present deed.

C. The quorum required by law is at least fifty per cent of the issued capital and the resolutions must be passed by the affirmative vote of at least two thirds of the votes cast at the meeting.

D. Pursuant the attendance list, 80.86 % of the issued and outstanding shares are present and/or represented.

E. In accordance with article 67-1 (2) of the modified Luxembourg law of 10 August 1915 on commercial companies, the shareholders' meeting is consequently regularly constituted and may deliberate and decide upon the items of the following agenda:

1. To transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

2. To submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment and to amend Article 4 "Purpose" of the articles of incorporation of the Company (the "Articles of Incorporation") which shall be worded as follows:

"The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December, 2010 relating to undertakings for collective investment (the «Law of 2010»)."

3. To replace the current Articles of Incorporation by a new consolidated version.

4. Miscellaneous

After the foregoing has been approved by the meeting, the following resolutions have been taken unanimously:

*First resolution*

The shareholders decide to transfer the registered office to 4, rue Peternelchen, L-2370 Howald (municipality of Hesperange) with effective date on 1 April 2012.

As of the 1 st April 2012, the first paragraph of the Article 2, will be read as follows:

" **Art. 2. Registered office.** The registered office of the Company is established in Howald (municipality of Hesperange), Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors."

*Second resolution*

The shareholders decide to submit the Company to the Luxembourg law of 17 December 2010 on undertakings for collective investment.

*Third resolution*

In accordance with the foregoing, the shareholders decide to restate the current articles of incorporation and to update them by a new consolidated version thereof, to be read as follows:

**Title I. - Name - Registered Office - Duration - Purpose**

**Art. 1. Name.** There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company («société anonyme») qualifying as an investment company with variable share capital («société d'investissement à capital variable») under the name of SEB SICAV 3 (hereinafter the «Company»).

**Art. 2. Registered office.** The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

**Art. 3. Duration.** The Company is established for an unlimited period of time.

**Art. 4. Purpose.** The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other liquid financial assets permitted by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the «Law of 2010»).

**Title II. - Share Capital - Shares - Net Asset Value**

**Art. 5. Share Capital - Classes of Shares.** The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to article 11 hereof. The minimum capital shall be as provided by the Law of 2010, i.e. one million two hundred and fifty thousand euro (EUR 1,250,000.-).

The shares to be issued pursuant to article 7 hereof may, as the Board of Directors shall determine, be of different Classes, so as to correspond to (i) a specific sales and redemption charge structure and/or (ii) a specific management or

advisory fee structure and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted Investors and/or (v) such other features as may be determined by the Board of Directors from time to time.

The proceeds of the issue of each Class of Shares shall be invested in transferable securities of any kind and other liquid financial assets permitted by law pursuant to the investment policy determined by the Board of Directors for each Sub-Fund (as defined hereinafter) established in respect of the relevant Class or Classes of Shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

The Board of Directors shall establish a portfolio of assets constituting a sub-fund (each a «Sub-Fund» and together the «Sub-Funds») within the meaning of article 181 of the Law of 2010 for one Class of Shares or for multiple Classes of Shares in the manner described in article 11 hereof. The Company constitutes a single legal entity. However, as is the case between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Class or Classes of Shares. With regard to third parties, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The Board of Directors may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiry of the initial period of time, prorogue the duration of the relevant Sub-Fund once or several times. At the expiry of the duration of a Sub-Fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with article 8 below, notwithstanding the provisions of article 25 below.

At each prorogation of a Sub-Fund, the registered shareholders shall be duly notified in writing, by a notice sent to their registered address as recorded in the register of shares of the Company. The Company shall inform the bearer shareholders by a notice published in newspapers to be determined by the Board of Directors. The sales documents for the shares of the Company shall indicate the duration of each Sub-Fund and, if appropriate, its prorogation.

For the purpose of determining the capital of the Company, the net assets attributable to each Class of Shares shall, if not expressed in EUR («EUR»), be converted into EUR and the capital shall be the total of the net assets of all the Classes of Shares.

**Art. 6. Form of Shares.**

(1) The Board of Directors shall determine whether the Company shall issue shares in (materialized or non materialized) bearer and/or in registered form. If bearer share certificates are to be issued, they will be issued in such denominations and form as the Board of Directors shall prescribe and shall not be transferred to any Prohibited Person (as defined in article 10 hereinafter), or entity organised by or for a Prohibited Person.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of record of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held by the owner of record and the amount paid up on each of such shares.

The inscription of the shareholder's name in the register of shares evidences the shareholder's right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request and the costs of the holder of such shares. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer share certificates, if applicable, in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, if applicable, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board of Directors, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer shares, the Company may require assurances satisfactory to the Board of Directors that such issuance or exchange shall not result in such shares being held by a «Prohibited Person».

The share certificates, if applicable, shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates, if applicable. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer required by the Company and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change the address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(4) If share certificates are issued and if any shareholder can prove to the satisfaction of the Company that the shareholder's share certificate has been mislaid, mutilated or destroyed, then, at the shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

(5) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such share(s).

(6) The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

**Art. 7. Issue of Shares.** The Board of Directors is authorised without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential or pre-emptive right to subscribe for the shares to be issued.

The Board of Directors may impose restrictions on the frequency at which shares shall be issued in any Class of Shares; the Board of Directors may, in particular, decide that shares of any class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the Net Asset Value per Share of the relevant class as determined in compliance with article 11 hereof as of such Valuation Date (defined in article 12 hereof) as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a period as determined by the Board of Directors which shall not exceed five (5) Luxembourg bank business days from the relevant Valuation Date.

The Board of Directors may delegate to any director, manager, officer or other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Board of Directors may reject subscription requests in whole or in part at its full discretion.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company («réviseur d'entreprises agréé») and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. The Board of Directors may decide whether the transaction costs of any contribution in kind of securities will be borne by the relevant Shareholder or the Company.

**Art. 8. Redemption of Shares.** Any shareholder may require the redemption of all or part of his shares by the Company on a Valuation Date, under the terms, conditions and procedures set forth by the Board of Directors in the sales documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the Board of Directors which shall not exceed ten (10) Luxembourg bank business days from the relevant Valuation Date, as is determined in accordance with such policy as the Board of Directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company.

The redemption price shall be equal to the Net Asset Value per Share of the relevant class, as determined in accordance with the provisions of article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class.

Further, if on any given Valuation Date, redemption requests pursuant to this article and conversion requests pursuant to article 9 hereof exceed a certain level determined by the Board of Directors in relation to the number of shares in issue in a specific class, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interest of the Company. On the next Valuation Date, following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder, who requests, in kind by allocating to the holder investments from the portfolio of assets set up in connection with such class or Classes of Shares equal in value (calculated in the manner described in article 11) as of the Valuation Date, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or Classes of Shares and the valuation used shall be confirmed by a special report of the auditor of the Company. Shareholders will have to bear costs incurred by redemption in kind (mainly costs resulting from the drawing-up of the auditor's report) unless the Company considers that the redemption in kind is in its interest or made to protect its interests.

**Art. 9. Conversion of Shares.** Unless otherwise determined by the Board of Directors for certain Classes of Shares, any shareholder is entitled to require the conversion of whole or part of his shares of one class within a Sub-Fund into shares of the same class within another Sub-Fund or into shares of another class within the same or another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective Net Asset Value of the two Classes of Shares, calculated on the relevant Valuation Date. If the Valuation Date of the Class of Shares or Sub-Fund taken into account for the conversion does not coincide with the Valuation Date of the Class of Shares or Sub-Fund into which they shall be converted, the Board of Directors may decide that the amount converted will not generate interest during the time separating the two Valuation Dates.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the shares held by any shareholder in any Class of Shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

The shares which have been converted into shares of another class shall be cancelled.

**Art. 10. Restrictions on ownership of Shares.** The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the Board of Directors being herein referred to as «Prohibited Persons»).

For such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person; and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a Prohibited Person, or whether such registry will result in beneficial ownership of such shares by a Prohibited Person; and

C.- decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

D.- where it appears to the Company that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within fifteen (15) days' of the notice. If such shareholder fails to comply with the direction, the Company will compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder.

The price at which each such share is to be redeemed (the «redemption price») shall be an amount based on the Net Asset Value per Share of the relevant class as at the Valuation Date, specified by the Board of Directors for the redemption of shares in the Company, all as determined in accordance with article 8 hereof, less any service charge provided therein.

Payment of the redemption price will be made available to the former owner of such shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the redemption price following, if applicable, surrender of the share certi-

ficate or certificates specified in such notice and unmatured dividend coupons attached thereto, if any. Upon service of the notice as aforesaid, if applicable, such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the redemption price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the notice, may not thereafter be claimed and shall revert to the relevant class or Classes of Shares. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

The exercise by the Company of the power conferred by this article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any notice, provided in such case the said powers were exercised by the Company in good faith.

U.S. Persons as defined in this article may constitute a specific category of Prohibited Person.

The Shares of the Company are not registered under the United States Securities Act of 1933 (the «1933 Act») or the Investment Company Act of 1940 (the «1940 Act») or any other applicable legislation in the United States. Accordingly, Shares of the Company may not be offered, sold, resold, transferred or delivered directly or indirectly, in the United States, its territories or possessions or any area subject to its jurisdiction (collectively «the United States» or the «US») or to, or for the account of, or benefit of, any «US Person» as defined in the 1933 Act or any applicable United States regulation (except to certain qualified purchasers under exemptions from registration requirements of the 1940 Act).

Applicants for the purchase of the Company's Shares will be required to certify that they are not US Persons. Holders of Shares are required to notify the Company of any change in their non-US Person status.

The Company may refuse to issue Shares to US Persons or to register any transfer of Shares to any US Person. Moreover the Company may at any time forcibly redeem the Shares held by a US Person.

**Art. 11. Calculation of the Net Asset Value per Share.** The Net Asset Value per Share of each Class of Shares shall be calculated in the Reference Currency (as defined in the sales documents for the shares) of the relevant Sub-Funds and, to the extent applicable within a Sub-Fund, expressed in the currency of quotation for the Class of Shares. It shall be determined as of any Valuation Date by dividing the net assets of the relevant Sub-Fund attributable to each Class of Shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Date by the number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per Share may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine. If since the time of determination of the Net Asset Value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Class of Shares are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, in which case all relevant subscription and redemption requests will be dealt with on the basis of that second valuation.

The valuation of the Net Asset Value of the different Classes of Shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash in hand or receivable or on deposit, including accrued interest;

2) all bills and notes payable on demand and any amounts due to the relevant Sub-Fund (including the proceeds of securities sold but not yet collected);

3) all securities, shares, bonds, debentures, options or subscription rights and any other investments and securities belonging to the Company;

4) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company,

5) all accrued interest on any interest bearing assets held by the Company except to the extent that such interest is comprised in the principal thereof;

6) the preliminary expenses of the Company including the cost of issuing and distributing shares of the Company, as far as the same have not been written off; and

7) all other permitted assets of any kind and nature including prepaid expenses.

The value of such assets shall be determined as follows:

a) Transferable securities and money market instruments, which are officially listed on the stock exchange, are valued at the last available price;

b) Transferable securities and money market instruments, which are not officially listed on a stock exchange, but which are traded on another regulated market are valued at a price no lower than the bid price and no higher than the ask price at the time of the valuation and at which the Company considers to be an appropriate market price;

c) Transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative.

d) In the event that such prices are not in line with market condition, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the Company, following generally accepted valuation principles verifiable by auditors.

e) Liquid assets are valued at their nominal value plus accrued interest.

f) Time deposits may be valued at their yield value if a contract exists between the Company and the Custodian Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realized value.

g) All assets denominated in a different currency to the respective Sub-Fund's currency are converted into this respective Sub-Fund's currency at the last available exchange rate.

h) Financial instruments which are not traded on the futures exchanges or on a regulated market are valued at their settlement value, as stipulated by the Company's Board of Directors in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by the independent auditors.

i) Swaps are valued on a marked-to-market basis.

j) Units or shares of UCI(TS) are valued at the last available net asset value.

k) In case of extraordinary circumstances, which make the valuation in accordance with the above-mentioned criteria impossible or improper, the Company is authorised to temporarily follow other valuation regulations in good faith and which are according to the verifiable valuation regulations laid down by the independent auditors in order to achieve a proper valuation of the respective Sub-Fund's assets.

The Board of Directors is authorized to apply, at its discretion, any other appropriate valuation principles for the assets of the Sub-Fund if it considers that the aforesaid valuation methods appear impossible or inappropriate due to extraordinary circumstances or events.

II. The liabilities of the Company shall include:

a) all loans, bills and accounts payable;

b) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

c) all reserves authorized and approved by the Board of Directors, especially those set aside to face a potential depreciation of the Company's investments;

d) any other liabilities of the Company of whatever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities, the Company may take into account all costs and expenses payable by the Company, including, without any limitation the management fee, bank or broker expenses charged for the selling or buying of assets, fees on transfers in relation to the redemptions of shares and the «taxe d'abonnement».

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of multiple Classes of Shares in the following manner:

a) If multiple Classes of Shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the Board of Directors is empowered to define Classes of Shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees and/or (v) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit and the Reference Currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to protect in the Reference Currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant Class of Shares against long-term movements of their currency of quotation and/or (vii) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;

b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the relevant class or Classes of Shares issued in respect of such Sub-Fund;

c) The assets, liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or Classes of Shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);

d) Where any asset is derived from another asset, such derivative asset shall be attributable in the books of the Company to the same class or Classes of Shares as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or Classes of Shares;

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class of Shares, such asset or liability shall be allocated to all the Classes of Shares pro rata to their respective Net Asset Values or in such other manner as determined by the Board of Directors acting in good faith, provided that (i) where

assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each Class of Shares shall correspond to the prorated portion resulting from the contribution of the relevant Class of Shares to the relevant account or pool, and (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the Class of Shares, as described in the sales documents for the shares of the Company.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board of Directors or by any bank, company or other organization which the Board of Directors may appoint for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this article:

1) Shares to be redeemed are considered as issued and existing shares until the closing of the relevant Valuation Date. The redemption price will be considered from the closing of the Valuation Date and until final payment as one of the Company's liabilities. Each share to be issued by the Company will be considered as an issued share from the closing of the relevant Valuation Date. Its price will be considered as owed to the Company until its final payment.

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Date on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the Reference Currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of shares; and

4) where on any Valuation Date, the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company.

V. In as far as several share classes have been established, the following particularities arise for the share valuation:

1) The net asset value calculation is made separately for each share class according to the criteria mentioned here after.

2) The inflow of funds due to the issue of shares increases the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets. The outflow of funds due to the redemption of shares reduces the percentage portion of the respective share class on the total value of the respective Sub-Fund's net assets.

3) In the case of distribution, the net asset value of the shares entitled for distribution of the appropriate share class is reduced by the amount of the distribution. Therefore, at the same time, the percentage portion of this share class is reduced in the total value of the respective Sub-Fund's net assets, while the percentage portion of share classes not entitled for distribution increases the total respective Sub-Fund's net assets.

The Company may perform in the shareholders' interest an adjustment of the Net Asset Value as further determined under the prospectus of the Company from time to time.

**Art. 12. Frequency and Temporary suspension of calculation of Net Asset Value per Share, of issue, Redemption and Conversion of Shares.** With respect to each Class of Shares, the Net Asset Value per Share shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors, such date being referred to herein as the «Valuation Date».

The Board of Directors is entitled to suspend the calculation of a respective Sub-Fund's net asset value, if and for as long as there are circumstances which make this suspension necessary and if the suspension is justifiable, taking into account the interests of the shareholders, in particular:

1. during the time in which a stock exchange or another market, where a considerable part of a respective Sub-Fund's assets is officially quoted or traded, is closed (except at the usual weekends or on bank holidays) or the trading on this stock exchange or corresponding market ceases or is limited;

2. where a major part of the securities and instruments in the Sub-Fund are not listed or otherwise not subject to orderly pricing entailing that the net asset value cannot be satisfactorily determined in a manner that safeguards the equal right of the shareholders;

3. in periods, where the political, economic, military, monetary or social circumstances or any case of force majeure, beyond the responsibility or power of the Board of Directors, make it impossible to dispose of a respective Sub-Fund's assets by reasonable and normal means, without causing serious prejudice to its shareholders;

4. during the time in which the stock exchange or another market forming the basis of the valuation of a major part of the Sub-Fund's assets is (are) closed for legal holidays;

5. in an emergency, when the Board of Directors may not dispose of a respective Sub-Fund's investments or it is impossible for it to freely transfer the transaction value resulting from purchases and sales of investment.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders within a delay to be determined by the Company's Board of Directors, having made an application for subscription, redemption or conversion of shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of shares of any other Sub-Fund.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value.

## Title III. - Administration and Supervision

**Art. 13. Directors.** The Company shall be managed by a board of directors (the «Board of Directors») composed of not less than three members, who need not be shareholders of the Company.

They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

**Art. 14. Board of Directors Meetings.** The Board of Directors shall choose from among its members a chairman. It may choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the members of the Board of Directors shall decide by a majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telefax, electronic mail or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any director may act at any meeting by appointing in writing, by telefax, electronic mail or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board of Directors. The directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the Board of Directors may determine, are present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented at such meeting. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telefax, electronic mail or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

**Art. 15. Powers of the Board of Directors.** The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 18 hereof.

All powers not expressly reserved by law or by the present Articles to the general meeting of shareholders are in the competence of the Board of Directors.

**Art. 16. Corporate signature.** Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board of Directors.

**Art. 17. Delegation of power.** The Board of Directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

The Board of Directors may also confer special powers of attorney by notarial or private proxy.

**Art. 18. Investment policies and Restrictions.** The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy as well as other trading strategies to be applied to specific Classes of Shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board of Directors in compliance with the prospectus of the Company and applicable laws and regulations.

The main objective of each Sub-Fund is to invest in transferable securities and other Eligible Assets, as described in the prospectus of the Company, with the purpose of spreading investment risks. The investment objectives of the Sub-Funds will be carried out in compliance with the investment restrictions set forth in the prospectus of the Company.

The Board of the Company may decide to invest up to one hundred per cent of the total net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the supervisory authority and disclosed in the prospectus of the Company, or public international bodies of which one or more of such Member States of the European Union are members, provided that in the case where the Company decides to make use of this provision it must hold securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such Sub-Fund's total net assets.

In accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus of the Company, any Sub-Fund may, to the largest extent permitted, invest in one or more other Sub-Funds of the Company.

Furthermore, in accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus, the Board may, at any time it deems appropriate and to the largest extent permitted, (i) create any Sub-Fund qualifying either as a feeder or as a master Sub-Fund, (ii) convert any existing Sub-Fund into a feeder or a master Sub-Fund.

**Art. 19. Conflict of interest.** No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term «opposite interest», as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

**Art. 20. Indemnification of Directors.** The Company shall indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

**Art. 21. Auditors.** The accounting data related in the annual report of the Company shall be examined by an approved statutory auditor («réviseur d'entreprises agréé») appointed by the general meeting of shareholders and remunerated by the Company.

The approved statutory auditor shall fulfil all duties prescribed by the Law of 2010.

## Title IV. - General meetings - Accounting year - Distributions

**Art. 22. General Meetings of Shareholders of the Company.** The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of shareholders representing at least one tenth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at the registered office of the Company in Luxembourg, on the last bank business day of the month of April of each year at 4.00 p.m. (Luxembourg time).

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Registered shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board of Directors may prepare a supplementary agenda.

If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the «Mémorial C, Recueil des Sociétés et Associations», in one or more Luxembourg newspapers, and in such other newspapers as the Board of Directors may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

**Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares.** The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any Class of Shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a Class of Shares are passed by a simple majority vote of the shareholders present or represented.

**Art. 24. Mergers.** For the purposes of this article, the term UCITS also refers to a sub-fund of a UCITS.

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the Shareholders of any Sub-Fund, the Board of Directors may decide to merge the assets of any Sub-Fund or Class of Shares to those of another existing Sub-Fund or Class of Shares within the Company or to another UCITS and to redesignate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders).

Any merger between Sub-Funds, Classes of Shares or between a Sub-Fund or the Company and another UCITS and the effective date shall be decided by the Board of Directors except for any merger where the Company would cease to exist, in the later case the effective date of the merger must be decided by a general meeting of Shareholders of the Company acting under the same majority and quorum requirements as are required to amend the articles of incorporation.

In the case required by the Law, the Company shall entrust either an authorised auditor or, as the case may be, an independent auditor to perform the necessary validations prescribed by the Law.

Practical terms of mergers will be performed and will have the effect in accordance with the prospectus of the Company and Chapter 8 of the Law.

Information on the merger shall be made available to the investors of the merging and/or receiving UCITS on the management company's website and, as the case may be, in all other forms prescribed by laws or related regulations of the countries, where the relevant Shares are sold.

**Art. 25. Termination of Sub-Funds or Classes of Shares.** In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the shareholders of any Sub-Fund, the Board of Directors may decide to redeem all the shares of the relevant class or classes at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect, without the approval of the shareholders being necessary. The relevant Shareholders will be informed of the decision to liquidate prior to the effective date of the liquidation, in a form permitted by laws and related regulations of the countries where the relevant Shares are sold. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the Class of Shares concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of shareholders of any one or all Classes of Shares issued in any Sub-Fund, acting under the same majority and quorum requirements as are required to amend the articles of incorporation, will, in any other circumstances, have the power, upon proposal from the Board of Directors, to redeem all the shares of the relevant class or classes and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect.

The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Under the same circumstances as described above, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be notified in the same manner as described above and, in addition, the notification will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such notification will be made at least one month before the date on which the reorganisation becomes effective in order to enable shareholders to request redemption or switch of their shares, free of charge, before the reorganisation becomes effective.

**Art. 26. Accounting Year.** The accounting year of the Company shall commence on 1 st of January of each year and shall terminate on 31 st of December of the same year.

**Art. 27. Distributions.** The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the Board of Directors to declare, distributions.

For any Class of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon, if any, to the agent or agents therefore designated by the Company or in any such manner as the Board of Directors shall determine from time to time.

Distributions may be paid in such currency and at such time and place that the Board of Directors shall determine from time to time.

The Board of Directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class or Classes of Shares issued in respect of the relevant Sub-Fund.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

**Title V. - Final provisions**

**Art. 28. Custodian.** To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector, as amended (herein referred to as the «Custodian»).

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

**Art. 29. Dissolution of the Company.** The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors.

The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

**Art. 30. Liquidation.** Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

The closure of the liquidation of the Company and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

**Art. 31. Amendments to the Articles.** These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on companies, as amended.

**Art. 32. Applicable law.** All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on companies and the Law of 2010 as such laws have been or may be amended from time to time.

Nothing else being on the agenda, and nobody wishing to address the meeting, the meeting was closed at 3.00 p.m.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

Whereof the present deed was drawn up in Luxembourg City, on the day named at the beginning of this document.

The document having been read to the persons appearing, said persons appearing signed with us, the notary, the present original deed.

Signé: R. GALIOTTO, S. WOLTER, R. KÖMEN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 janvier 2012. Relation: LAC/2012/1009. Reçu soixante-quinze euros (75.- EUR).

*Le Receveur* (signature): I. THILL.

- POUR EXPEDITION CONFORME - délivrée à la société sur demande.

Luxembourg, le 12 janvier 2012.

Référence de publication: 2012007344/717.

(120007453) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

**Longwalk, Société à responsabilité limitée.**

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 165.166.

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Il résulte d'une convention de cession de parts sociales signée le 8 décembre 2011 que l'associée unique de la société à responsabilité limitée LONGWALK est désormais la société de droit de l'Etat du Delaware dénommée CVI Europe LLC avec siège social sis au 15407 McGinty Road West, Minnetonka, Minnesota (USA) société immatriculée sous le n° 5003374.

Référence de publication: 2011173291/11.

(110201734) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Lesing EL GYM S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 157.695.

—

En date du 23 septembre 2011, les associés ont décidé de transférer le siège social de la Société du 67, rue Ermesinde, L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet immédiat.

L'adresse professionnelle de Géraldine Schmit et d'Alan Dundon, gérants, a changé et se trouve désormais au 5, rue Guillaume Kroll, L-1882 Luxembourg.

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

Luxembourg, le 8 décembre 2011.

Référence de publication: 2011173311/14.

(110201687) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Marcolux G.m.b.H., Société à responsabilité limitée.**

Siège social: L-3378 Livange, Zone Industrielle.

R.C.S. Luxembourg B 21.361.

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L'an deux mil onze, le douze décembre.

Par-devant Maître Karine REUTER, notaire de résidence à Pétange (Grand-Duché de Luxembourg).

S'est tenue une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de la société à responsabilité limitée

MARCOLUX G.m.b.H.

une société de droit luxembourgeois ayant son siège social à L-3378 Livange, Zone Industrielle,

inscrite au Registre de commerce et des Sociétés de Luxembourg, sous le numéro B21.361,

constituée sous la dénomination «BERALUX, G.m.b.H.», suivant acte reçu par Maître Jacqueline HANSEN-PEFFER, alors notaire de résidence à Capellen, en date du 13 février 1984, publiée au Mémorial C du 23 ,ars 1984, numéro 81, page 3.780.

A comparu:

Monsieur Ernest Philippe GOEDERT, rentier, né le 19 octobre 1935 à Luxembourg, demeurant à L-2556 Luxembourg, 15 rue Jacques Sturm.

Lequel comparant déclare être associé unique et propriétaire de l'intégralité des parts sociales de ladite société à responsabilité limitée de droit luxembourgeois.

L'associé unique a prié le notaire instrumentaire d'acter ce qui suit:

*Résolution unique*

L'associé unique décide de modifier l'article 3 des statuts pour lui conférer dorénavant la teneur suivante:

« **Art. 3.** La durée de la société est illimitée.»

*Déclaration en matière de blanchiment*

L'associé unique déclare, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être le bénéficiaire réel de la société faisant l'objet des présentes et certifie que les fonds/biens/droits servant à la libération du capital social ne proviennent pas respectivement que la société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances

médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

*Estimation des frais*

Le montant total des dépenses, frais, rémunérations et charges, de toute forme, qui seront supportés par la société en conséquence du présent acte est estimé à environ mille trois cents euros (1.300.- €). A l'égard du notaire instrumentaire, toutes les parties comparantes et/ou signataires des présentes se reconnaissent solidairement et indivisiblement tenues du paiement des frais, dépenses et honoraires découlant des présentes.

Dont acte, fait et passé à Pétange, en l'étude du notaire instrumentaire, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée à la partie comparante, connue du notaire par son nom, prénom, état et demeure, elle a signé avec Nous notaire le présent acte.

Signé: GOEDERT, REUTER.

Enregistré à Esch/Alzette Actes Civils, le 14 décembre 2011. Relation: EAC/2011/16961. Reçu soixante-quinze euros 75,00.- €.

*Le Receveur* (signé): SANTIONI.

POUR EXPEDITION CONFORME.

Pétange, le 16 décembre 2011.

Référence de publication: 2011173343/47.

(110201546) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Nas Holdings S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 129.106.

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En date du 30 novembre 2011 l'associé unique a décidé de transférer le siège social de la société du 67, rue Ermesinde, L-1469 Luxembourg au 5, rue Guillaume Kroll L-1882 Luxembourg avec effet au 1 er septembre 2011.

Le gérant de la société, Robert BRIMEYER, a également transféré son adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet au 1 er septembre 2011.

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

Luxembourg, le 7 décembre 2011.

Référence de publication: 2011173364/14.

(110201688) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Nouvelle Etoile S.A., Société Anonyme.**

Siège social: L-1331 Luxembourg, 31, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 89.945.

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Les administrateurs Sonja Bemtgen, Stéphanie Bouju et Virginie Derains et le commissaire aux comptes, Picigiemme S.à r.l. ont démissionné de leur mandat respectif le 16 décembre avec effet immédiat.

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

Luxembourg, le 16 décembre 2011.

Référence de publication: 2011173374/11.

(110201644) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Open Eyes Invest S. à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2540 Luxembourg, 18-20, rue Edward Steichen.

R.C.S. Luxembourg B 141.604.

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EXTRAIT

En date du 14 décembre 2011, l'Associé unique a pris les résolutions suivantes:

- La démission de Mikael Gutierrez, en tant que gérant, est acceptée avec effet immédiat.

- Wim Rits, 15, rue Edward Steichen, L-2540 Luxembourg, est élu nouveau gérant de la société avec effet immédiat et ce pour une durée indéterminée.

Pour extrait conforme.
Luxembourg, le 15 décembre 2011.

Référence de publication: 2011173383/15.

(110201730) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**RED-Real Estate Developments S.A., Société Anonyme (en liquidation).**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 85.970.

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En date du 5 décembre 2011, le liquidateur de la Société a décidé de transférer le siège social de la société du 67, rue Ermesinde, L-1469 Luxembourg au 5, rue Guillaume Kroll, L-1882 Luxembourg avec effet immédiat.

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

Luxembourg, le 7 décembre 2011.

Référence de publication: 2011173418/11.

(110201666) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Rolilux S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 57.413.

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*Extrait du procès-verbal de l'assemblée générale ordinaire qui s'est tenue le 16 décembre 2011 à 11.30 heures à Luxembourg*

Les mandats des Administrateurs et du Commissaire aux Comptes viennent à échéance à la présente assemblée.

L'Assemblée Générale reconduit à l'unanimité les mandats d'Administrateurs de Messieurs R.A.H. VAN WEELDE, Joseph WINANDY et Koen LOZIE et de M. Pierre SCHILL, Commissaire aux Comptes, pour une période qui viendra à échéance à l'issue de l'Assemblée Générale qui statuera sur les comptes annuels arrêtés au 31.12.2012.

Copie certifiée conforme
Signatures
*Administrateur / Administrateur*

Référence de publication: 2011173424/15.

(110201717) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Shaw Industries S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 20.000,00.**

Siège social: L-2124 Luxembourg, 102, rue des Maraîchers.

R.C.S. Luxembourg B 163.099.

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*Extrait de la résolution de l'associé unique de la Société en date du 29 octobre 2011*

En date du 29 octobre 2011, l'associé unique de la Société a pris les résolutions suivantes:

De nommer la personne suivante en tant que gérant de classe A de la Société:

- M. Louis Johannes de Lange, né le 23 mai 1969 à Eindhoven, Pays-Bas, résidant professionnellement au 69, rue de Merl, L-2146 Luxembourg, avec effet au 1 er novembre 2011 et pour une durée indéterminée.

Depuis cette date le conseil de gérance de la Société se compose des personnes suivantes:

*Gérants de classe A:*

M. Louis Johannes de Lange

M. Philippe van den Avenne

*Gérants de class B:*

M. Gérald R. Embry

M. Jeffrey L. Galloway

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

Luxembourg, le 16 décembre 2011.
Shaw Industries Group, Inc.

Référence de publication: 2011173440/23.

(110201755) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**Silver Sea Properties (Orpington) S.à r.l., Société à responsabilité limitée.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 160.711.

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Les statuts coordonnés de la société 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 16 décembre 2011.

Référence de publication: 2011173441/10.

(110201111) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Schuler Invest s.à r.l., Société à responsabilité limitée.**

Siège social: L-8399 Windhof, 7, rue des Trois Cantons.

R.C.S. Luxembourg B 159.132.

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*Extrait des résolutions de l'associé unique du 18 novembre 2011*

En date du 18 novembre 2011, l'associé unique a pris les résolutions suivantes:

- Acceptation de la démission de Monsieur Stéphane MERLET de son poste de gérant;

- Désignation de Monsieur Marcel EHLINGER, né à Luxembourg, le 13 novembre 1939 et demeurant à CH-1936 Verbier, 24 chemin de Planalui au poste de gérant avec pouvoir de signature individuelle.

Fait à Windhof, le 16 décembre 2011.

*Mandataire*

Référence de publication: 2011173460/14.

(110201653) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Schuler S.à r.l., Société à responsabilité limitée.**

Siège social: L-8399 Windhof (Koerich), 11, rue des Trois Cantons.

R.C.S. Luxembourg B 5.445.

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*Extrait des résolutions de l'associé unique du 15 décembre 2011*

En date du 15 décembre 2011, l'associé unique a pris les résolutions suivantes:

- Acceptation de la démission de Monsieur Stéphane MERLET de son poste de gérant;

- Désignation de Monsieur Xavier DELPOSEN, né à Briey (France) le 19 décembre 1972 et demeurant à B-6740 Etalle, 64, rue du Bois au poste au poste de gérant avec pouvoir de signature individuelle.

Fait à Windhof, le 16 décembre 2011.

*Mandataire*

Référence de publication: 2011173461/14.

(110201678) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Soluca, Société à responsabilité limitée.**

Siège social: L-8399 Windhof (Koerich), 11, rue des Trois Cantons.

R.C.S. Luxembourg B 29.705.

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*Extrait des résolutions de l'associé unique du 18 novembre 2011*

En date du 18 novembre 2011, l'associé unique a pris les résolutions suivantes:

- Acceptation de la démission de Monsieur Stéphane MERLET de son poste de gérant;

- Désignation de Monsieur Marcel EHLINGER, né à Luxembourg, le 13 novembre 1939 et demeurant à CH-1936 Verbier, 24 chemin de Planalui au poste de gérant avec pouvoir de signature individuelle.

Fait à Windhof, le 16 décembre 2011.

*Mandataire*

Référence de publication: 2011173490/14.

(110201651) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**T&F Luxembourg S.A., Société Anonyme.**

Siège social: L-1330 Luxembourg, 48, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 152.573.

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Je vous informe par la présente de ma démission, avec effet immédiat, en tant qu'Administrateur et Directeur en charge de la gestion journalière des affaires de la société T&F LUXEMBOURG S.A.

Luxembourg, le 16 décembre 2011. François Georges.

Référence de publication: 2011173505/10.

(110201726) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Tishman Speyer Weserstrasse Holdings S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 50.000,00.**

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 165.198.

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EXTRAIT

Il ressort d'un apport en nature effectué en vertu d'un "limited partnership deed" executé en date du 15 décembre 2011 entre:

TSCE Weserstrasse, L.L.C., une société à responsabilité limitée établie et existante en vertu des lois de l'Etat du Delaware, ayant son siège social au 160 Greentree Drive, Suite 101, Dover, DE 19904, County of Kent, Delaware, Etats-Unis d'Amérique, et enregistrée auprès du Secrétariat d'Etat de l'Etat du Delaware sous le numéro 5067188,

Et,

Weserstrasse L.P., un limited partnership établi et existant en vertu des lois d'Angleterre et du Pays de Galle, ayant son siège social au 61 Aldwych, WC2B 4AE Londres, Royaume-Uni, et enregistré auprès du Registre des Sociétés d'Angleterre et du Pays de Galles, sous le numéro LP014818,

que les cinquante mille (50.000) parts sociales d'une valeur nominale d'un Euro (EUR 1,00) chacune, ont été transférées par TSCE Weserstrasse, L.L.C., susnommée, à Weserstrasse L.P., susnommmé.

Depuis lors toutes les parts sociales de la Société sont détenues par Weserstrasse L.P., susnommé seul et unique associé de la Société.

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

Senningerberg, le 16 décembre 2011.

Pour extrait conforme

ATOZ SA

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Sennigerberg

Signature

Référence de publication: 2011173509/30.

(110201139) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Talinum Investments S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 31.000,00.**

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

R.C.S. Luxembourg B 134.013.

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EXTRAIT

L'associé unique a nommé en date du 12 Décembre 2011 Messieurs Johny Seré, John Drury et Robert Smeele au poste de gérants de la Société, leurs mandats se terminant lors de l'Assemblée statuant sur les comptes de l'exercice 2011.

Il résulte de ces nominations que le conseil de gérance de la Société se compose désormais comme suit:

- Michel de GROOTE, administrateur de sociétés, avec adresse professionnelle à 48, rue de Bragance, L-1255 Luxembourg.

- Raf BOGAERTS, administrateur de sociétés, avec adresse professionnelle à 48, rue de Bragance, L-1255 Luxembourg.

- Robert SMEELE, administrateur de sociétés, avec adresse professionnelle à Grafenauweg 10, CH-6300 Zug, Suisse.

- John DRURY, administrateur de sociétés, avec adresse professionnelle à Standbrook House, 1 st floor, 2-5 Old Bond Street, W1S 4 PD, Londres, Angleterre.

- Johny SERÉ, administrateur de sociétés, avec adresse professionnelle à Jean Monnetlaan, B-1804 Vilvoorde, Belgique.

Pour extrait conforme
Signatures
*Gérants*

Référence de publication: 2011173514/22.

(110201440) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Ter Holding S.A., Société Anonyme Holding.**

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 62.283.

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*Extrait du procès-verbal de l'assemblée générale ordinaire tenue de manière extraordinaire le 16 décembre 2011*

Le mandat des administrateurs et du commissaire aux comptes venant à échéance, l'assemblée décide de le réélire pour la période expirant à l'assemblée générale statuant sur les comptes de l'exercice clôturé au 31 décembre 2011:

*Conseil d'administration*

MM. Stefano De Meo, employé privé, demeurant professionnellement au 19-21, boulevard du Prince Henri, L - 1724 Luxembourg, président

Francesco Molaro, employé privé, demeurant professionnellement au 19-21, boulevard du Prince Henri, L - 1724 Luxembourg administrateur

Vincent Thill, employé privé, demeurant professionnellement au 19-21, boulevard du Prince Henri, L - 1724 Luxembourg administrateur

*Commissaire aux comptes:*

M. Pietro Segalerba, Expert-comptable, Via Antonio Crocco, 3, I - 16122 Genova (Italie).

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

SOCIETE EUROPEENNE DE BANQUE
Société Anonyme
*Banque Domiciliataire*
Signature

Référence de publication: 2011173520/24.

(110201261) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Terre Rouge S.A., Société Anonyme.**

Siège social: L-8399 Windhof (Koerich), 11, rue des Trois Cantons.

R.C.S. Luxembourg B 45.943.

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*Extrait de l'assemblée générale extraordinaire du 18.11.2011*

Il ressort de l'assemblée générale extraordinaire du 18/11/2011 que l'assemblée:

- accepte la démission de Monsieur Stéphane MERLET de son poste d'administrateur et d'administrateur-délégué;

- désigne Monsieur Xavier DELPOSEN, né à Briey (France) le 19 décembre 1972 et demeurant à B-6740 Etalle, 64 rue du Bois au poste d'administrateur et d'administrateur-délégué jusqu'à l'assemblée générale à tenir en 2015;

- accepte la nomination de Monsieur Marcel EHLINGER, né à Luxembourg, le 13 novembre 1939 et demeurant à CH-1936 Verbier, 24 chemin de Planalui au poste de Président du Conseil d'Administration jusqu'à l'assemblée générale à tenir en 2015;

- L'assemblée désigne Monsieur Daniel ORIGER, né à Etterbeek (Belgique) le 7 décembre 1965 et demeurant à L-6147 Junglinster, 8 rue des Roses au poste d'administrateur jusqu'à l'assemblée générale à tenir en 2015.

Fait à Windhof, le 16.12.2011.
*Mandataire*

Référence de publication: 2011173522/19.

(110201727) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**Thurloe Holdings S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 263.500,00.**

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 109.035.

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Il résulte des contrats de cession de parts sociales signés en date du 16 décembre 2011 que:-

- Waverley S.à r.l. avec siège social 37 rue d'Anvers, L-1130 Luxembourg, RCS Luxembourg B 109 030 a cédé 964 parts sociales ordinaires de classe A à Montabor S.à r.l. avec siège social 37 rue d'Anvers, L-1130 Luxembourg, RCS Luxembourg B 109 036

- Stanwich S.à r.l. avec siège social 5, rue Guillaume Kroll, L-1882 Luxembourg, RCS Luxemburg B 109 034 a cédé 522 parts sociales ordinaires de classe B à Montabor S.à r.l. avec siège social 37 rue d'Anvers, L-1130 Luxembourg, RCS Luxembourg B 109 036

- Stanwich S.à r.l. avec siège social 5, rue Guillaume Kroll, L-1882 Luxembourg, RCS Luxemburg B 109 034 a cédé 100 parts sociales ordinaires de classe D à Montabor S.à r.l. avec siège social 37 rue d'Anvers, L-1130 Luxembourg, RCS Luxembourg B 109 036

Suite à ces cessions, le capital social est réparti comme suit:

Montabor S.à r.l. détenant

- 964 parts sociales ordinaires de classe A

- 522 parts sociales ordinaires de classe B

- 522 parts sociales ordinaires de classe C

- 100 parts sociales ordinaires de classe D

De plus, il résulte des résolutions prises par l'associé unique, Montabor S.à r.l. avec siège social 37 rue d'Anvers, L-1130 Luxembourg, RCS Luxembourg B 109 036, en date du 16 décembre 2011 que:-

- Monsieur Wesley LIPNER a démissionné de ses fonctions de gérant de catégorie A de la Société avec effet au 16 décembre 2011

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

Luxembourg, le 16 décembre 2011.

*Mandataire*

Référence de publication: 2011173525/31.

(110201778) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**OffCo 3 S.à r.l., Société à responsabilité limitée.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 135.015.

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Les comptes annuels au 31 Décembre 2010 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: 2011173769/10.

(110202634) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Schortgen Editions S.à r.l., Société à responsabilité limitée.**

Siège social: L-4011 Esch-sur-Alzette, 121, rue de l'Alzette.

R.C.S. Luxembourg B 94.339.

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Les comptes annuels au 31.12.2010 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.

FIDUCIAIRE ROLAND KOHN
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2011173814/13.

(110202914) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**OPIT A S.à r.l., Société à responsabilité limitée.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 135.018.

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Les comptes annuels au 31 Décembre 2010 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: 2011173771/10.

(110202649) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**OPIT B S.à r.l., Société à responsabilité limitée.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 135.023.

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Les comptes annuels au 31 Décembre 2010 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: 2011173772/10.

(110202651) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**OPIT C S.à r.l., Société à responsabilité limitée.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 135.022.

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Les comptes annuels au 31 Décembre 2010 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: 2011173773/10.

(110202735) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**OPIT D S.à r.l., Société à responsabilité limitée.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 135.021.

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Les comptes annuels au 31 Décembre 2010 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: 2011173774/10.

(110202738) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**Schortgen Galerie S.à r.l., Société à responsabilité limitée.**

Siège social: L-1219 Luxembourg, 21, rue Beaumont.

R.C.S. Luxembourg B 94.491.

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Les comptes annuels au 31.12.2010 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.

FIDUCIAIRE ROLAND KOHN S.à.r.l.
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2011173815/13.

(110202907) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

**OPIT E S.à r.l., Société à responsabilité limitée.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 135.019.

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Les comptes annuels au 31 Décembre 2010 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: 2011173775/10.

(110202742) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Opittop S.A., Société Anonyme.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 134.972.

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Les comptes annuels au 31 Décembre 2010 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: 2011173776/10.

(110202622) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Opittop S.A., Société Anonyme.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 134.972.

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Les comptes annuels au 31 Décembre 2009 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: 2011173777/10.

(110202625) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Opittop S.A., Société Anonyme.**

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 134.972.

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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.

Signature.

Référence de publication: 2011173778/10.

(110202630) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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**Haston S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 56.418.

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Les comptes annuels au 31 décembre 2010 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.
FIDUPAR
1, rue Joseph Hackin
L-1746 Luxembourg
Signature

Référence de publication: 2011174168/14.

(110202736) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

**GCV S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 359.960,00.**

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.

R.C.S. Luxembourg B 122.055.

—

L'an deux mil onze, le quinze décembre.

Par-devant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

A comparu:

la société FREIGHTER LEASING (GIBRALTAR) LIMITED, une société de droit de Gibraltar, ayant son siège social à 57/63 Line Wall Road, Gibraltar, immatriculée au « Companies Registry» de Gibraltar sous le numéro 97512,

ici représentée par Maître Aldwin Dekkers, avocat, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé, laquelle, après avoir été signée « ne varietur» par le comparant et par le notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Le comparant, représenté comme dit ci-avant, déclare être l'actionnaire unique de la société GCV S.à r.l., une société à responsabilité limitée, ayant son siège social au 5, avenue Gaston Diderich, L-1420 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 122.055, constituée suivant acte reçu par le notaire instrumentant, en date du 30 novembre 2006, publié au Mémorial C Recueil des Sociétés et Associations en date du 8 février 2007, numéro 140, dont les statuts ont été modifiés pour la dernière fois suivant acte reçu par le notaire instrumentant en date 15 janvier 2007 publié au Mémorial C Recueil des Sociétés et Associations en date du 18 avril 2007 numéro 644.

L'actionnaire unique a prié le notaire instrumentant d'acter les résolutions suivantes:

*Première résolution*

Conformément à la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, l'actionnaire unique décide de dissoudre la Société et de la mettre en liquidation volontaire avec effet immédiat.

*Deuxième résolution*

Suite à la résolution qui précède, l'actionnaire unique décide de nommer comme liquidateur Maître Aldwin Dekkers, avocat, née le 27 mars 1977 à Leuven, Belgique, demeurant professionnellement au 14, rue Erasme, L-1468 Luxembourg.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires; donner mainlevée, avec ou sans paiement de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de l'inventaire et peut se référer aux comptes de la société.

Il peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

*Evaluation des frais*

Le montant des frais incombant à la société en raisons des présentes est évalué approximativement à mille deux cents euros (EUR 1.200,-).

Plus rien n'étant à l'ordre du jour, la séance est levée.

DONT ACTE, fait et passé à Senningerberg, date qu'en tête.

Et après lecture faite et interprétation donnée au comparant, connu du notaire instrumentant par nom, prénom usuel, état et demeure, celui-ci a signé avec le notaire le présent acte.

Signé: Aldwin Dekkers, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 15 décembre 2011. LAC/2011/56069. Reçu 12.-

*Le Receveur* (signé): Francis Sandt.

Pour copie conforme, délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 16 décembre 2011.

Référence de publication: 2011173205/50.

(110201638) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

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