

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS 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° 245

30 janvier 2012

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### Valor SIF, Fonds Commun de Placement.

Le règlement de gestion du 23 janvier 2012 a été déposé au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2012012339/8.

(120014452) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 janvier 2012.

### Lombard Odier Funds, Société d'Investissement à Capital Variable.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 25.301.

Le Conseil d'administration de Lombard Odier Funds (ci-après "LO Funds" ou la "SICAV") a le plaisir de convier ses actionnaires à

#### l'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra le 23 février 2012 à 11h00 au siège social de la SICAV. L'ordre du jour sera le suivant:

#### Ordre du jour:

1. Présentation des rapports du Conseil d'administration et du Réviseur d'entreprises.
2. Approbation des comptes annuels au 30 septembre 2011.
3. Affectation des résultats et ratification du paiement des dividendes suivants pour l'exercice clos au 30 septembre 2011:

Nom des compartiments	Dividendes			
LO Funds - EMEA	P	D	EUR	0,30
LO Funds - Pacific Rim	P	D	USD	0,12
LO Funds - Government Bond (USD)	P	D	USD	0,21
LO Funds - Greater China	P	D	USD	1,70
LO Funds - Total Return Bond	P	D	EUR	0,12
LO Funds - Total Return Bond	I	D	EUR	0,23
LO Funds - Total Return Bond	P	D	USD	0,15
LO Funds - Euro Responsible Corporate Bond	P	D	EUR	0,35
LO Funds - Euro Responsible Corporate Bond	I	D	EUR	0,61
LO Funds - Emerging Market Bond	P	D	USD	0,70
LO Funds - Investment Grade A-BBB (CHF)	P	D	CHF	0,20
LO Funds - Global Emerging Markets	P	D	USD	0,09
LO Funds - Global Emerging Markets	P	D	EUR	0,10
LO Funds - Money Market (USD)	P	D	USD	0,08
LO Funds - Money Market (GBP)	P	D	GBP	0,06
LO Funds - Convertible Bond Asia	P	D	CHF	0,06
LO Funds - Convertible Bond Asia	P	D	EUR	0,07
LO Funds - Euro Credit Bond	I	D	EUR	0,37
LO Funds - Euro Government Bond	P	D	EUR	0,26
LO Funds - Euro Inflation-Linked Bond	P	D	EUR	0,09
LO Funds - Emerging Local Currencies and Bonds	P	D	EUR	0,55
LO Funds - Emerging Local Currencies and Bonds	P	D	CHF	0,47
LO Funds - BBB-BB Bond	P	D	USD	0,24
LO Funds - BBB-BB Bond	I	D	USD	0,28
LO Funds - BBB-BB Bond	P	D	GBP	0,14
LO Funds - Convertible Bond	P	D	EUR	0,07
LO Funds - Convertible Bond	I	D	EUR	0,16
LO Funds - Money Market (EUR)	P	D	EUR	0,91
LO Funds - Eurozone Small and Mid Caps	P	D	EUR	0,08
LO Funds - Eurozone Small and Mid Caps	I	D	EUR	0,36

4. Rémunération des Administrateurs.
5. Décharge des Administrateurs pour l'exercice de leur mandat durant l'exercice clos au 30 septembre 2011.

6. Election/démission des Administrateurs:

- Acceptation de la démission de M. Jean-Claude RAMEL avec effet au 22 septembre 2011;
- Acceptation de la démission de M. Peter E.F. NEWBALD avec effet au 9 mars 2011;
- Réélection de M. Bernard DROUX, Mme Francine KEISER, M. Yvar MENTHA, M. Patrick ZURSTRASSEN et M. Alexandre MEYER en tant qu'Administrateurs de la SICAV jusqu'à la prochaine Assemblée générale annuelle qui se tiendra en 2013.

7. Réélection de PricewaterhouseCoopers S.à r.l. en tant que Réviseur d'entreprises de la SICAV jusqu'à l'Assemblée générale annuelle en 2013.

8. Divers.

Les actionnaires sont informés qu'aucun quorum n'est requis pour délibérer sur les points à l'ordre du jour, et que les décisions seront prises à la majorité des actions présentes ou représentées à l'Assemblée. Chaque action donne droit à une voix. Tout actionnaire peut se faire représenter à l'Assemblée en signant une procuration en faveur d'un représentant.

Le prospectus complet et le prospectus simplifié de la SICAV (ou les documents d'information clé pour l'investisseur, selon le cas), ses statuts et les rapports annuels et semestriels, ainsi qu'un modèle de procuration, sont disponibles sans frais et sur simple demande au siège social de la SICAV.

Si vous souhaitez participer à cette Assemblée, nous vous saurions gré de bien vouloir en informer la SICAV au moins deux jours avant la date de l'Assemblée.

Si vous ne pouvez pas assister à cette Assemblée, nous vous saurions gré de bien vouloir nous retourner une procuration dûment signée, ainsi qu'une copie de votre carte d'identité/passeport en cours de validité ou d'une liste mise à jour des signatures autorisées pour les personnes agissant au nom d'une personne morale, d'abord par fax puis par courrier à l'attention de Mme Gaëlle Chéry, Lombard Odier Funds (Europe) S.A., 5, Allée Scheffer, L - 2520 Luxembourg, numéro de fax (352) 27 78 10 01 d'ici au 21 février 2012.

30 janvier 2012.

Référence de publication: 2012014355/755/72.

**VRWAY Communication S.A., Société Anonyme.**

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg B 132.690.

Les actionnaires de la société VRWAY COMMUNICATION S.A. sont convoqués à

**L'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra le 28 février 2012 à 11.00 heures, au CERCLE MUNSTER, sis au 5/7 rue Munster à L-2160 Luxembourg, afin de discuter et délibérer sur les points suivants:

*Ordre du jour:*

1. Ratification de la cooptation résultant du procès-verbal du Conseil d'Administration tenu en date du 19 décembre 2011;
2. Nominations statutaires;
3. Présentation à l'assemblée du:  
projet industriel proposé et développé par le Conseil d'administration,  
plan financier proposé par le Conseil d'administration.
4. Divers.

Ont le droit d'assister à l'Assemblée Générale dans le respect des dispositions de l'article 17.10 des statuts de la société, les détenteurs de droits de vote, autorisés par le certificat délivré par l'intermédiaire auprès duquel les actions sont détenues en conformité du régime de gestion des actions dématérialisées, ayant présenté au moins deux jours ouvrables avant la date fixée de l'Assemblée ledit certificat et informé la société conformément à la législation applicable.

Le capital social souscrit et libéré intégralement est de EUR 14.435.486,00 divisé en 14.435.486 actions ordinaires ayant une valeur nominale de EUR 1,00 chacune. A la date de ce jour, la société détient 19.000 actions propres.

En respect des lois applicables, les documents relatifs aux points portés à l'ordre du jour de l'Assemblée Générale seront tenus au siège social de la société ainsi qu'auprès de la "Borsa Italiana S.p.A.". Ces documents seront également disponibles sur le site de la société à l'adresse [www.vrway.com](http://www.vrway.com) dans le délai prévu.

*Le Conseil d'Administration.*

The VRWAY COMMUNICATION S.A. shareholders are called to the

**EXTRAORDINARY SHAREHOLDER'S MEETING**

which will be held on February 28<sup>th</sup> 2012 at 11.00 in the CERCLE MUNSTER located in 5/7 rue Munster in L-2160 Luxembourg, in order to discuss and deliberate on the following agenda:

*Agenda:*

1. Ratification of the cooptation resulting from the minutes of the meeting of the Board of Directors held on December 19<sup>th</sup> 2011;
2. Statutory nominations;
3. Presentation to the shareholder's of:  
the Industrial project proposed and developed by the Board of Directors,  
The financial plan proposed by the Board of Directors.
4. Various.

Have the right to attend the General Meeting in compliance with the article 17.10 of the bylaws of the company, holders of voting rights, permitted by the certificate issued by the intermediary through which the shares are held in compliance with the management system of the dematerialized shares, submitting at least two working days before the date of the meeting and informed the company in accordance with the applicable law.

The capital subscribed and fully paid amounts to EUR 14,435,486.00 divided into 14,435,486 ordinary shares with a nominal value of EUR 1.00 each. Until today, the Company owns directly 19,000 shares.

In accordance with the applicable laws, the documents relating to the items mentioned in the agenda of the Shareholder's General Meeting will be kept at the registered office of the Company as well as by the "Borsa Italiana SpA". These documents will be also available in due time on the Company website at the following address: [www.vrway.com](http://www.vrway.com).

*The Board of Directors.*

Référence de publication: 2012013849/687/50.

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**SunGard Systems Luxembourg S.A., Société Anonyme.**

Siège social: L-2632 Luxembourg, 7, rue de Trèves.  
R.C.S. Luxembourg B 73.778.

En date du 25 janvier 2012, l'assemblée générale ordinaire des actionnaires (l'Assemblée) de la Société a décidé de nommer Mme Myriam Detourbet, demeurant au 67, rue Charlemagne, L-1328 Luxembourg, en tant qu'administrateur de la Société avec effet au 25 janvier 2012 pour un mandat qui prendra fin lors de l'assemblée annuelle qui statuera sur les comptes clos au 31 décembre 2011.

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

SUNGARD SYSTEMS LUXEMBOURG S.A.

Signature

*Un mandataire*

Référence de publication: 2012013670/15.

(120015800) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2012.

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**ME Fonds, Fonds Commun de Placement.**

Le règlement de gestion entré en vigueur au 30 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, décembre 2011.

IPConcept Fund Management S.A.

Référence de publication: 2011170797/10.

(110198214) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 décembre 2011.

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**Lombard Odier Selection, Société d'Investissement à Capital Variable.**

Siège social: L-2520 Luxembourg, 5, allée Scheffer.  
R.C.S. Luxembourg B 71.379.

Le Conseil d'administration de Lombard Odier Selection (ci-après "LO Selection" ou la "SICAV") a le plaisir de convier ses actionnaires à

l'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra le 23 février 2012 à 14h00 au siège social de la SICAV et dont l'ordre du jour est le suivant:

*Ordre du jour:*

1. Présentation des rapports du Conseil d'administration et du Réviseur d'entreprises.
2. Approbation des comptes annuels au 30 septembre 2011.

3. Affectation des résultats et ratification du paiement des dividendes suivants sur les actions à distribution de la SICAV pour l'exercice clos le 30 septembre 2011:

Nom du fonds	Dividendes	
LO Selection - Euro Bond P D	EUR	1,45
LO Selection - Global Convertible Bond Fund (EUR) P D	EUR	12,82
LO Selection - Global Conservative 35 P D	CHF	13,61
LO Selection - Global Allocation (GBP) P D	GBP	0,0095

Les dividendes susmentionnés ont été détachés le 22 novembre 2011 et versés le 25 novembre 2011 aux Actionnaires inscrits au registre à la fermeture des bureaux le 21 novembre 2011.

4. Rémunération des Administrateurs.

5. Décharge des Administrateurs pour l'exercice de leur mandat durant l'exercice clos le 30 septembre 2011.

6. Elections statutaires:

- acceptation de la démission de M. Peter E.F. NEWBALD à compter du 3 mars 2011;
- réélection de M. Bernard DROUX, M. Yvar MENTHA, M. Jean-Claude RAMEL, Mme Francine KEISER et M. Patrick ZURSTRASSEN en tant qu'Administrateurs de la Société jusqu'à la prochaine Assemblée générale annuelle qui se tiendra en 2013;
- reconduction de PricewaterhouseCoopers S.à.r.l. en tant que Réviseur d'entreprises de la Société jusqu'à l'Assemblée générale annuelle en 2013.

7. Divers.

Les Actionnaires sont informés qu'aucun quorum n'est requis pour délibérer sur les points à l'ordre du jour, et que les décisions seront prises à la majorité des actions présentes ou représentées à l'Assemblée. Chaque action donne droit à une voix. Tout Actionnaire peut se faire représenter à l'Assemblée en signant une procuration en faveur d'un représentant.

Le prospectus complet et le prospectus simplifié (respectivement les documents d'information clé pour l'investisseur, selon le cas) de la SICAV, ses statuts et les rapports annuels et semestriels ainsi qu'un modèle de procuration sont disponibles sans frais et sur simple demande au siège social de la SICAV.

Si vous souhaitez participer à cette Assemblée, nous vous serions reconnaissants d'en informer la SICAV au moins deux jours avant la date de l'Assemblée.

Si vous ne pouvez pas assister à cette Assemblée, nous vous serions reconnaissants de nous retourner une procuration dûment signée, ainsi qu'une copie de votre carte d'identité/passeport en cours de validité ou une liste à jour des signatures autorisées pour les personnes agissant au nom d'une personne morale, d'abord par fax au (352) 27 78 10 01 puis par courrier à l'attention de Mme Gaëlle Chéry, Lombard Odier Funds (Europe) S.A., 5, Allée Scheffer, L-2520 Luxembourg, d'ici au 21 février 2012.

Le 30 janvier 2012.

Référence de publication: 2012014354/755/47.

**Target Selection, Société d'Investissement à Capital Variable.**

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 149.637.

We are pleased to invite the shareholders to attend the

**ORDINARY GENERAL MEETING**

held extraordinarily of shareholders (the "Meeting") which will be held at the registered office of the Company, 5, rue Jean Monnet, Luxembourg, L-2180, Grand Duchy of Luxembourg, on Wednesday, 15 February 2012 at 3.00 p.m. with the following agenda:

*Agenda:*

1. Discharge of the resigning board members Messrs Germain Trichies and Fernand Schaus
2. Appointment of Ms Petra Reinhard Keller and Mr Jean-Paul Gennari as new board members

Resolutions on the agenda may be passed without quorum, by a simple majority of the shares present or represented at the Meeting.

In case you should wish to attend the Meeting in person, you are kindly invited to inform the central administration, Credit Suisse Fund Services (Luxembourg) S.A., 7 calendar days prior to the Meeting either by phone at +352 43 61 61 1, by fax at +352 43 61 61 402 or by e-mail at [list.amluxlesu@credit-suisse.com](mailto:list.amluxlesu@credit-suisse.com).

In order to attend the Meeting, shareholders are required to block their shares at the depositary, at least 3 calendar days prior to the Meeting and to provide the registered office of the Company with the related certificate, stating that these shares remain blocked until the end of the Meeting.

Shareholders who cannot attend personally the Meeting may vote by proxy forms which are available at the registered office of the Company. In order to be taken in consideration, the proxies duly completed and signed must be received at the registered office of the Company, at least 3 calendar days prior to the Meeting.

Each share of whatever class and regardless of the net asset value per share within its class held on the day of the Meeting, is entitled to one vote, subject to limitations imposed by law. Shareholders holding only share fractions are not entitled to vote on the items on the agenda.

Shareholders are hereby informed that the report of the authorized independent auditor, the report of the board of directors and the latest annual accounts may be obtained upon request free of charge at the registered office of the Company.

*The Board of Directors.*

Référence de publication: 2012014360/755/32.

### **SmartCap Funds I, Société d'Investissement à Capital Variable.**

Siège social: L-8217 Mamer, 41, Op Bierg.

R.C.S. Luxembourg B 102.626.

The extraordinary general meeting of shareholders of SmartCap Funds I (the "Company") which was held before the notary Henri Hellinckx, at the notary's office in 101 rue Cents, L-1319 Luxembourg on January 10, 2012 could not validly deliberate on the item of the agenda as the quorum required by Article 67-1 (2) of the Luxembourg law of August 10, 1915 on commercial companies, as amended, was not reached.

Thus the Shareholders of the Company are invited to attend the

#### **EXTRAORDINARY GENERAL MEETING**

to be held in the office of the notary Henri Hellinckx, 101 rue Cents, L-1319 Luxembourg, on *February 15, 2012* at 16:00 (CET) for the purpose of considering and voting upon the following agenda:

#### *Agenda:*

#### 1. Modification des statuts du Fonds:

- a) Modification de la dénomination sociale de la Société de " Smartcap Funds I " en " NHS-Sicav " et modification subséquente de l'article 1;
- b) Amendement de l'article 5 des statuts de la Société afin de permettre la mise en place de plusieurs compartiments;
- c) Amendement de l'article 16 pour permettre la possibilité afin de permettre à un compartiment de mettre en place une structure de " Maître-Nourricier " conformément à la Loi du 17 décembre 2010 concernant les organismes de placement collectif (la "Loi de 2010");
- d) Amendement de l'article 17 pour remplacer la référence à " Smart Asset Management (Luxembourg) " par " Novacap Asset Management ";
- e) Amendement de l'article 23, e), insérant le prise en compte des frais de " Key investors information documents " dans les obligations prises en charge par le Fonds;
- f) Amendement de l'article 30, 6<sup>ème</sup> alinéa, in fine, afin d'insérer le paragraphe suivant:  
- "This right shall cease to exist five working days before the date of calculating the exchange ratio of the shares of the merging sub-fund respectively class into shares of the receiving sub-fund respectively receiving class. The decision of the Board will be published in accordance with the provisions of chapter 8 of the 2010 Law by mentioning the reasons and the modalities of the amalgamation."
- g) Amendement de l'article 30, 7<sup>ème</sup> alinéa, in fine, afin d'insérer:  
- "Notwithstanding the rights accruing to the Directors in accordance with the above paragraph, a merger of the assets and liabilities of a sub-fund shall be resolved at a meeting of shareholders of the sub-fund concerned and approved by a resolution of the shareholders of the sub-fund in question.

The provisions of the 2010 Law shall apply in case of non voluntary liquidation of the Fund or of a Sub-Fund.;"

2. Remplacement de la référence faite à l'ancienne loi du 20 décembre 2002 concernant les organismes de placement collectif par la Loi 2010 dans les statuts de la Société;
3. Divers.

The new text of the articles of incorporation will be made available at the registered office of the Management Company, during normal business hours.

There is no quorum required and the resolution on the agenda must be passed by the affirmative vote of at least two thirds of the votes cast at the meeting.

Proxies are available at the registered office of the Management Company, 41, op Bierg, L-8217 MAMER (Grand Duchy of Luxembourg)

In order to be taken into consideration, the proxies duly completed and signed must be received at the registered office of the Management Company two business days before the meeting at the latest (fax: +352 26.39.60.02).

Référence de publication: 2012007422/755/47.

**Luxembourg Selection Fund, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 96.268.

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

Before Maître Henri Hellinckx, notary residing in Luxembourg,

was held an extraordinary general meeting of shareholders of LUXEMBOURG SELECTION FUND, a public limited company (société anonyme) qualifying as an investment company with variable share capital, with its registered office in Luxembourg, incorporated pursuant to a notarial deed dated October 9, 2003, which was published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1124 dated October 29, 2003.

The Meeting was opened under the chairmanship of Mrs Sandra EHLERS, bank employee, residing professionally in Luxembourg,

who appointed as secretary and scrutineer Mrs Chantal WALCH, bank employee, residing professionally in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state:

I.- That the present meeting has been convened by notices containing the agenda sent to the registered shareholders on November 28, 2011 and published as follows:

Luxembourg

a) in the Mémorial, Recueil Spécial C:

on the 28<sup>th</sup> November 2011

on the 14<sup>th</sup> December 2011

b) in the Luxemburger Wort:

on the 28<sup>th</sup> November 2011

on the 14<sup>th</sup> December 2011

c) in the Tageblatt:

on the 28<sup>th</sup> November 2011

on the 15<sup>th</sup> December 2011

France

Euroclear: on 28<sup>th</sup> December 2011

Italy

Il Sole 24 Ore: on 28<sup>th</sup> November 2011

Sweden

Dagens Industri:

on 29<sup>th</sup> November 2011

on 14<sup>th</sup> December 2011

Switzerland

SHAB: on 28<sup>th</sup> November 2011 and 14<sup>th</sup> December 2011

Finanz und Wirtschaft: on 28<sup>th</sup> November 2011 and 14<sup>th</sup> December 2011

Germany

Börsenzeitung:

on 29<sup>th</sup> November 2011

on 14<sup>th</sup> December 2011

Austria

Wiener Zeitung:

on 29<sup>th</sup> November 2011

on 14<sup>th</sup> December 2011

II. That the agenda of the meeting is the following:

Agenda:

With effect as of 1<sup>st</sup> January 2012:

1. To submit the Company, which is governed by the provisions of Part I of the law of 20 December 2002 on undertakings for collective investment, to the provisions of Part I of the law of 17 December 2010 on undertakings for collective investment, implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009, and to amend a series of Articles of the Company's articles of incorporation (the "Articles of Incorporation"), in particular (not exhaustive summary):

- To replace any reference to the law of 20 December 2002 on undertakings for collective investment by references to the law of 17 December 2010 on undertakings for collective investment;

- To amend Article 4 "Corporate object" (formerly "Purpose") of the Articles of Incorporation so as to read as follows:

"The exclusive purpose of the Company is to invest the funds available to it in securities and other assets permitted by law, within the limits of the investment policies and restrictions according to the Part I of the law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law"), with the purpose of diversifying investment risks and affording its shareholders the benefit of the management of the assets of the Company's Sub-Funds.

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 the 2010 Law."

- To insert in Articles 11, 17 and 24 of the Articles of Incorporation specific rules for sub-funds established as a master/feeder structure;

- To insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-subfund investments;

- To amend Articles 24 of the Articles of Incorporation in order to adjust mergers and liquidations of sub-funds to the rules of the 2010 Law.

2. To adjust a series of Articles of the Company's Articles of Incorporation to meet UBS standards, in particular (not exhaustive summary):

- To allow pooling and co-management of assets of two or more subfunds and to amend Article 5 of the Articles of Incorporation accordingly.

- To amend Article 10 of the Articles of Incorporation in order to allow the adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow (so-called "swingpricing").

3. To change the date of the annual general meeting as well as to consequently adapt Article 23 of the Articles of Incorporation.

4. To restate the Articles of Incorporation as a whole in order to reflect the foregoing.

5. Miscellaneous.

III. That the names of the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list, signed by the shareholders present, the proxies of the represented shareholders, by the board of the meeting and the notary will remain annexed to the present deed to be registered therewith with the registration authorities.

IV. The quorum of at least one half of the capital is required by Article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, and the resolution on each item of the agenda, has to be passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting.

V. That pursuant to the attendance list, out of 43,520,694.0670 shares in issue, one share of the Fund are present or represented at the present meeting.

The Chairman informs the meeting that a first extraordinary general meeting had been convened with the same agenda as the agenda of the present meeting indicated hereabove, for the 25<sup>th</sup> November 2011 and that the quorum requirements for voting the items of the agenda had not been attained.

In accordance with article 67-1 of the law of August 10<sup>th</sup>, 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are present or represented.

After the foregoing was approved by the meeting, the meeting took the following resolutions by unanimous vote and with effect as of January 1<sup>st</sup>, 2012:

*First resolution:*

The meeting resolves to submit the Company, which is governed by the provisions of Part I of the law of 20 December 2002 on undertakings for collective investment, to the provisions of Part I of the law of 17 December 2010 on undertakings for collective investment, implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009, and to amend a series of Articles of the Company's articles of incorporation (the "Articles of Incorporation"), in particular (not exhaustive summary):



- To replace any reference to the law of 20 December 2002 on undertakings for collective investment by references to the law of 17 December 2010 on undertakings for collective investment;

- To amend Article 4 “Corporate object” (formerly “Purpose”) of the Articles of Incorporation so as to read as follows:

“The exclusive purpose of the Company is to invest the funds available to it in securities and other assets permitted by law, within the limits of the investment policies and restrictions according to the Part I of the law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”), with the purpose of diversifying investment risks and affording its shareholders the benefit of the management of the assets of the Company’s Sub-Funds.

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 the 2010 Law.”

- To insert in Articles 11, 17 and 24 of the Articles of Incorporation specific rules for sub-funds established as a master/feeder structure;

- To insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments;

- To amend Articles 24 of the Articles of Incorporation in order to adjust mergers and liquidations of sub-funds to the rules of the 2010 Law.

*Second resolution:*

The meeting resolves to adjust a series of Articles of the Company’s Articles of Incorporation to meet UBS standards, in particular (not exhaustive summary):

- To allow pooling and co-management of assets of two or more sub-funds and to amend Article 5 of the Articles of Incorporation accordingly.

- To amend Article 10 of the Articles of Incorporation in order to allow the adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow (so-called “swing-pricing”).

*Third resolution:*

The meeting resolves to change the date of the annual general meeting as well as to consequently adapt Article 23 of the Articles of Incorporation.

*Fourth resolution:*

The meeting resolves to restate the Articles of Incorporation as a whole as follows in order to reflect the foregoing.

**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”) with multiple Sub-funds under the name of “LUXEMBOURG SELECTION FUND” (herein after 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 decision of the Board of Directors (herein after the “Board”).

In the event that the Board determines that extraordinary political, economic or social developments 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, will remain a Luxembourg corporation.

**Art. 3. Duration.** The Company is established for an unlimited period of time. The Company may at any time be dissolved by a resolution of the shareholders, adopted in the manner required for amendment of these Articles of Incorporation by law.

**Art. 4. Purpose.** The exclusive purpose of the Company is to invest the funds available to it in securities and other assets permitted by law, within the limits of the investment policies and restrictions according to the Part I of the law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”), with the purpose of diversifying investment risks and affording its shareholders the benefit-of the management of the assets of the Company’s Sub-Funds.

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 the 2010 Law.

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

**Art. 5. Share Capital.** The capital of the Company shall at any time be equal to the total net assets of all Sub-Funds of the Company as defined in Article 10 hereof and shall be represented by fully paid up shares of no par value, divided into several classes, as the Board may decide to issue within the relevant Sub-Fund.

The different classes may have amongst any other characteristics, for example, the following characteristics: distribution/accumulation policy, different fee structures, trading/hedging policies, different minimum subscription/holding.

The Board may decide, in accordance with Article 7, if and from which date shares of different classes shall be offered for sale, those shares to be issued on terms and conditions as shall be decided by the Board. A portfolio of assets shall be established for each Sub-Fund of shares or for two or more classes of shares in the manner as described in article 10 hereof.

The proceeds of the issue of shares of each Sub-Fund be invested pursuant to Article 4 hereof for the exclusive benefit of the relevant Sub-Fund in securities or other assets permitted by law as the Board may from time to time determine in respect of each Sub-Fund.

With regard to creditors the Company is a single legal entity. The assets of a particular Sub-Fund are only applicable to the debts, engagements and obligations of that Sub-Fund. In respect of the relationship between the shareholders, each Sub-Fund is treated as a separate entity.

The minimum capital shall be one million two hundred fifty thousand euros (EUR 1,250,000.-) and has to be reached within six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law. The initial capital is fifty thousand CHF (CHF 50,000.-) divided into five hundred (500) fully paid up shares of no par value.

The Board of Directors may permit internal pooling and/or joint management of assets from particular sub-funds in the interests of efficiency. In this case, assets from different sub-funds will be managed together. The assets under joint management are referred to as a "pool". Pools are used exclusively for internal management purposes, are not separate units and cannot be accessed directly by shareholders.

### Pooling

The Company may invest and manage all or part of the portfolio assets held by two or more sub-funds (for this purpose called "participating sub-funds") in the form of a pool. Such an asset pool is created by transferring to it cash and other assets (if these assets are in line with the investment policy of the pool concerned) from each of the participating sub-funds to the asset pool. The Company can then make further transfers to the individual asset pools. Equally, assets can also be transferred back to a participating sub-fund up to the amount of the participation of the sub-fund concerned.

The participation of a participating sub-fund in an asset pool is evaluated by reference to notional units of the same value in the relevant asset pool. When an asset pool is created, the Board of Directors shall specify the initial value of the notional units (in a currency that the Board of Directors considers appropriate) and allot to each participating sub-fund notional units having an aggregate value equal to the amount of the cash (or other assets) it has contributed. Thereafter, the value of the notional units will then be determined by dividing the net assets of the asset pool by the number of existing notional units.

If additional cash or assets are contributed to or withdrawn from an asset pool, the notional units assigned to the participating sub-fund concerned will increase or diminish, as the case may be, by a number, which is determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of the participating sub-fund's participation in the asset pool. If cash is contributed to the asset pool, for calculation purposes it is reduced by an amount that the Board of Directors considers appropriate in order to take account of any tax expenses as well as the closing charges and acquisition costs relating to the investment of the cash concerned. If cash is withdrawn, a corresponding deduction may be made in order to take account of any costs related to the disposal of securities or other assets of the asset pool.

Dividends, interests and other income-like distributions, which are obtained from the assets of an asset pool, are allocated to the asset pool concerned and thus lead to an increase in the respective net assets. If the Company is liquidated, the assets of an asset pool are allocated to the participating sub-funds in proportion to their respective share in the asset pool.

### Joint management

In order to reduce operating, administrative and management costs and at the same time to permit broader diversification of investments, the Board of Directors may decide to manage part or all of the assets of one or more sub-funds in combination with assets that belong to other sub-funds or to other undertakings for collective investment. In the following paragraphs, the term "jointly managed entities" refers globally to the Company and each of its sub-funds and all entities with or between which a joint management agreement would exist; the term "jointly managed assets" refers to the entire assets of these jointly managed entities which are managed according to the same aforementioned agreement.

As part of the joint management agreement, the relevant Company's portfolio manager(s) will, on a consolidated basis for the relevant jointly managed entities, be entitled to make decisions on investments and sales of assets which have an influence on the composition of the Company's and its sub-funds' portfolio. Each jointly managed entity holds a portion in the jointly managed assets corresponding to the proportion of its net assets to the total value of the jointly managed

assets. This proportionate holding (for this purpose called the “participation arrangement”) applies to each and all investment categories which are held or acquired in the context of joint management. Decisions regarding investments and/or sales of investments have no effect on this participation arrangement: further investments will be allotted to the jointly managed entities in the same proportions and, in the event of a sale of assets, these will be subtracted proportionately from the jointly managed assets held by the individual jointly managed entities.

In the case of new subscriptions in one of the jointly managed entities, the subscription proceeds are to be allocated to the jointly managed entities in accordance with the changed participation arrangement resulting from the increase in net assets of the jointly managed entity having benefited from the subscriptions. The level of the investments will be modified by the transfer of assets from one jointly managed entity to the other, and thus adapted to suit the changed participation arrangement. Similarly, in the case of redemptions for one of the jointly managed entities, the necessary liquid funds shall be taken from the liquid funds of the jointly managed entities in accordance with the changed participation arrangement resulting from the reduction in net assets of the jointly managed entity which has been the subject of the redemptions, and in this case the particular level of all investments will be adjusted to suit the changed participation arrangement.

Shareholders should be aware that the joint management agreement may result in the composition of the assets of a particular sub-fund being affected by events which concern other jointly managed entities, e.g. subscriptions and redemptions, unless the members of the Board of Directors or one of the duly appointed agents of the Company resort to special measures. If all other aspects remain unchanged, subscriptions received by an entity under joint management with the sub-fund will therefore result in an increase in the cash reserve of this sub-fund. Conversely, redemptions of an entity under joint management with the sub-fund will result in a reduction of the cash reserve of this sub-fund. However, subscriptions and redemptions can be executed on the special account that is opened for each jointly managed entity outside the joint management agreement and through which subscriptions and redemptions must pass. Because of the possibility of posting extensive subscriptions and redemptions to these special accounts, and the possibility that the Board of Directors or one of the duly appointed agents of the Company may decide at any time to terminate the participation of the sub-fund in the joint management agreement, the sub-fund concerned may avoid having to rearrange its portfolio if this could adversely affect the interests of the Company, its sub-funds and its shareholders.

If a change in the portfolio composition of the Company or one or several of its relevant sub-funds as a result of redemptions or payments of fees and expenses referring to another jointly managed entity (i.e. which cannot be counted as belonging to the Company or the sub-fund concerned) might result in a violation of the investment restrictions applying to the Company or the particular sub-fund, the relevant assets will be excluded from the joint management agreement before implementing the change so that they are not affected by the resulting adjustments. Jointly managed assets of a particular sub-fund will only be managed in common with assets intended to be invested according to the same investment objectives that apply to the jointly managed assets in order to ensure that investment decisions are compatible in all respects with the investment policy of the particular sub-fund. Jointly managed assets may only be managed in common with assets for which the same portfolio manager is authorised to make decisions in investments and the sale of investments, and for which the custodian bank also acts as a depositary so as to ensure that the custodian bank is capable of performing its functions and responsibilities in accordance with the 2010 Law and statutory requirements in all respects for the Company and its sub-funds. The custodian bank must always keep the assets of the Company separate from those of the other jointly managed entities; this allows it to determine the assets of the Company and of each individual sub-fund accurately at any time. Since the investment policy of the jointly managed entities does not have to correspond exactly with that of a sub-fund, it is possible that their joint investment policy may be more restrictive than that of that sub-fund.

The Board of Directors may decide to terminate the joint management agreement at any time without giving prior notice.

Shareholders may enquire at any time at the Company’s registered office as to the percentage of jointly managed assets and entities with which there is a joint management agreement at the time of their enquiry.

The composition and percentages of jointly managed assets must be stated in the annual reports.

Joint management agreements with non-Luxembourg entities are permissible if (i) the agreement in which the non-Luxembourg entity is involved is governed by Luxembourg law and Luxembourg jurisdiction or (ii) each jointly managed entity is equipped with such rights that no creditor and no insolvency or bankruptcy administrator of the non-Luxembourg entity has access to the assets or is authorised to freeze them.

**Art. 6. Form of Shares.** The Board shall determine whether the Company shall issue shares in bearer and/or in registered form.

Share certificates (herein after “the certificates”) of the relevant class of any Sub-Fund will be issued; if bearer certificates are to be issued, such certificates will be issued with coupons attached, in such denominations as the Board shall prescribe.

Certificates 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, in which case, it shall be manual.

The Company may issue temporary certificates in such form as the Board may determine.

All issued registered shares of the Company shall be registered in the register of shareholders (herein after the “Register”) 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 registered shares, his residence or elected domicile as indicated to the Company and the number of registered shares held by him and the amount paid up on each such share.

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 of the holder of such shares. A conversion of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, and issuance of one or more bearer share certificates in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. A conversion of bearer shares into registered shares will be effected by cancellation of the bearer certificate, and, if requested, 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, the costs of any such conversion may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer form, the Company may require assurances satisfactory to the Board that such issuance or conversion shall not result in such shares being held by a non authorised person as defined in Article 9 hereof.

In case of bearer shares, the Company may consider the bearer as the owner of the shares; in case of registered shares, the inscription of the shareholder’s name in the register of shares evidences his 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, transfer of bearer shares shall be effected by delivery of the relevant certificates. Transfer of registered shares shall be effected (i) if certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to 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.

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 his 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.

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate 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 certificate in replacement of which the new one has been issued shall become void.

Mutilated 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 replacement certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the voiding of the original certificate.

The Company recognises only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) 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 all rights attached to such share(s).

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 of the Company on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

#### **Art. 7. Issue and Conversion of Shares.**

##### Issue of shares

The Board is authorised without limitation to issue at any time additional shares of no par value fully paid up, in any class within any Sub-Fund, without reserving the existing shareholders a preferential right to subscribe for the shares to be issued.

When shares are issued by the Company, the net asset value per share is calculated in accordance with Article 10 hereof. The issue price of shares to be issued is based on the net asset value per share of the relevant class of shares in the relevant Sub-Fund, as determined in compliance with article 10 hereof plus any additional premium or cost as determined by the Board and as disclosed in the current prospectus. Any taxes, commissions and other fees incurred in the respective countries in which Company shares are sold will also be charged.

Shares will only be allotted upon acceptance of the subscription and receipt of payment of the issue price. The issue price is payable within five Luxembourg business days after the relevant Valuation Day. The subscriber will without undue delay, upon acceptance of the subscription and receipt of the issue price, receive title to the shares purchased by him.

Applications received by the paying agents and the sales agencies, under the terms and procedures set forth by the Board in the sales documents, during normal business hours on a given Valuation Day in Luxembourg shall be settled at the issue price calculated on the following Valuation Day in Luxembourg. Applications can be submitted for payment in the reference currency or in another currency as may be determined from time to time by the Board.

Applications for the issue and conversion of shares received by the paying agents and sales agencies after the deadline mentioned above will be settled at the issue price calculated on the next following Valuation Day.

The Company at its discretion may accept subscriptions in kind, in whole or in part. However in this case the investments in kind must be in accordance with the respective Sub-Fund's investment policy and restrictions. In addition these investments will be audited by the Company's appointed auditor.

The Board may delegate to any duly authorised director, manager, officer or to any 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 Company may, in the course of its sales activities and at its discretion, cease issuing shares, refuse purchase applications and suspend or limit in compliance with article 11 hereof, the sale for specific periods or permanently, to individuals or corporate bodies in particular countries or areas. The Company may also at any time compulsorily redeem shares from shareholders who are excluded from the acquisition or ownership of Company shares.

#### Conversion of shares

The Board may decide that conversions of the whole or part of his shares at the relevant net asset value corresponding to a certain Sub-Fund or class of Sub-Fund into shares of another Sub-Fund or class of Sub-Fund are possible, provided that the issue of shares by this Sub-Fund has not been suspended and provided that the Board may impose such restrictions as to, inter alia, the possibility or the frequency of conversion, and may make conversion subject to payment of such charge, as it shall determine and disclose in the current prospectus. Shares are converted according to a conversion formula as determined from time to time by the Board of Directors and disclosed in the current Sales Prospectus.

The Board may resolve the conversion of one or several classes of shares of one Sub-Fund into shares of another class of the same Sub-Fund, in the case that the Board estimates that it is no longer economically reasonable to operate this or these classes of shares.

During the month following the publication of such a decision, as described in Article 24 hereafter, shareholders of the classes concerned are authorised to redeem all or part of their shares at their net asset value - free of charge - in accordance with the guidelines outlined in article 8.

Shares not presented for redemption will be exchanged on the basis of the net asset value of the corresponding class of shares calculated for the day on which this decision will take effect.

The same procedures apply to the submission of conversion applications as apply to the issue and redemption of shares. This conversion will be, effected at the net asset value increased by charges and transaction taxes, if any. However, the sales agency may charge an administrative fee which may be fixed by the Company.

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

Payment of the redemption price will be executed in the reference currency of the relevant Sub-Fund or in another currency as may be determined from time to time by the Board, within a period of time determined by the Board which will not exceed 5 business days after the relevant Valuation Day.

The redemption price is based on the net asset value per share less a redemption commission if the Board so decides, whose amount is specified in the Sales Prospectus for the shares. Moreover, any taxes, commissions and other fees incurred in the respective countries in which Company shares are sold will be charged.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder would fall below such number or such value as determined by the Board, 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.

Further, if on any Valuation Day redemption and conversion requests pursuant to this article exceed a certain level determined by the Board in relation to the number of shares in issue in any Sub-Fund, the Board 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 considers to be in the best interests of the shareholders. On the next Valuation Day following that period, these redemption and conversion requests will be met in priority to later requests.

A redemption request shall be irrevocable, except in case of and during any period of suspension of redemption. Any such request must be filled by the shareholder in written form (which, for these purposes includes a request given by cable, telegram, telex or telecopier, or any other similar way of communication subsequently confirmed in writing) at the registered office of the Company or, if the Company so decides, with any other person or entity appointed by it as its agent for redemption of shares, together with the delivery of the certificate or certificates for such shares in proper form and accompanied by proper evidence of transfer or assignment.

The Board may impose such restrictions as it deems appropriate on the redemption of shares; the Board may, in particular, decide that shares are not redeemable during such period or in such circumstances as may be determined from time to time and provided for in the sales documents for the shares.

On payment of the redemption price, the corresponding Company share ceases to be valid.

All redeemed shares shall be cancelled.

The Company at its discretion may at the request of the investor accept redemptions in kind. In addition these redemption (1) must not have negative effect for the remaining investors and (2) will be audited by the Company's appointed auditor.

**Art. 9. 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, namely any person in breach of any law or requirement of any country or governmental authority and any person which is not qualified to hold such shares by virtue of such law or requirement or 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 subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg.

Specifically but without limitation, the Company may restrict the ownership of shares in the Company by any non authorised persons, as defined in this Article, and 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 non authorised person or a person holding more than a certain percentage of capital determined by the Board ("non authorised 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, eventually 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 an authorised person, or whether such registry will result in beneficial ownership of such shares by a non authorised person; and

C. - decline to accept the vote of any non authorised person at any meeting of shareholders of the Company; and

D. - where it appears to the Company that any non authorised 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 thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held in the following manner:

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the purchase notice.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and, in the case of registered shares, his name shall be removed from the register of shareholders, and in the case of bearer shares, the certificate or certificates representing such shares shall be cancelled.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the net asset value per share as at the Valuation Day specified by the Board for the redemption of shares in the Company next preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the Board for the payment of the redemption price of the shares of the Company 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 purchase price following surrender of the share certificate or certificates specified in such notice and unmatured distribution coupons attached thereto. Upon service of the purchase notice as aforesaid 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 purchase price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any funds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the relevant Sub-Fund. The Board 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.

(4) The exercise by the Company of the powers 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 purchase notice, provided in such case the said powers were exercised by the Company in good faith.

**Art. 10. Calculation of Net Asset Value per Share.** The net asset value per Share of one Sub-Fund results from dividing the total net assets of the Sub-Fund by the number of its shares in circulation. The net assets of each Sub-Fund are equal to the difference between the asset values of the Sub-Fund and its liabilities. The net asset value per share is calculated in the reference currency of the relevant Sub-Funds and may be expressed in such other currencies as the Board may decide.

Referring to Sub-Funds for which different classes of shares have been issued, the net asset value per share is calculated for each class of shares. To this effect, the net asset value of the Sub-Fund attributable to the relevant class is divided by the total outstanding shares of that class.

The total net assets of the Company are expressed in CHF and correspond to the difference between the total assets of the Company and its total liabilities. For the purpose of this calculation, the net assets of each Sub-Fund, if they are not denominated in CHF, are converted into CHF and added together.

I. The assets of the Sub-Funds shall include:

- 1) all cash in hand, receivable or on deposit, including any interest accrued thereon;
- 2) all bills and notes payable on demand and any account due (including the proceeds of securities sold but not yet collected);
- 3) all securities, shares, bonds, time notes, debentures, debenture stocks, subscription rights, warrants, options, and other securities, money market instruments and similar assets owned or contracted for by the Company;
- 4) all interest accrued on any interest-bearing assets owned by the relevant Sub-Fund except to the extent that the same is included or reflected in the principal amount of such asset;
- 5) the preliminary expenses of the relevant Sub-Fund, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;
- 6) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

(a) based on the net acquisition price and by keeping the calculated investment return constant, the value of money market instruments is successively adjusted to the redemption price thereof. In the event of material changes in market conditions, the valuation basis is adjusted to reflect the new market yields;

(b) debt securities with a residual maturity of more than one year and other securities are valued at the last known price (i.e. closing prices or if such do not reflect reasonable market value in the opinion of the Board of Directors, the last available prices at the time of valuation), if they are listed on an official stock exchange. If the same security is quoted on several stock exchanges, the last known price on the stock exchange that represents the major market for this security will apply;

(c) debt securities with a residual maturity of more than one year and other securities, if they are not listed on an official stock exchange, but traded on another regulated market, which is recognised, open to the public and operating regularly are valued at the last known price on such market;

(d) shares or Units of undertakings for collective investment in transferable securities (“UCITS”) and/or other assimilated UCI will be valued at the last known net asset value for such shares or units as of the relevant Calculation Day;

(e) time deposits with an original maturity exceeding 30 days can be valued at their respective rate of return, provided the corresponding agreement between the credit institution holding the time deposits and the Company stipulates that these time deposits may be called at any time and that, if called for repayment, their cash value corresponds to this rate of return;

(f) any cash in hand or on deposit, notes payable on demand, bills and accounts receivable, prepaid expenses, cash dividends, interests declared or accrued as aforesaid and not yet received shall be valued at their full nominal value, unless in any case the same is unlikely to be paid or received in full, in which case the Board of Directors may value these assets with a discount he may consider appropriate to reflect the true value thereof;

(g) the value of swaps is calculated according to a method based on the net present value of future cash flows, recognised by the Board and verified by the Company’s auditor;

(h) securities and other investments listed on a stock exchange are valued at the last known price. If the same security or investment is quoted on several stock exchanges, the last known price on the stock exchange that represents the major market for this security will apply. In the case of securities and other investments where the trade on the stock market is thin but which are traded between securities dealers on a secondary market using usual market price formation methods, the Company can use the prices on this secondary market as the basis for their valuation of these securities and investments. Securities and other investments that are not listed on a stock exchange, but which are traded on another regulated market which is recognized, open to the public and operating regularly, are valued at the last known price on this market.

The value of assets and liabilities not expressed in the reference currency of the Sub-Fund will be converted into the reference currency of the Sub-Fund at the mid closing spot rates obtained by external price providers.

The Board, in its discretion, may permit some other method of valuation to be used, if it considers that such valuation better reflects the fair value of any asset of the Company.

In the case of extensive redemption applications, the Company may establish the value of the shares of the relevant Sub-Fund on the basis of the prices at which the necessary sales of assets of the Company are effected. In such an event, the same basis for calculation shall be applied for subscription and redemption applications submitted at the same time.

If on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow, the net asset value of the share classes may be adjusted for that trading day. The maximum adjustment may extend up to 2% of the net asset value (prior to the adjustment). Both the estimated transaction costs and taxes incurred by the sub-fund may be taken into account and the estimated bid/offer spread for the assets in which the sub-fund invests may be considered. The adjustment will result in an increase in the net asset value in the event of a net cash inflow into the sub-fund concerned. It will result in a reduction in the net asset value in the event of a net cash outflow from the sub-fund concerned. The Board of Directors may lay down a threshold figure for each sub-fund in the Company's sales documents. This may consist in the net movement on a trading day in relation to net company assets or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold were to be exceeded on a given trading day.

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

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 of the Company attributable to the relevant Sub-Fund 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 the absence of bad faith, negligence or manifest error, every decision in calculating the net asset value taken by the Board or by any bank, company or other organisation which the Board may appoint for the purpose of calculating the net asset value (the "delegate of the board"), shall be final and binding on the Company and present, past or future shareholders.

II. The liabilities of the Sub-Funds shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Sub-Funds (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including administrative expenses, advisory and management fees, including incentive fees, custodian fees, and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money, including the amount of any unpaid distributions declared by the Sub-Fund;
- 5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorised and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of each Sub-Fund of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities each Sub-Fund shall take into account all expenses payable by the Company/Sub-Fund which shall comprise formation expenses, fees payable to its investment managers or investment advisors, including performance related fees, fees and expenses payable to its accountants, custodian and its correspondents, domiciliary, administrative, registrar and transfer agents, any paying agent, any distributors and permanent representatives in places of registration of the Company respectively the Sub-Funds, as well as any other agent employed by the Company, the remuneration of the directors and their reasonable out-of-pocket expenses, insurance coverage and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any Governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, translating, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statement, the cost of printing certificates, and the costs of any reports to shareholders, the cost of convening and holding shareholders' and Board' meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, the cost of publishing the issue and redemption prices, interest, bank charges and brokerage, postage, telephone and telex. The Sub-Fund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

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 two or more classes of shares in the following manner:

- a) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be invested in common pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, classes of shares may be defined from time to time by the Board so as to correspond to (i) a specific distribution policy, such as entitling to distributions ("distribution shares") or not entitling to distributions ("capitalisation shares") and/or (ii) a specific sales and



redemption charge structure and/or (iii) a specific management or advisory fee structure; Further possible characteristics of the several classes –if any-are described into the respective Sales Prospectus.

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 Sub-Fund corresponding to that class of shares, provided that if several classes of shares are outstanding in such Sub-Fund, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued.

c) The assets and liabilities and income and expenditure applied to a Sub-Fund shall be attributable to the class or classes of shares corresponding to such Sub-Fund.

d) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Sub-Fund as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant Sub-Fund.

e) Where the company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund.

f) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds pro rata to the net asset values of the relevant classes of shares or in such other manner as determined by the Board acting in good faith, provided that the liabilities shall be segregated on a sub-fund by sub-fund basis with third party creditors having due recourse only to the assets of the sub-fund concerned.

g) Upon the payment of distributions to the holders of any class of shares, the net asset value of such class of shares shall be reduced by the amount of such distributions.

#### IV. For the purpose of the Net Asset Value computation

1) shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board on the relevant Valuation Day, and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board on the Valuation Day 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 currency in which the net asset value for the relevant Sub-Fund is calculated 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 Day 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 Day, then its value shall be estimated by the Board.

**Art. 11. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue and Redemption of Shares.** The net asset value per share and the price for the issue and redemption of the shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice per month at a frequency determined by the Board, such date or time of calculation being referred to herein as the “Valuation Day”.

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

The Company may suspend the determination of the net asset value per share and the issue, conversion and redemption of shares in any Sub-Fund from its shareholders during:

a) any period when any of the principal stock exchanges or other markets on which any substantial portion (at least 50%) of the investments of the Company is quoted or dealt in, or when the foreign exchange markets corresponding to the currencies in which the net asset value or a considerable portion of the Company’s assets are denominated, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that the closing of such exchange or such restriction or suspension affects the valuation of the investments of the Company quoted thereon; or

b) the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets (at least 50%) owned by the Company would be impracticable or such disposal or valuation would be detrimental to the interests of shareholders; or

c) political, economic, military or other emergencies beyond the control, liability and influence of the Company make it impossible to access the Company’s assets under normal conditions or such access would be detrimental to the interests of the shareholders;

d) any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the Company or the current price or values on any stock exchange in respect of the assets of the Company; or

e) when for any other reason the prices of a considerable portion (at least 50%) of the sub-fund's Portfolio cannot promptly or accurately be ascertained; or

f) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board be effected at normal rates of exchange;

g) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company;

h) in case of a feeder sub-fund, when the master UCITS temporarily suspends, on its own initiative or at the request of its competent authorities, the redemption, the reimbursement or the subscription of its units; in such a case the suspension of the calculation of the net asset value at the level of the feeder sub-fund will be for a duration identical to the duration of the suspension of the calculation of the net asset value at the level of the master UCITS.

Any such suspension shall be published if exceeding five Valuation Days, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, conversion or redemption of shares for which the calculation of the net asset value has been suspended.

### Title III. Administration and Supervision

**Art. 12. Directors.** The Company shall be managed by a Board 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.

Directors shall be elected by the majority of the votes of the shares present or represented.

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. 13. Board meetings.** The Board shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board and of the shareholders. The Board 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 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 the day-to-day management of the Company. Such appointments may be cancelled at any time by the Board. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these articles of incorporation, the officers shall have the rights and duties conferred upon them by the Board.

Written notice of any meeting of the Board 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 telegram, telex, 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.

Any director may act at any meeting by appointing in writing, by telegram, telex or 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 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. The directors may not bind the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board.

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

Resolutions of the Board 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.

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 telegram, telex, 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. 14. Powers of the Board.** The Board 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 17 hereof.

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

In accordance with article 72.2 of the Luxembourg law of August 10, 1915, the Board of Directors is authorised to decide the payment of interim dividends.

**Art. 15. 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.

**Art. 16. Delegation of power.** The Board of the Company may delegate its powers to conduct the 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 to be members of the board and who shall have the powers determined by the Board and who may, if the Board so authorises, sub-delegate their powers.

**Art. 17. Investment Policies and Restrictions.** The Board, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of each sub-fund of the Company and the course of conduct of the management and business affairs of the Company, provided that at all times the investment policy of the Company and each of its subfunds complies with Part I of the 2010 Law, and any other laws and regulations with which it must comply with in order to qualify as UCITS under article 1(2) of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 ("Directive 2009/65/EC") or shall be adopted from time to time by resolutions of the Board of Directors and as shall be described in the Company's sales documents. Within those restrictions, the Board of Directors may decide that investments be made as follows:

17.1 Permitted investments of the Company

The Company's and each of its sub-funds' investments comprise only one or more of the following:

a) transferable securities and money market instruments that are listed or traded in on a regulated market, as defined in Article 4 point 1 (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

b) transferable securities and money market instruments dealt in on another regulated market in a Member State which operates regularly and is recognised and open to the public. For the purpose of these Articles of Incorporation, the term "Member State" refers to a member state as defined in the 2010 Law;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another regulated market in a non-Member State of the European Union which operates regularly and is recognised and open to the public provided that the stock exchange or the market being located within any European, American, Asian, African, Australasian or Oceania country (hereinafter called "approved state");

d) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under paragraphs a) to c) above and that such admission is secured within one year of issue;

e) units of UCITS authorised according to Directive 2009/65/EC and/or other UCI within the meaning of the first and second indent of Article 1(2) of Directive 2009/65/EC, whether or not established in a Member State, provided that:

- such other UCI are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;

- the level of guaranteed protection for unit-holders in such other UCI is equivalent to that provided for unit-holders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;

- the business of the other UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

- no more than 10% of the UCITS or the other UCI assets, whose acquisition is contemplated, can be, according to its instruments of incorporation, invested in aggregate in units of other UCITS or other UCIs;

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 twelve months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the Luxembourg Supervisory Authority as equivalent to those laid down in Community law;

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in sub-paragraphs a), b) and c); and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that

- the underlying consists of instruments covered by a), b), c), d), e), f), financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives as stated in the Fund’s articles of incorporation,

- the counter-parties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg Supervisory Authority, and

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair market value at the Company’s initiative;

h) money market instruments other than those dealt in on a regulated market and referred to in the 2010 Law, if the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

- issued or guaranteed by a central, regional or local authority, a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in sub-paragraphs a), b) or c), or

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law or by an establishment which is subject to and comply with prudential rules considered by the Luxembourg Supervisory Authority to be at least as stringent as those laid down by Community law, or

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount at least to ten million euros (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with Fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

However, the Company and each of its sub-funds may invest no more than 10% of its net assets in transferable securities or money market instruments other than those referred to in paragraph a) to h) above.

Moreover, the Company and each of its sub-funds may hold liquid assets on an ancillary basis, and may acquire movable and immovable property which is essential for the direct pursuit of its business.

## 17.2 Risk diversification and investment restrictions

The Board of Directors shall, based upon the principle of spreading of risks, determine any restrictions which shall be applicable to the investments of the Company and its sub-funds, in accordance with Part I of the 2010 Law. In particular:

a) The Company may invest up to 100% of the assets of any sub-fund, in accordance with the principle of risk-spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local public authorities, a OECD Member State or public international bodies of which one or more Member States of the European Union are members, which in principle includes the OECD, unless otherwise provided for in the sales document; provided that in such event, the sub-fund concerned must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.

b) The Company may invest a maximum of 20% of the net assets of any sub-fund in shares and/or debt securities issued by the same body when the aim of the investment policy of the relevant sub-fund to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

(i) the composition of the index is sufficiently diversified;

(ii) the index represents an adequate benchmark for the market to which it refers;

(iii) it is published in an appropriate manner.

This 20% limit is raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

c) Each sub-fund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other sub-funds of the Company subject to additional requirements which may be specified in the sales documents, if:

(i) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and

(ii) no more than 10% of the assets of the target sub-funds whose acquisition is contemplated maybe invested in aggregate in shares of other sub-funds of the Company; and

(iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and

(iv) in any event, for as long as these securities are held by the relevant subfund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and

(v) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund.

d) Provided that they continue to observe the principles of diversification, newly established sub-funds and merging sub-funds may deviate from the specific risk diversification restrictions mentioned above for a period of six months after being approved by the authorities respectively after the effective date of the merger.

e) Provided the particular sub-fund's investment policy does not specify otherwise, it may invest no more than 10% of its assets in other UCITS or UCIs or in other sub-funds of the Company.

f) All other investment restrictions are specified in the Company's sales documents.

In addition, the Company is authorised for each of its sub-funds to employ techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down by the CSSF provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in these Articles of Incorporation as well as in the Company's sales documents and the 2010 Law. Under no circumstances shall these operations cause the Company to diverge, for any sub-fund, from its investment objectives as laid down, the case being for the relevant sub-fund, in these Articles of Incorporation or in the Company's sales documents.

### 17.3 Specific rules for sub-funds established as a master/feeder structure

(i) A feeder sub-fund is a sub-fund of the Company, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the 2010 Law, at least 85% of its assets in units of another UCITS or sub-fund thereof (hereafter referred to as the "master UCITS").

(ii) A feeder sub-fund may hold up to 15% of its assets in one or more of the following:

a) ancillary liquid assets in accordance with Article 17.1 last paragraph of these Articles of Incorporation;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 17.1 paragraph g) of these Articles of Incorporation and Article 42, paragraphs (2) and (3) of the 2010 Law;

c) movable and immovable property which is essential for the direct pursuit of its business.

(iii) For the purposes of compliance with Article 42, paragraph (3) of the 2010 Law, the feeder sub-fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under Article 17.3 paragraph (ii) b) of these Articles of Incorporation with:

a) either the master UCITS' actual exposure to financial derivative instruments in proportion to the feeder sub-fund's investment into the master UCITS;

b) or the master UCITS' potential maximum global exposure to financial derivative instruments provided for in the master UCITS management regulations or instruments of incorporation in proportion to the feeder sub-fund's investment into the master UCITS.

(iv) A master UCITS is a UCITS, or a sub-fund thereof, which:

a) has, among its shareholders, at least one feeder UCITS;

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

(v) If a master UCITS has at least two feeder UCITS as shareholders, article 2, paragraph (2), first indent and Article 3, second indent of the 2010 Law shall not apply.

**Art. 18. Investment Advisor.** The Board of the Company may appoint an investment advisor (herein after the "Investment Advisor") who shall supply the Company with recommendation and advice with respect to the Company's investment policy pursuant to Article 17 hereof.

**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 different to the interests of the Company, such director or officer shall make known to the Board such conflict of 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 "conflict of interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the sponsor, the Portfolio Managers, the Investment Advisors, the Custodian, the distributors as well as any other person, company or entity as may from time to time be determined by the Board on its discretion.

**Art. 20. Indemnification of Directors.** The Company may 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 auditor (“réviseur d’entreprises agréé”) appointed by the general meeting of shareholders and remunerated by the Company.

The Auditor shall fulfil all duties prescribed by the 2010 Law

#### **Title IV. General Meetings - Accounting Year - Distributions**

**Art. 22. Representation.** The general meeting of shareholders shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

**Art. 23. General Meetings.** The general meeting of shareholders shall meet upon call by the Board.

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 Luxembourg-City at a place specified in the notice of meeting, on the second Wednesday of October at 11.00 hours a.m.

If such day is not a business day in Luxembourg, the annual general meeting shall be held on the next following business day.

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

Shareholders shall meet upon call by the Board pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder 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 except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board may prepare a supplementary agenda.

If bearer shares are issued, the notice of meeting shall, in addition, be published as provided for by law in the “Mémorial, Recueil des Sociétés et Associations”, in one or more Luxembourg newspapers, and in such other newspapers as the Board 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 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 in whatever Sub-Fund and class, regardless of the Net Asset Value per share of such class within such Sub-Fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. Only full shares are entitled to vote. 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.

Resolutions concerning the interests of shareholders of the Company shall be taken in a general meeting and resolutions concerning the particular rights of the shareholders of one specific Sub-Fund shall, in addition, be taken by this Sub-Fund’s general meeting.

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.

As long as the share capital is divided into different Sub-Funds, the rights attached to the shares of any Sub-Fund (unless otherwise provided by the terms of issue of the shares of the Sub-Fund) may, whether or not the Company is being wound up, be varied with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that Sub-Fund by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate general meeting the provisions of these Articles relating to general meeting shall mutatis mutandis apply, but so that the minimum necessary quorum at every such separate general meeting shall be holders of the shares of the relevant Sub-Fund present in person or by proxy holding not less than one-half of the issued shares of that Sub-Fund (or, if at any

adjourned Sub-Fund meeting the number of holders or quorum as defined above is not present, any one person present holding shares of that Sub-Fund or his proxy shall be quorum).

**Art. 24. Liquidation and merger of sub-funds and/or share classes; merger of the Company; conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds.**

**24.1 Liquidation of sub-funds and share classes**

Upon liquidation announcement to the shareholders of a particular subfund and/or share class of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds and/or share classes of sub-fund(s) if the value of the net assets of the respective sub-fund and/or share class remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation.

Up to the date upon which the decision takes effect, shareholders retain the right, free of charge, subject to the liquidation costs to be taken into account and subject to the guaranteed equal treatment of shareholders, to request the redemption of their shares. The Board of Directors may however determine a different procedure, in the interest of the shareholders of the sub-fund(s) and/or of the share classes of sub-fund(s).

Any liquidation proceeds which cannot be distributed to the shareholders at the completion of the liquidation (which could last up to nine months) are immediately deposited at the “Caisse de Consignation” in Luxembourg.

The liquidation of a sub-fund shall not involve the liquidation of another sub-fund. Only the liquidation of the last remaining sub-fund of the Company involves the liquidation of the Company.

Irrespective of the Board of Directors’ rights, the general meeting of shareholders in a sub-fund and/or share class of a sub-fund may reduce the Company’s capital at the proposal of the Board of Directors by withdrawing shares issued by a sub-fund and refunding shareholders with the net asset value of their shares, taking into account actual realization prices of investments and realization expenses and any costs arising from the liquidation) calculated on the Valuation Date on which such decision shall take effect. The net asset value is calculated for the day on which the decision comes into force, taking into account the proceeds raised on disposing of the sub-fund’s assets and any costs arising from this liquidation. No quorum (minimum presence of shareholders covering the capital represented) is required for a decision of this type. The decision can be made with a simple majority of the shares present or represented at the general meeting.

Shareholders in the relevant sub-fund and/or share class will be informed of the decision by the general meeting of shareholders to withdraw the shares or of the decision of the Board of Directors to liquidate the sub-fund and/or share class by means of a publication as required by law. In addition and if necessary in accordance with the statutory regulations of the countries in which shares in the Company are sold, an announcement will then be made in the official publications of each individual country concerned.

Any liquidation proceeds which cannot be distributed to the shareholders at the completion of the liquidation (which could last up to nine months) are immediately deposited at the “Caisse de Consignation” in Luxembourg. Each sub-fund of the Company being a feeder sub-fund shall be liquidated, if its master UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, unless the CSSF approves:

- a) the investment of at least 85% of the assets of the feeder sub-fund in units of another master UCITS; or
- b) its conversion into a sub-fund which is not a feeder sub-fund.

Without prejudice to specific provisions regarding compulsory liquidation, the liquidation of a sub-fund of the Company being a master sub-fund shall take place no sooner than three months after the master sub-fund has informed all of its share- or unitholders and the CSSF of the binding decision to liquidate.

**24.2 Mergers of the Company or of sub-funds with another UCITS or other sub-funds thereof; Mergers of one or more sub-funds within the Company; Division of sub-funds**

“Merger” means an operation whereby:

- a) one or more UCITS or sub-funds thereof, the “merging UCITS/sub-fund”, on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a sub-fund thereof, the “receiving UCITS”, in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;
- b) two or more UCITS or sub-funds thereof, the “merging UCITS/sub-fund”, on being dissolved without going into liquidation, transfer all of their assets and liabilities to a UCITS which they form or a sub-fund thereof, the “receiving UCITS/ sub-fund”, in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;
- c) one or more UCITS or sub-funds thereof, the “merging UCITS/sub-fund”, which continue to exist until the liabilities have been discharged, transfer their net assets to another sub-fund of the same UCITS, to a UCITS which they form or to another existing UCITS or a sub-fund thereof, the “receiving UCITS/ sub-fund”.

Mergers can be performed in accordance with the form, modalities and information requirements provided for by the 2010 Law; the legal consequences of mergers are governed by and described in the 2010 Law.

Under the same circumstances as provided in Article 24.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a subfund and/or share class by means of a merger with another existing sub-fund and/or share

class within the Company or with another UCITS established in Luxembourg or in another Member-State or to another sub-fund and/or share class within such other UCITS (the “new fund/sub-fund”) and to re-designate the shares of the relevant sub-fund or share class concerned as shares of another sub-fund and/or share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article and, in addition, the publication will contain information in relation to the new fund or sub-fund. During a period of thirty days before following the publication of such a decision, shareholders may request redemption or conversion of their shares, free of charge.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a subfund and/or share class by means of a division into two or more sub-funds and/or share classes. Such decision will be published in the same manner as described in the first paragraph of this Article and, in addition, the publication will contain information about the two or more new sub-fund. During a period of thirty days following the publication of such a decision, shareholders may request redemption or conversion of their shares free of charge during such period.

Where a sub-fund of the Company has been established as a master sub-fund, no merger or division of shall become effective, unless the master subfund has provided all of its shareholders and the CSSF with the information required by law, by sixty days before the proposed effective date. Unless the CSSF or the competent authorities of the home member state of the feeder-UCITS, as the case may be, have granted the feeder-UCITS approval to continue to be a feeder-UCITS of the master sub-fund resulting from the merger or division of such master sub-fund, the master sub-fund shall enable the feeder-UCITS to repurchase or redeem all shares in the master sub-fund before the merger or division becomes effective.

The shareholders of both, the merging and receiving sub-fund have the right to request, without any charge other than those retained by the sub-fund to meet disinvestment costs, the repurchase or redemption of their shares or, where possible, to convert them into shares of another sub-fund of the Company with similar investment policy. If a management company has been appointed for the Company, shareholders may also convert their shares into another UCITS managed by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding. This right shall become effective from the moment that the shareholders of the merging and those of the receiving sub-fund have been informed of the proposed merger and shall cease to exist five working days before the date for calculating the exchange ratio.

The Company may temporarily suspend the subscription, repurchase or redemption of shares, provided that any such suspension is justified for the protection of the shareholders.

If a sub-fund of the Company is the receiving sub-fund, the entry into effect of the merger shall be made public through all appropriate means by the Company and shall be notified to the CSSF and, where appropriate, to the competent authorities of the home member states of the other UCITS involved in the merger.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the general meeting of shareholders of the Company may decide with no quorum requirement and simple majority to merge the whole Company with another UCITS established in Luxembourg or in another Member State or with any sub-fund thereof.

A merger which has taken in accordance with the provisions of the 2010 Law cannot be declared null and void.

#### 24.3 Conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds

For conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds, the relevant shareholders must be provided with the information required by the 2010 Law within the periods of time prescribed by law. The shareholders are entitled to redeem their shares in the relevant subfunds free of charge within thirty (30) days thereafter, irrespective of the costs of the redemption.

**Art. 25. Accounting year.** The accounting year of the Company shall commence on the first of May of each year and shall terminate on the last day of April of the following year.

**Art. 26. Distributions.** The general meeting of shareholders of each Sub-Fund shall, within the limits provided by law, determine how the results of the Company shall be disposed of, and may from time to time declare, or authorise the Board to declare distributions, provided, however, that the minimum capital of the Company does not fall below the prescribed minimum capital.

The Board may decide to pay interim dividends in compliance with the conditions set forth by law.

The payment of any distributions shall be made to the address indicated on the register of shareholders in case of registered shares and upon presentation of the dividend coupon to the agent or agents therefore designated by the Company in case of bearer shares.

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

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

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



Payment of dividends to holders of bearer shares, and notice of declaration of such dividends, will be made to such shareholders in the manner determined by the Board from time to time in accordance with Luxembourg Law.

A dividend declared but not paid on a share cannot be claimed by the holder of such share after a period of five years from the notice given thereof, unless the Board has waived or extended such period in respect of all shares, and shall otherwise revert after expiry of the period to the relevant class within the relevant Sub-Fund of the Company. The Board shall have power from time to time to take all steps necessary and to authorise such action on behalf of the Company to perfect such reversion. No interest will be paid on dividends declared, pending their collection.

#### **Title V. Final provisions**

**Art. 27. 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 (herein referred to as the “Custodian”).

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

If the Custodian desires to retire, the Board 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. 28. Dissolution.** The Company may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements referred to in Article 29 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. 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 the votes of the shareholders holding one fourth 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.

One or more liquidators shall be appointed by the general meeting of shareholders to realise the assets of the Company, subject to the supervision of the relevant supervisory authority in the best interests of the shareholders.

The liquidation proceeds of each Sub-Fund, net of all liquidation expenses, shall be distributed by the liquidators among the holders of shares in accordance with their respective rights.

The amounts not claimed by shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the Caisse de Consignation in Luxembourg for thirty years.

**Art. 29. Amendments to the Articles of Incorporation.** These Articles of Incorporation 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. 30. Statement.** Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships, associations and any other organised group of persons whether incorporated or not.

The term “business day” referred to in this document, shall mean the usual bank business days (i.e. each day on which banks are opened during normal business hours) in Luxembourg with the exception of some non-regulatory holidays.

**Art. 31. Applicable Law.** All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2010 Law regarding undertakings for collective investment as such laws have been or may be amended from time to time.

There being no further items on the agenda, the general meeting was thereupon closed.

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

The document having been read to the named persons, they signed together with the notary the present deed.

Signé: S. EHLERS, C. WALCH et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 3 janvier 2012. Relation: LAC/2012/383. Reçu soixante-quinze euros (75,- EUR).

Le Receveur ff. (signé): C. FRISING.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 10 janvier 2012.

Référence de publication: 2012005853/1077.

(120005686) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2012.

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**DWS Investment S.A., Société Anonyme.**

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.  
R.C.S. Luxembourg B 25.754.

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DWS Future Strategy  
DWS Dividenden Kick  
Fonds commun de placement

Der Investmentfonds DWS Future Strategy wurde in Übereinstimmung mit den Regelungen in Artikel 14 des Verwaltungsverreglements - Allgemeiner Teil zum 30.03.2007 aufgelöst.

Der Investmentfonds DWS Dividenden Kick wurde in Übereinstimmung mit den Regelungen in Artikel 14 des Verwaltungsverreglements - Allgemeiner Teil zum 28.12.2007 aufgelöst.

Die Liquidationsprozesse sind abgeschlossen. Die State Street Bank Luxembourg S.A., in ihrer Funktion als Depotbank hat das jeweilige Fondsvermögen an die Anteilhaber ausgezahlt. Es wurden keine Beträge an die Caisse de Consignation überwiesen.

Luxemburg, im Januar 2012.

Référence de publication: 2012014356/755/17.

**Carat (Lux) SICAV, Société d'Investissement à Capital Variable.**

Siège social: L-1445 Strassen, 4, rue Thomas Edison.  
R.C.S. Luxembourg B 73.244.

Hiermit werden die Anleger der Carat (LUX) SICAV - Global One (ISIN: LU0106078503; WKN: 930386) ("Teilfonds") darüber informiert, dass der Verwaltungsrat der Investmentgesellschaft in Übereinstimmung mit Artikel 11 Nummer 1 Buchstabe b) der Satzung beschlossen hat mit Wirkung zum 20. Januar 2012 die Berechnung des Nettoinventarwertes des Teilfonds bis auf weiteres einzustellen.

Dieser Schritt wurde notwendig, da der Anteil der geschlossenen, bzw. sich derzeit in Abwicklung befindlichen Immobilienfonds im Portfolio des Teilfonds gegenwärtig über 50% des Netto-Teilfondsvermögens beträgt. Die Investmentgesellschaft kann entsprechend über einen Teil des Portfolios momentan nicht verfügen.

Der Verwaltungsrat beauftragt die Investmentgesellschaft, die geschlossenen Zielfonds im Portfolio einer regelmäßigen Überprüfung im Hinblick auf einen möglichen Verkauf unterziehen. Sofern sich hierdurch kein erheblicher Nachteil für die investierten Anleger ergibt, sollen die Anteile an den geschlossenen Zielfonds zu gegebener Zeit veräußert werden.

Während die Berechnung des Netto-Inventarwertes pro Aktie eingestellt ist, werden Zeichnungs- und Rücknahmeaufträge nicht ausgeführt.

Anleger, welche einen Zeichnungs- oder Rücknahmeauftrag gestellt haben werden nach Wiederaufnahme der Berechnung des Nettoinventarwertes pro Aktie unverzüglich davon in Kenntnis gesetzt.

Zeichnungs- oder Rücknahmeaufträge können im Falle einer Einstellung der Berechnung des Nettoinventarwertes pro Aktie vom Anleger bis zum Zeitpunkt der Wiederaufnahme der Berechnung des Nettoinventarwertes pro Aktie widerrufen werden.

Luxemburg, im Januar 2012.

Der Verwaltungsrat .

Référence de publication: 2012014357/755/24.

**Ortis International S.A., Société Anonyme.**

Siège social: L-8211 Mamer, 53, route d'Arlon.  
R.C.S. Luxembourg B 112.671.

*Extrait des résolutions prises par l'assemblée générale extraordinaire du 22 décembre 2011*

Renouvellement du mandat d'administrateur de Mr Horn Philippe, né le 02 décembre 1955 à Butchenbach, demeurant à B-1000 Bruxelles 15 Avenue du Vivier d'Oie.

Renouvellement du mandat d'administrateur de Mme Horn Solange, née le 26 août 1958 à Sourbrodt-Robertville, demeurant à B-4950 Waimes Outrewarche 85A.

Renouvellement du mandat d'administrateur de Mr Horn Michel, né le 15 novembre 1953 à Butchenbach, demeurant à B-4950 Waimes Outrewarche 85A.

Renouvellement du mandat d'administrateur délégué de Mr Horn Philippe, né le 02 décembre 1955 à Butchenbach, demeurant à B-1000 Bruxelles 15 Avenue du Vivier d'Oie.

Référence de publication: 2011177848/16.

(110206978) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**KAILAS Commodity Trading S.à r.l., Société à responsabilité limitée.**

Siège social: L-2520 Luxembourg, 33, allée Scheffer.

R.C.S. Luxembourg B 143.586.

Im Jahre zweitausendelf, den sechzehnten Dezember.

Vor dem unterzeichneten Notar Carlo WERSANDT, mit dem Amtssitz in Luxemburg, (Großherzogtum Luxemburg).

IST ERSCHIENEN:

Herr Dr Berthold KAIB, Rechtsanwalt, geboren in Brühl (Bundesrepublik Deutschland), am 25. Oktober 1960, wohnhaft in D-56077 Koblenz, Arenberger Strasse 248, vertreten durch Herrn Denis DADASHEV, beruflich wohnhaft in Luxemburg.

Welcher Komparent erklärt und den amtierenden Notar ersucht zu beurkunden:

- Dass die Gesellschaft mit beschränkter Haftung "KAILAS Commodity Trading S.à r.l." (hiernach die "Gesellschaft"), mit Sitz in L-2520 Luxembourg, 33, allée Scheffer, eingetragen beim Handels- und Firmenregister von Luxemburg, Sektion B, unter der Nummer 143.586, gegründet worden ist gemäß Urkunde aufgenommen durch Notar Paul BETTINGEN, mit dem Amtssitz in Niederanven, am 9. Dezember 2008, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, Nummer 57 vom 10. Januar 2009;

- Dass er der einzige aktuelle Gesellschafter (der "Alleingesellschafter") der Gesellschaft ist und dass er folgende Beschlüsse fasst:

*Erster Beschluss*

In Übereinstimmung mit dem abgeänderten Gesetz vom 10. August 1915 über die Handelsgesellschaften, beschließt der Alleingesellschafter die vorzeitige Auflösung der Gesellschaft und ihre Liquidation.

*Zweiter Beschluss*

Der Alleingesellschafter beschließt die Tätigkeiten des Geschäftsführers, welche er für die Gesellschaft bis zum heutigen Tage ausführte, anzuerkennen, zu bestätigen und zu übernehmen.

Der Alleingesellschafter beschließt außerdem auf jeden Rechtsanspruch, welche die Gesellschaft gegenüber dem Geschäftsführer, im Zusammenhang mit der Führung der Gesellschaft haben könnte, zu verzichten und ihm volle Entlastung für die Ausführung seines Mandates bis zum heutigen Tag zu erteilen.

*Dritter Beschluss*

Im Anschluss an den vorangehenden Beschluss beschließt der Alleingesellschafter Herrn Denis DADASHEV, Buchhalter, geboren in Saratov (Russland), am 1. April 1974, beruflich wohnhaft in L-2520 Luxembourg, 33, allée Scheffer, zum Liquidator der Gesellschaft zu ernennen und ihm folgende Befugnisse zu erteilen:

Der Liquidator hat die weitesten Befugnisse, die in Artikel 144 bis 148 des Gesetzes vom 10. August 1915 über Handelsgesellschaften, wie abgeändert, festgelegt sind.

Der Liquidator kann alle Handlungen vornehmen, die der Artikel 145 vorsieht, ohne die Genehmigung des Alleingesellschafters zu beantragen in den Fällen, in denen sie zu beantragen ist.

Der Liquidator kann das Hypothekenregister davon freistellen, eine automatische Eintragung vorzunehmen; auf alle dinglichen Rechte, Vorzugsrechte, Hypotheken, Anfechtungsverfahren verzichten; jegliche Pfändung aufheben, gegen oder ohne Zahlung aller Vorzugseintragungen, Hypothekeneintragungen, Übertragungen, Pfändungen, Anfechtungen oder anderer Belastungen.

Der Liquidator ist von der Bestandsaufnahme befreit und kann sich auf die Konten der Gesellschaft berufen.

Der Liquidator kann, auf eigene Verantwortung, für spezielle oder spezifische Operationen, seine Befugnisse an einen oder mehrere Bevollmächtigte delegieren, für eine Zeit, die er festlegt.

Der Liquidator kann die Aktiva der Gesellschaft in bar oder als Sachleistung an die Gesellschafter verteilen, nach seinem Willen im Verhältnis zu der Beteiligung der Gesellschafter am Gesellschaftskapital.

*Kosten*

Der Gesamtbetrag der Kosten, Ausgaben, Vergütungen und Auslagen, unter welcher Form auch immer, welche der Gesellschaft aus Anlass dieser Urkunde entstehen und für die sie haftet, beläuft sich auf ungefähr eintausend Euro.

WORÜBER die vorliegende notarielle Urkunde in Luxemburg, an dem oben angegebenen Tag, erstellt wurde.

Und nach Vorlesung alles Vorstehenden an den Komparenten, dem instrumentierenden Notar nach Vor- und Zunamen, Personenstand und Wohnort bekannt, hat derselbe Komparent mit Uns, dem Notar, gegenwärtige Urkunde unterschrieben.

Signé: D. DADASHEV, C. WERSANDT.

Enregistré à Luxembourg A.C., le 19 décembre 2011. LAC/2011/56591. Reçu douze euros (12,00 €).

Le Releveur (signé): Francis SANDT.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 21 décembre 2011.

Référence de publication: 2011177732/59.

(110206904) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**KBC Districlick, Société d'Investissement à Capital Variable.**

Siège social: L-1118 Luxembourg, 11, rue Aldringen.

R.C.S. Luxembourg B 61.496.

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*Extrait des résolutions prises à l'Assemblée Générale Statutaire du 9 décembre 2011*

L'Assemblée approuve la réélection de DELOITTE AUDIT S.à r.l., anciennement dénommée Deloitte S.A., Luxembourg, comme Réviseur d'Entreprises pour un nouveau terme d'un an, se terminant à l'Assemblée Générale Statutaire de 2012.

Extrait certifié sincère et conforme

Pour KBC DISTRICCLICK

KREDIETRUST LUXEMBOURG S.A.

Référence de publication: 2011177736/14.

(110207244) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Gapa S.A., Société Anonyme.**

Siège social: L-8081 Bertrange, 126A, rue de Mamer.

R.C.S. Luxembourg B 130.276.

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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.

Référence de publication: 2011177618/9.

(110207706) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Gare Participations, Société à responsabilité limitée.**

Siège social: L-8399 Windhof (Koerich), 11, rue des Trois Cantons.

R.C.S. Luxembourg B 45.722.

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Les comptes annuels au 31/12/2010 ont été déposés, dans leur version abrégée, au registre de commerce et des sociétés de Luxembourg conformément à l'art. 79(1) de la loi du 19/12/2002.

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

*Mandataire*

Référence de publication: 2011177619/11.

(110207012) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Montebello Finances, Société Anonyme.**

Siège social: L-1637 Luxembourg, 24-28, rue Goethe.

R.C.S. Luxembourg B 81.805.

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EXTRAIT

L'Assemblée générale ordinaire du 15 décembre 2011 a reconduit les mandats d'administrateur de:

- Madame Céline LE GALLAIS-FREY, président directeur général de société, demeurant à F-51430 Bezannes, 3, rue René Cassin;

- Monsieur Jean-Jacques FREY, administrateur de sociétés, demeurant à CH-1090 La Croix-sur-Lutry;

- Monsieur Luciano DAL ZOTTO, administrateur de sociétés, demeurant à L-4423 Soleuvre;

leur mandat venant à échéance à l'issue de l'Assemblée générale ordinaire annuelle de 2012.

Le mandat de Monsieur Benoît LEGOUT, administrateur démissionnaire, n'a pas été renouvelé.

L'Assemblée générale a dès lors constaté que le nombre d'administrateurs de la Société a été diminué de quatre à trois.

Enfin, l'Assemblée a nommé la société anonyme PKF ABAX Audit, avec siège à L-2212 Luxembourg, 6, place de Nancy, en qualité de réviseur d'entreprises agréé, son mandat expirant à l'issue de l'Assemblée générale ordinaire annuelle de 2012.

Pour extrait conforme  
MONTEBELLO FINANCES  
Société anonyme  
Signature

Référence de publication: 2011178325/24.

(110207842) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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

Siège social: L-1220 Luxembourg, 196, rue de Beggen.  
R.C.S. Luxembourg B 51.235.

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.

Référence de publication: 2011177622/9.

(110206733) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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

Siège social: L-1220 Luxembourg, 196, rue de Beggen.  
R.C.S. Luxembourg B 51.235.

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.

Référence de publication: 2011177623/9.

(110206741) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Syntegra Investment Holding I S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.  
R.C.S. Luxembourg B 102.670.

*Extrait du Procès-Verbal de l'Assemblée Générale Ordinaire tenue le 14 octobre 2011*

*Première résolution:*

L'Associé Unique prend acte de la démission avec effet immédiat de Monsieur Bruno LAMBERT de sa fonction de Gérant de catégorie A.

*Deuxième résolution:*

L'Associé Unique nomme avec effet immédiat et pour une période indéterminée en qualité de Gérant de classe A Monsieur Michael HOY, né le 05 mars 1968, à Welwyn Garden City (Royaume Uni) demeurant 6 Westbrooke Close, Brampton, Cambs PE28 4FG, Royaume Uni.

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

SYNTEGRA INVESTMENT HOLDING I S.à.r.l.  
Société à Responsabilité Limitée

Référence de publication: 2011177963/19.

(110207519) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Gérance Luxembourg S.A., Société Anonyme,  
(anc. KDR Gérances & Services S.à r.l.).**

Siège social: L-4601 Differdange, 65A, avenue de la Liberté.  
R.C.S. Luxembourg B 100.418.

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

*Mandataire*

Référence de publication: 2011177624/10.

(110207768) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Sofidex S.A., Société Anonyme.**

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 66.454.

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**CLÔTURE DE LIQUIDATION**

*Extrait des résolutions adoptées en date du 19 décembre 2011, lors de l'Assemblée Générale Extraordinaire de la Société SOFIDEX S.A.*

1. L'Assemblée prononce la clôture de la liquidation et constate que la société SOFIDEX S.A. a définitivement cessé d'exister.

2. Tous les documents et les livres de la société seront déposés et conservés pendant une période de cinq ans au 127 rue de Mühlenbach à L-2168 Luxembourg.

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

*Pour SOFIDEX S.A.*

*Cresthill S.A.*

*Signature*

*Un mandataire*

Référence de publication: 2011178011/19.

(110207575) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**INOVA Exploration Holdings S.à.r.l., Société à responsabilité limitée,  
(anc. ION Exploration Holdings S.à.r.l.).**

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

R.C.S. Luxembourg B 140.312.

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**RECTIFICATIF**

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg en date du 12 mars 2010 sous la référence L100036232.

Ce dépôt est à remplacer par le dépôt suivant:

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour INOVA Exploration Holdings S.à r.l.*

*Intertrust (Luxembourg) S.A.*

Référence de publication: 2011177699/15.

(110206777) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Getral S.A., Société Anonyme.**

Siège social: L-1319 Luxembourg, 126, rue Cents.

R.C.S. Luxembourg B 96.608.

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

*Mandataire*

Référence de publication: 2011177625/10.

(110207770) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**GH Retail Portfolio S.à r.l., Société à responsabilité limitée.**

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 124.901.

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: 2011177627/10.

(110207427) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Ghyzee, Société Anonyme.**

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.

R.C.S. Luxembourg B 38.188.

Les comptes annuels au 31 DECEMBRE 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: 2011177628/10.

(110207791) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Global Systems S.A., Société Anonyme.**

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 90.558.

Les comptes de clôture au 20 décembre 2011 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: 2011177629/10.

(110207207) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Lacka, Société à responsabilité limitée.**

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 158.317.

Il résulte d'un contrat de cession de parts sociales signé en date du 21 décembre 2011 que la société LIGA INVEST & FINANCE INC., ayant son siège à Trident Chambers, Road Town, Tortola (BVI), inscrite au Registrar of corporate affairs des BVI sous le numéro 1641270 a cédé 100 (cent) parts sociales qu'elle détenait dans la société LACKA S. à r. l. à la société MAZE S. à r. l., ayant son siège au 75, Parc d'Activités, L-8308 Capellen, et inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B-110.554.

Pour extrait

La société

Référence de publication: 2011177756/14.

(110207675) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Sociedad Armadora Aristotelis S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 156.088.

*Extrait des décisions prises par l'associée unique en date du 23 décembre 2011*

1. Mme Nancy BLEUMER a démissionné de son mandat de gérante.
2. M. Christophe Emmanuel SACRE, administrateur de sociétés, né à Ottignies (Belgique), le 22 janvier 1985, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme gérant pour un an, son mandat prendra fin à l'issue de l'assemblée générale statutaire de 2012.
3. M. Hans DE GRAAF et M. Philippe TOUSSAINT ont été reconduits dans leur mandat de gérant pour un an, leur mandat prendront fin à l'issue de l'assemblée générale statutaire de 2012.

Luxembourg, le 23.12.2011.

Pour extrait sincère et conforme

Pour Sociedad Armadora Aristotelis S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2011177950/18.

(110207686) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**GMS S.A., Société Anonyme.**

Siège social: L-4974 Dippach, 16, rue des Romains.  
R.C.S. Luxembourg B 77.350.

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

*Mandataire*

Référence de publication: 2011177630/10.

(110207767) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Goelo S.A., Société Anonyme.**

Siège social: L-1330 Luxembourg, 48, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 125.291.

Les comptes annuels au 31 décembre 2010 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 10 novembre 2011.

Signature.

Référence de publication: 2011177631/10.

(110206891) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Syntegra Investments I S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.  
R.C.S. Luxembourg B 102.671.

*Extrait du Procès-Verbal de l'Assemblée Générale Ordinaire tenue le 14 octobre 2011.*

*Première résolution:*

L'Associé Unique prend acte de la démission avec effet immédiat de Monsieur Bruno LAMBERT de sa fonction de Gérant de catégorie A.

*Deuxième résolution:*

L'Associé Unique nomme avec effet immédiat et pour une période indéterminée en qualité de Gérant de classe A Monsieur Michael HOY, né le 05 mars 1968, à Welwyn Garden City (Royaume Uni) demeurant 6 Westbrooke Close, Brampton, Cambs PE28 4FG, Royaume Uni.

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

SYNTEGRA INVESTMENTS I S.à.r.l.  
Société à Responsabilité Limitée

Référence de publication: 2011177966/18.

(110207854) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Thundercat S.A., Société Anonyme Unipersonnelle,  
(anc. Whysol S.A.).**

Siège social: L-2163 Luxembourg, 40, avenue Monterey.  
R.C.S. Luxembourg B 136.903.

L'an deux mille onze, le seize décembre.

Par devant Maître Joseph ELVINGER, notaire de résidence à Luxembourg, soussigné.

Se réunit une assemblée générale extraordinaire des actionnaires de la société anonyme "Whysol S.A.", ayant son siège social à 40, avenue Monterey, L-2163 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés\_Luxembourg section B numéro 136903, constituée suivant acte reçu par Maître Martine Schaeffer, notaire de résidence à Luxembourg le 21 février 2008, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 860 du 8 avril 2008 et dont les statuts n'ont jamais été modifiés.

L'assemblée est présidée par Monsieur Eric Tazzieri, employé privé, demeurant professionnellement 40, avenue Monterey, L-2163 Luxembourg,



Le président désigne comme secrétaire et l'assemblée choisit comme scrutateur Monsieur Fabrizio Terenziani, employé privé, demeurant professionnellement 40, avenue Monterey, L-2163 Luxembourg.

Le président prie le notaire d'acter que:

I.- Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées par les comparants et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Clôturée, cette liste de présence fait apparaître que les 310 (trois cent dix) actions représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

III.- L'ordre du jour de l'assemblée est le suivant:

*Ordre du jour:*

1.- Changement de la dénomination de la Société en «Thundercat S.A.».

2.- Modification afférente de l'article 4 des statuts.

Ces faits exposés et reconnus exacts par l'assemblée, les actionnaires décident ce qui suit à l'unanimité:

L'intégralité du capital social étant représentée à la présente l'Assemblée, l'Assemblée décide de renoncer aux formalités de convocation, les actionnaires représentés se considérant dûment convoqués et déclarent par ailleurs avoir eu parfaite connaissance de l'ordre du jour qui leur a été communiqué au préalable.

*Première résolution*

L'assemblée décide de changer la dénomination de la Société de «Whysol S.A.» en «Thundercat S.A.».

*Deuxième résolution*

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, l'assemblée décide de modifier l'article 4 des statuts pour lui donner la teneur suivante:

" **Art. 4.** La société prend la dénomination de Thundercat S.A."

*Frais*

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de EUR 800,-(huit cents Euros).

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

DONT ACTE, passé à Luxembourg, les jour, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants, ils ont tous signé avec Nous notaire la présente minute.

Signé: E. TAZZIERI, F. TEREZIANI, J. ELVINGER.

Enregistré à Luxembourg A.C. le 19 décembre 2011. Relation: LAC/2011/56554. Reçu soixante-quinze euros (75.-€).

Le Receveur (signé): Francis SANDT.

POUR EXPEDITION CONFORME, délivrée à la société sur sa demande.

Luxembourg, 21 décembre 2011.

Référence de publication: 2011178129/51.

(110207354) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Torres Imolux S.A., Société Anonyme.**

Siège social: L-8010 Strassen, 200, route d'Arlon.

R.C.S. Luxembourg B 106.341.

L'an deux mille onze.

Le quinze décembre.

Par-devant Maître Henri BECK, notaire de résidence à Echternach (Grand-Duché de Luxembourg).

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme TORRES IMOLUX S.A., avec siège social à L-8008 Strassen, 130, route d'Arlon, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 106.341 (NIN 2005 2202 516),

constituée suivant acte reçu par le notaire instrumentant en date du 28 février 2005, publié au Mémorial C Recueil des Sociétés et Associations numéro 620 du 28 juin 2005, et dont les statuts ont été modifiés suivant acte reçu par le notaire instrumentant en date du 16 juin 2008, publié au Mémorial C Recueil des Sociétés et Associations numéro 1692 du 9 juillet 2008.

Le capital de la société s'élève au montant de CENT MILLE EUROS (€ 100.000,-), représenté par cent (100) actions d'une valeur nominale de MILLE EUROS (€ 1.000,-) chacune.

L'assemblée est présidée par Madame Peggy SIMON, employée privée, demeurant à Berdorf, qui désigne comme secrétaire et l'assemblée choisit comme scrutateur Monsieur Mohamed AMGHAR, directeur de société, demeurant à L-8010 Strassen, 200, route d'Arlon,

Le bureau étant ainsi constitué Madame le Président expose et prie le notaire d'acter ce qui suit:

I. L'ordre du jour est conçu comme suit:

1.- a) Augmentation du capital social à concurrence du montant de CENT MILLE EUROS (€ 100.000,-) pour le porter de son montant actuel de CENT MILLE EUROS (€ 100.000,-) au montant de DEUX CENT MILLE EUROS (€ 200.000,-), par l'émission de cent (100) actions nouvelles jouissant des mêmes droits et obligations que les actions existantes.

b) Souscription et libération des cent (100) actions nouvelles par les actionnaires existants au prorata de leur participation dans le capital social moyennant incorporation à concurrence du montant de CENT MILLE EUROS (€ 100.000,-) de réserves libres de la société ainsi qu'il résulte d'un bilan daté au 31 décembre 2010.

2.- Modification du premier alinéa de l'article 5 des statuts afin de lui donner la teneur suivante:

**Art. 5. (alinéa 1<sup>er</sup>).** Le capital social est fixé à DEUX CENT MILLE EUROS (€ 200.000,-), représenté par deux cents (200) actions d'une valeur nominale de MILLE EUROS (€ 1.000,-) chacune.

3.- Fixation du siège social à l'adresse suivante: L-8010 Strassen, 200, route d'Arlon.

4.- Mandat au Conseil d'Administration d'exécuter les prédites résolutions.

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 par les actionnaires ou leurs mandataires et par les membres du Bureau, sera enregistrée avec le présent acte ensemble avec les procurations paraphées «ne varietur» par les mandataires.

III. Il résulte de la liste de présence que toutes les actions sont présentes ou représentées à l'assemblée. Dès lors l'assemblée est régulièrement constituée et peut valablement délibérer sur l'ordre du jour, dont les actionnaires ont pris connaissance avant la présente assemblée.

IV. Après délibération, l'assemblée prend à l'unanimité des voix les résolutions suivantes:

#### *Première résolution*

a) L'assemblée générale décide une augmentation du capital social à concurrence du montant de CENT MILLE EUROS (€ 100.000,-) pour le porter de son montant actuel de CENT MILLE EUROS (€ 100.000,-) au montant de DEUX CENT MILLE EUROS (€ 200.000,-), par l'émission de cent (100) actions nouvelles jouissant des mêmes droits et obligations que les actions existantes.

b) Souscription et libération

Les cent (100) actions nouvelles ont été souscrites par les actionnaires existants au prorata de leur participation dans le capital social et ont été libérées moyennant incorporation à concurrence du montant de CENT MILLE EUROS de réserves libres de la société ainsi qu'il résulte d'un bilan daté au 31 décembre 2010, approuvé par l'assemblée générale des actionnaires.

La disponibilité desdites réserves résulte d'une déclaration faite par l'administrateur-délégué de la société, Monsieur Mohamed AMGHAR, prénommé, en date du 15 décembre 2011, confirmant que lesdites réserves n'ont pas été affectées respectivement distribuées et qu'elles existent encore à la date de ce jour.

Ces documents, après avoir été signés "ne varietur" par le notaire instrumentant et tous les comparants resteront annexés au présent acte avec lequel ils seront enregistrés

#### *Deuxième résolution*

L'assemblée générale décide de modifier le premier alinéa de l'article 5 des statuts afin de lui donner la teneur suivante:

**Art. 5. (alinéa 1<sup>er</sup>).** Le capital social est fixé à DEUX CENT MILLE EUROS (€ 200.000,-), représenté par deux cents (200) actions d'une valeur nominale de MILLE EUROS (€ 1.000,-) chacune.

#### *Troisième résolution*

L'assemblée générale décide de fixer le siège social à l'adresse suivante: L-8010 Strassen, 200, route d'Arlon.

#### *Quatrième résolution*

Le Conseil d'Administration est mandaté d'exécuter les présentes résolutions et tous pouvoirs lui sont accordés à cet effet.

Plus rien ne figurant à l'ordre du jour Madame le Président lève la séance.

Dont procès-verbal, fait et passé à Echternach, date qu'en tête des présentes.

Et après lecture faite aux comparants de tout ce qui précède, ces derniers, tous connus du notaire instrumentant par noms, prénoms, états et demeures, ont signé avec le notaire le présent procès-verbal.

Signé: P. SIMON, M. AMGHAR Henri BECK.

Enregistré à Echternach, le 19 décembre 2011. Relation: ECH/2011/2207. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): J.-M. MINY.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 22 décembre 2011.

Référence de publication: 2011176958/75.

(110205658) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2011.

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**Goldoni S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 125.740.

Les comptes annuels au 30 juin 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour GOLDONI S.A.*

Signature

Référence de publication: 2011177632/11.

(110207122) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Mare di Gallura S.A, Société Anonyme.**

Siège social: L-1463 Luxembourg, 21, rue du Fort Elisabeth.

R.C.S. Luxembourg B 116.683.

Acte de constitution publié au Mémorial C, Recueil des Sociétés et Associations en date du 27 juillet 2006

EXTRAIT

Suite aux décisions prises lors de l'assemblée générale extraordinaire en date du 22 décembre 2011, il résulte que:

- Jean-Bastien PASQUINI, Yan LE VERNOY et Cécile JAGER ont démissionné de leur fonction d'administrateur de la société avec effet au 19 décembre 2011;

- Brigitte LECÊTRE, née le 6 octobre 1953 à Alger (Algérie), demeurant au 41 rue Siggy vu Letzbuerg, L-1933 Luxembourg, a été nommée administrateur de la société, en remplacement de Charles OSSOLA décédé, avec effet immédiat et jusqu'à l'issue de l'assemblée générale statutaire de 2017;

- Patrick LECÊTRE, né le 2 avril 1949 à Paris (France), demeurant au 41 rue Siggy vu Letzbuerg, L-1933 Luxembourg, a été nommé administrateur de la société avec effet immédiat et jusqu'à l'issue de l'assemblée générale statutaire de 2017;

- Emmanuel REVEILLAUD, né le 10 octobre 1971 à La Rochelle (France), demeurant professionnellement au 20 avenue Marie-Thérèse, L-2132 Luxembourg, a été nommé administrateur de la société avec effet immédiat et jusqu'à l'issue de l'assemblée générale statutaire de 2017.

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

*Pour MARE DI GALLURA S.A.*

Référence de publication: 2011177802/22.

(110207230) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Gordon March S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 105.036.

Le siège social du commissaire aux comptes, AUDIEX S.A., est dorénavant établi au:

9, rue du Laboratoire, L - 1911 Luxembourg.

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

Luxembourg, le 21 décembre 2011.

Référence de publication: 2011177633/11.

(110206940) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Verity Luxembourg S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 435.825,00.**

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

R.C.S. Luxembourg B 82.495.

Lors de l'assemblée générale ordinaire tenue en date du 18 novembre 2011 les associés ont pris les décisions suivantes:

1. Acceptation de la démission de Sushovan Tareque Hussain, avec adresse au 2, Cade House, Chipstead Lane, TN13 2AG Sevenoaks, Kent, Royaume-Uni de son mandat de gérant, avec effet immédiat.

2. Acceptation de la démission de Andrew Mark Kanter, avec adresse à New Barn Hill Farm, May Street, SG8 8SN Gt Chishill, Herts, Royaume-Uni de son mandat de gérant, avec effet immédiat.

3. Nomination de Sergio Erik Letelier, avec adresse professionnelle au 150, Route du Nant-d'Avril, 1217 Meyrin, Suisse, au mandat de gérant, avec effet immédiat et pour une durée indéterminée.

4. Nomination de Bas Van der Goorbergh, avec adresse professionnelle au 16 Startbaan, 1187 XR Amstelveen, Pays-Bas, au mandat de gérant, avec effet immédiat et pour une durée indéterminée.

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

Luxembourg, le 08 décembre 2011.

Référence de publication: 2011178111/19.

(110207372) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**U.S. TV United Store-TV S.à r.l., Société à responsabilité limitée.**

Siège social: L-6630 Wasserbillig, 42, Grand-rue.

R.C.S. Luxembourg B 95.419.

Im Jahre zwei tausend elf,  
den vierzehnten Dezember.

Vor dem unterzeichneten Henri BECK, Notar mit dem Amtswohnsitz in Echternach,

SIND ERSCHIENEN:

1.- Die Aktiengesellschaft WILLII A.G., mit Sitz in L-6630 Wasserbillig, 42, Grand-Rue, eingetragen beim Handels- und Gesellschaftsregister Luxembourg unter der Nummer B 76.301,

2.- Herr Mathis KURRAT, Geschäftsführer, wohnhaft in D-53560 Vettelschoss, Kalenbomer Strasse 94,  
beide hier vertreten durch Herrn Wilfried KURRAT, Kaufmann, beruflich wohnhaft in L-6630 Wasserbillig, 42, Grand-Rue,

aufgrund von zwei Vollmachten gegeben am 12. Dezember 2011.

Welche Vollmachten "ne varietur" von dem Bevollmächtigten und dem Notar unterzeichnet, bleiben gegenwärtiger Urkunde als Anlage beigebogen um mit derselben hinterlegt zu werden.

Welche Komparenten, anwesend oder vertreten wie eingangs erwähnt, dem handelnden Notar Folgendes auseinandersetzen:

1.- Dass die Gesellschaft mit beschränkter Haftung "U.S. TV United Store-TV S.à r.l.", mit Sitz in L-6630 Wasserbillig, 42, Grand-Rue, eingetragen beim Handels- und Gesellschaftsregister Luxembourg unter der Nummer B 95.419 (NIN 20032413626) gegründet wurde zufolge Urkunde aufgenommen durch Notar Jean SECKLER, mit dem Amtswohnsitz in Junglinster, am 20. August 2003, veröffentlicht im Mémorial C Recueil des Sociétés et Associations Nummer 1001 vom 29. September 2003, und deren Statuten abgeändert wurden wie folgt:

- zufolge Urkunde aufgenommen durch denselben Notar Jean Seckler, am 20. August 2004, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations Nummer 1159 vom 16. November 2004,

- zufolge Urkunde aufgenommen durch den amtierenden Notar am 24. November 2005, veröffentlicht im Mémorial C Recueil des Sociétés et Associations Nummer 696 vom 5. April 2006,

- zufolge Urkunde aufgenommen durch den amtierenden Notar am 20. März 2009, veröffentlicht im Mémorial C Recueil des Sociétés et Associations Nummer 818 vom 16. April 2009.

2.- Dass das Kapital der Gesellschaft sich auf zwölf tausend fünf hundert Euro (€ 12.500.-) beläuft, eingeteilt in fünf hundert (500) Anteile von je fünfundzwanzig Euro (€ 25.-), welche wie folgt zugeteilt sind:

1.- Die Aktiengesellschaft WILLII A.G., vorgeannt, vier hundert neunundneunzig Anteile . . . . . 499

2.- Herr Mathis KURRAT, vorgeannt, ein Anteil . . . . . 1

Total: fünf hundert Anteile . . . . . 500

Welche Komparenten, anwesend oder vertreten wie eingangs erwähnt, die alleinigen Eigentümer dieser Anteile sind und dass sie nach eingehender Belehrung einstimmig die folgenden Beschlüsse gefasst haben:

*Erster Beschluss*

Die Gesellschafter beschließen die vorzeitige Auflösung der Gesellschaft U.S. TV United Store-TV S.à r.l. und ihre Liquidation.

*Zweiter Beschluss*

Die Gesellschafter beschließen zum Liquidator zu ernennen:

Frau Sigrid LEICHER, Privatangestellte, geboren am 9. Juli 1963 in Neuwied (D), wohnhaft in D-50733 Köln, Xantener Str., 88.

Der Liquidator hat die weitgehendsten Befugnisse sowie sie in Artikel 144 und folgende des Gesetzes vom 10. August 1915 über die Handelsgesellschaften vorgesehen sind.

Er kann die in Artikel 145 vorgesehenen Handlungen tätigen, ohne daß es einer Genehmigung durch die Versammlung der Gesellschafter bedarf.

Der Liquidator ist nicht verpflichtet ein Inventar aufzustellen, sondern er kann sich auf die Bücher der Gesellschaft berufen.

Auch kann er unter seiner eigenen Verantwortung, für bestimmte Handlungen einen oder mehrere Bevollmächtigte für eine von ihm bestimmte Dauer ernennen.

WORÜBER URKUNDE, aufgenommen in Echternach in der Amtsstube des amtierenden Notars.

Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an den Komparenten, dem Notar nach Namen, Vornamen, Stand und Wohnort bekannt, hat derselbe mit dem Notar die gegenwärtige Urkunde unterschrieben.

Gezeichnet: W. KURRAT, Henri BECK.

Enregistré à Echternach, le 19 décembre 2011. Relation: ECH/2011/2197. Reçu soixante-quinze euros 75,00€

Le Receveur (signé): J.-M. MINY.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, auf Begehrt erteilt, zwecks Hinterlegung auf dem Handels- und Gesellschaftsregister.

Echternach, den 22. Dezember 2011.

Référence de publication: 2011176970/64.

(110205677) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2011.

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**Green House Technology S.à r.l., Société à responsabilité limitée.**

Siège social: L-8210 Mamer, 102, route d'Arlon.

R.C.S. Luxembourg B 145.852.

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Les statuts coordonnés suivant l'acte n° 63387 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.

Référence de publication: 2011177636/10.

(110206784) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**GW Property, Société à responsabilité limitée.**

Siège social: L-9573 Wiltz, 32, rue Michel Thilges.

R.C.S. Luxembourg B 152.154.

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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: 2011177640/10.

(110206773) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Gymika S.A., Société Anonyme.**

Siège social: L-8354 Garnich, 55, rue des Trois Cantons.

R.C.S. Luxembourg B 59.326.

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Les comptes annuels au 31/12/2010 ont été déposés, dans leur version abrégée, au registre de commerce et des sociétés de Luxembourg conformément à l'art. 79(1) de la loi du 19/12/2002.

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

*Mandataire*

Référence de publication: 2011177641/11.

(110207009) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Harte Luxembourg Holdings, Société à responsabilité limitée,  
(anc. Margyle Luxembourg S.à r.l.).**

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 132.495.

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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.

Référence de publication: 2011177644/9.

(110206753) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Line Finance S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 64.380.

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En date du 21 décembre 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 immédiat.

Les actionnaires constatent que Monsieur José Correia, Monsieur Ronald Chamielec, Madame Géraldine Schmit, administrateurs de la Société, ont transféré leur adresse professionnelle 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 21 décembre 2011.

Référence de publication: 2011177765/14.

(110206643) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Neo Invest Sàrl, Société à responsabilité limitée.**

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 138.012.

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DISSOLUTION

In the year two thousand eleven, on the nineteenth of December;

Before Us M<sup>e</sup> Carlo WERSANDT, notary residing in Luxembourg (Grand-Duchy of Luxembourg), undersigned;

APPEARED:

The limited company governed by the laws of the Cyprus "Apate Holding Limited", established and having its registered office in CY-3608 Limassol, 199, Arch Makarios III Avenue, registered with the Department of Registrar of Companies and official Receiver of the Republic of Cyprus under the number 140135,

here represented by Mrs. Claudia DINIS, employee, residing professionally in L-2134 Luxembourg, 58, rue Charles Martel, by virtue of a proxy given under private seal; such proxy, after having been signed "ne varietur" by the proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

Such appearing party, represented as said before, declares and requests the officiating notary to act:

1) That the private limited liability company ("société à responsabilité limitée") "Neo Invest S.à r.l.", (the "Company"), established and having its registered office in L-2134 Luxembourg, 58, rue Charles Martel, inscribed in the Trade and Companies' Register of Luxembourg, section B, under the number 138012, has been incorporated pursuant to a deed of Me Henri HELLINCKX, notary residing in Luxembourg, on April 11, 2008, published in the Mémorial C, Recueil des Sociétés et Associations, number 1222 of the 20<sup>th</sup> of May 2008;

2) That the corporate capital is set at twelve thousand five hundred Euros (12,500.- EUR), represented by five hundred (500) shares with a nominal value of twenty-five Euros (25.- EUR) each;

3) That the appearing party, represented as said before, has successively become the owner of all the shares of the Company (the "Sole Shareholder");

4) That the Sole Shareholder declares to have full knowledge of the articles of incorporation and the financial standing of the Company;

5) That the Sole Shareholder of the Company declares explicitly, the winding-up of the Company and the start of the liquidation process, with effect on today's date;

6) That the Sole Shareholder appoints himself as liquidator of the Company, and acting in this capacity, he has full powers to sign, execute and deliver any acts and any documents, to make any declaration and to do anything necessary or useful so to bring into effect the purposes of this deed;

7) That the Sole Shareholder, in his capacity as liquidator of the Company, requests the notary to authenticate his declaration that all the liabilities of the Company have been paid or duly provisioned and that the liabilities in relation of the close down of the liquidation have been duly provisioned; furthermore declares the liquidator that with respect to eventual liabilities of the Company presently unknown, and that remain unpaid, he irrevocably undertakes to pay all such eventual liabilities and that as a consequence of the above all the liabilities of the Company are paid;

8) That the Sole Shareholder declares that he takes over all the assets of the Company, and that he will assume any existing debts of the Company pursuant to point 7);

9) That the Sole Shareholder declares formally withdraw the appointment of an auditor to the liquidation;

10) That the Sole Shareholder declares that the liquidation of the Company is closed and that any registers of the Company recording the issuance of shares or any other securities shall be cancelled;

11) That full and entire discharge is granted to the manager for the performance of his assignment;

12) That the books and documents of the Company will be kept for a period of five years at least at the former registered office of the Company in L-2134 Luxembourg, 58, rue Charles Martel.

#### Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is evaluated at approximately nine hundred and fifty Euros.

#### Statement

The undersigned notary, who understands and speaks English and French, states herewith that, on request of the above appearing party, the present deed is worded in English followed by a French version; on request of the same appearing party, and in case of discrepancies between the English and the French text, the English version will prevail.

WHEREOF the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the proxy-holder of the appearing party, acting as said before, known to the notary by name, first name, civil status and residence, the said proxy-holder has signed with Us the notary the present deed.

#### Suit la version en langue française du texte précède:

L'an deux mille onze, le dix-neuf décembre;

Par-devant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

#### A COMPARU:

La société à responsabilité limitée régie par les lois de Chypre "Apaté Holding Limited", établie et ayant son siège social à CY-3608 Limassol, 199, Arch Makarios III Avenue, inscrite au "Department of Registrar of Companies and official Receiver" de la République de Chypre sous le numéro 140135,

ici représentée par Madame Claudia DINIS, employée, demeurant professionnellement à L-2134 Luxembourg, 58, rue Charles Martel, en vertu de d'une procuration sous seing privé lui délivrée; laquelle procuration, après avoir été signée "ne varietur" par la mandataire et le notaire, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, déclare et requiert le notaire instrumentant d'acter:

1) Que la société à responsabilité limitée "Neo Invest S.à r.l.", (la "Société"), établie et ayant son siège social à L-2134 Luxembourg, 58, rue Charles Martel, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 138012, a été constituée suivant acte reçu par Maître Henri HELLINCKY, notaire de résidence à Luxembourg, le 18 avril 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1222 du 20 mai 2008;

2) Que le capital social est fixé à douze mille cinq cents euros (12.500,- EUR), représenté par cinq cents (500) parts sociales avec une valeur nominale de vingt-cinq euros (25,- EUR) chacune;

3) Que la partie comparante, représentée comme dit ci-avant, est devenue successivement propriétaire de toutes les parts sociales de la Société (l'"Associé Unique");

4) Que l'Associé Unique déclare avoir parfaite connaissance des statuts et de la situation financière de la Société;

5) Que l'Associé Unique prononce explicitement la dissolution de la Société et sa mise en liquidation, avec effet en date de ce jour;

6) Que l'Associé Unique se désigne comme liquidateur de la Société, et agissent en cette qualité, il aura pleins pouvoirs d'établir, de signer, d'exécuter et de délivrer tous actes et documents, de faire toute déclaration et de faire tout ce qui est nécessaire ou utile pour mettre en exécution les dispositions du présent acte;

7) Que l'Associé Unique, dans sa qualité de liquidateur, requiert le notaire d'acter qu'il déclare que tout le passif de la Société est réglé ou provisionné et que le passif en relation avec la clôture de la liquidation est dûment couvert; en outre

il déclare que par rapport à d'éventuels passifs de la Société actuellement inconnus, et donc non payés, il assume l'obligation irrévocable de payer ce passif éventuel et qu'en conséquence de ce qui précède tout le passif de la Société est réglé;

8) Que l'Associé Unique déclare qu'il reprend tout l'actif de la Société et qu'il s'engagera à régler tout le passif de la Société indiqué au point 7);

9) Que l'Associé Unique déclare formellement renoncer à la nomination d'un commissaire à la liquidation;

10) Que l'Associé Unique déclare que la liquidation de la Société est clôturée et que tous les registres de la Société relatifs à l'émission de parts sociales ou de tous autres valeurs seront annulés;

11) Que décharge pleine et entière est donnée aux gérants pour l'exécution de leur mandat;

12) Que les livres et documents de la Société seront conservés pendant cinq ans au moins à Luxembourg à l'ancien siège social de la Société à L-2134 Luxembourg, 58, rue Charles Martel.

#### *Frais*

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à neuf cent cinquante euros.

#### *Déclaration*

Le notaire soussigné, qui comprend et parle l'anglais et français, déclare par les présentes, qu'à la requête de la partie comparante le présent acte est rédigé en anglais suivi d'une version française; à la requête de la même partie comparante, et en cas de divergences entre le texte anglais et français, la version anglaise prévaut.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte à la mandataire la partie comparante, agissant come dit ci-avant, connue du notaire par nom, prénom, état civil et domicile, ladite mandataire a signé avec Nous notaire le présent acte.

Signé: C. DINIS, C. WERSANDT.

Enregistré à Luxembourg A.C., le 20 décembre 2011. LAC/2011/56874. Reçu soixante-quinze euros (75,- €).

*Le Receveur (signé): Francis SANDT.*

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

Luxembourg, le 21 décembre 2011.

Référence de publication: 2011176737/112.

(110206807) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2011.

#### **mns Investment Holding S.à r.l., Société à responsabilité limitée.**

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.

R.C.S. Luxembourg B 131.612.

In the year two thousand and eleven, on the sixteenth of December.

Before Us Maître Henri BECK, notary residing in Echternach, (Grand-Duchy of Luxembourg).

#### THERE APPEARED:

The company GLOBAL ARBITRAGE PARTNERS FUND LIMITED, having its registered office at 19C, Town Range Blake House, Gibraltar, registered with the "Registrar of Companies Gibraltar" under the number 97205,

hereby represented by:

- Mr. Jean LAMBERT, master in economics, professionally residing in L-2453 Luxembourg, 19, rue Eugène Ruppert, and

- Ms. Catherine PEUTEMAN, private employee, professionally residing in L-2453 Luxembourg, 19, rue Eugène Ruppert, by virtue of a proxy given under private seal on November 9, 2011,

which proxy signed "ne varietur" by the proxyholders of the entity appearing and the undersigned notary, shall remain annexed to this document to be filed with the registration authorities.

The appearing party, represented as said before, declared and requested the notary to act:

- That the private limited liability company mns Investment Holding S.à r.l., having its registered office at L-2453 Luxembourg, 19, rue Eugène Ruppert, registered with the Luxembourg Trade and Companies' Register under the number B 131.612 (NIN 2007 2445 407) has been incorporated by deed of the undersigned notary on the 12<sup>th</sup> of September 2007, published in the Mémorial C Recueil des Sociétés et Associations number 2337 of October 17, 2007.

That the corporate capital is set at twelve thousand five hundred Euro (€ 12.500.-), divided into one hundred twenty-five (125) shares of one hundred Euro (€ 100.-) each, all attributed to the company GLOBAL ARBITRAGE PARTNERS FUND LIMITED.

The appearing party, represented as said before, has taken the following resolutions:



*First resolution*

The sole shareholder, being aware of the financial situation of the company, decides to dissolve the company mns Investment Holding S.à r.l. and to put it into liquidation.

*Second resolution*

The sole shareholder decides to appoint the company PIKELANE CORPORATE LIMITED, a British Virgin Islands company, having its registered office at c/o Aleman, Cordero, Galindo & Lee Trust (BVI) Limited, P.O. Box 3175, Road Town, Tortola, British Virgin Islands, registered at the "Registrar of Corporate Affairs" under the number 1515831, as liquidator of the company.

The liquidator shall have the broadest powers to carry out his mandate, in particular all the powers provided for by article 144 and following of the law of August 10, 1915, concerning commercial companies.

*Declaration*

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, represented as said before, the present deed is worded in English followed by a French translation; on the request of the same appearing party, represented as said before, and in case of divergence between the English and the French text, the English version will be prevailing.

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

The document having been read to the appearing persons, acting as said before, known to the notary, by their surnames, Christian names, civil status and residences, the said appearing persons signed together with us, the notary, the present deed.

**Suit la traduction française du texte qui précède:**

L'an deux mille onze, le seize décembre.

Par-devant Maître Henri BECK notaire de résidence à Echternach (Grand-Duché de Luxembourg).

**A COMPARU:**

La société GLOBAL ARBITRAGE PARTNERS FUND LIMITED, ayant son siège social à 19C, Town Range Blake House, Gibraltar, inscrite au "Registrar of Companies Gibraltar" sous le numéro 97205,

ici représentée par:

- Monsieur Jean LAMBERT, maître en sciences économiques, demeurant professionnellement à L-2453 Luxembourg, 19, rue Eugène Ruppert, et

- Madame Catherine PEUTEMAN, employée privée, demeurant professionnellement à L-2453 Luxembourg, 19, rue Eugène Ruppert.

en vertu d'une procuration sous seing privé, délivrée en date du 9 novembre 2011,

laquelle procuration après avoir été signée ne varietur par les mandataires de la comparante et le notaire instrumentant restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire d'acter ce qui suit:

- Que la société à responsabilité limitée mns Investment Holding S.à r.l., avec siège social à L-2453 Luxembourg, 19, rue Eugène Ruppert, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 131.612 (NIN 2007 2445 407) a été constituée suivant acte reçu par le notaire instrumentant en date du 12 septembre 2007, publié au Mémorial C Recueil des Sociétés et Associations numéro 2337 du 17 octobre 2007.

- Que le capital social de la société s'élève au montant de douze mille cinq cents Euros (€ 12.500.-), représenté par cent vingt-cinq (125) parts sociales de cent Euros (€ 100.-) chacune, toutes attribuées à la société GLOBAL ARBITRAGE PARTNERS FUND LIMITED.

La partie comparante, représentée comme dit ci-avant, a pris les résolutions suivantes:

*Première résolution*

L'associée unique, déclarant avoir connaissance de la situation financière de la société, décide de dissoudre la société mns Investment Holding S.à r.l. et de la mettre en liquidation.

*Deuxième résolution*

L'associée unique décide de nommer la société PIKELANE CORPORATE LIMITED, une société constituée sous les lois des Iles Vierges Britanniques, ayant son siège social aux bureaux d'Aleman, Cordero, Galindo & Lee Trust (BVI) Limited, P.O. Box 3175, Road Town, Tortola, British Virgin Islands, inscrite au «Registrar of Corporate Affairs» sous le numéro 1515831, comme liquidateur de la société.

Le liquidateur est investi des pouvoirs les plus étendus prévus par la loi et notamment par les articles 144 et suivants de la loi du 10 août 1915 sur les sociétés commerciales.

*Déclaration*

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête de la partie comparante, représentée comme dit ci-avant, le présent acte est rédigé en anglais suivi d'une traduction française, à la requête de la partie comparante, représentée comme dit ci-avant, et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

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

Et après lecture faite et interprétation donnée aux comparants, agissant comme dit ci-avant, connus du notaire par noms, prénoms usuels, états et demeures, ils ont signé avec Nous notaire le présent acte.

Signé: J. LAMBERT, C. PEUTEMAN, Henri BECK.

Enregistré à Echternach, le 19 décembre 2011. Relation: ECH/2011/2219. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): J.-M. MINY.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 23 décembre 2011.

Référence de publication: 2011177265/94.

(110207223) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**Fondation Linster-Weydert, Etablissement d'Utilité Publique.**

Siège social: L-3333 Hellange, 11, route de Bettembourg.

R.C.S. Luxembourg G 199.

—  
DISSOLUTION

L'an deux mille onze.

Le neuf décembre.

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

A comparu:

Christelle DEMICHELET, employée privée, demeurant à Hayange (France),  
agissant pour le compte de:

Berthe LINSTER, retraitée, demeurant à L-3333 Hellange, 11, route de Bettembourg, de nationalité luxembourgeoise.

Yvonne LINSTER, retraitée, demeurant à L-3333 Hellange, 11, route de Bettembourg, de nationalité luxembourgeoise.

Romain BECKER, ingénieur, demeurant à L-3768 Tétange, 11, rue de la Fontaine, de nationalité luxembourgeoise.

Pascal BERMES, professeur, demeurant à L-3333 Hellange, 9, route de Bettembourg, de nationalité luxembourgeoise

Charles FRANTZEN, professeur, demeurant à L-3333 Hellange, 13, route de Bettembourg, de nationalité luxembourgeoise.

Gaston GIBÉRYEN, ancien bourgmestre, député, demeurant à L-5752 Frisange, 13, rue Hau, de nationalité luxembourgeoise.

Emile HAAG, directeur honoraire de l'Athénée, demeurant à L-1134 Luxembourg, 18, rue Charles Arendt, de nationalité luxembourgeoise.

Emile HEMMEN, retraité, demeurant à L-5636 Mondorf-les-Bains, 12, rue des Martyrs, de nationalité luxembourgeoise.

Jean KRAMP, géologue, demeurant à L-3725 Rumelange, 14, rue Dr Flesch, de nationalité luxembourgeoise.

Marc KRISCHEL, professeur, demeurant à L-3333 Hellange, 33, route de Bettembourg, de nationalité luxembourgeoise.

Claude LORANG, avocat, demeurant à L-4970 Bettange-sur-Mess, 7, rue Bechel, de nationalité luxembourgeoise.

Marc MANGEN, médecin, demeurant à L-6731 Grevenmacher, 2, rue de la Gare, de nationalité luxembourgeoise.

Joseph MERSCH, gynécologue, demeurant à L-1899 Kockelscheuer, 1, rue Auguste Dutreux, de nationalité luxembourgeoise.

Camille ROBERT, architecte, demeurant à L-4303 Esch-sur-Alzette, 10, rue des Remparts, de nationalité luxembourgeoise.

Claude WILTZIUS, bourgmestre, demeurant à L-5720 Aspelt, 20, d'Gennerwiss, de nationalité luxembourgeoise.

qui déclare que les statuts de la "FONDATION LINSTER-WEYDERT", constituée suivant acte reçu par le notaire instrumentant en date du 29 janvier 2009, publiés au Mémorial C, Recueil des Sociétés et Associations, numéro 629 du 23 mars 2009, inscrite au Registre du Commerce et des Sociétés sous le numéro G199, n'ont pas été approuvés par arrêté grand-ducal conformément à l'article 30 de la loi du 21 avril 1928 sur les associations et fondations sans but lucratif, de sorte que la dite fondation n'a pas acquis d'existence légale.

Qu'en vertu de l'article 32 de la dite loi, l'inscription au registre des sociétés et la publication au Mémorial a dès lors été effectuée à tort. et qu'il y a donc lieu de faire rayer la dite inscription.

Dont Acte, fait et signé à Mondorf-les-Bains en l'étude.

Et après lecture faite et interprétation donnée de tout ce qui précède par le notaire à la comparante, connue du notaire par nom, prénom usuel, état et demeure, elle a signé le présent acte avec le notaire.

Le notaire certifie l'état civil de la comparante sur base de sa carte d'identité nationale.

Signé: DEMICHELET, ARRENSDORFF.

Enregistré à Remich, le 13 décembre 2011. Relation: REM/2011/1678. Reçu douze euros 12,00 €.

Le Receveur (signé): MOLLING.

POUR EXPEDITION CONFORME délivrée à des fins administratives.

Mondorf-les-Bains, le 22 décembre 2011.

Référence de publication: 2011177608/50.

(110207048) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**Hanif Groupe S.A., Société Anonyme Soparfi.**

Siège social: L-2562 Luxembourg, 4, place de Strasbourg.

R.C.S. Luxembourg B 132.170.

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: 2011177652/10.

(110206897) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**Hunter's Participations S.A., Société Anonyme.**

Siège social: L-1150 Luxembourg, 82, route d'Arlon.

R.C.S. Luxembourg B 79.231.

Il résulte d'une lettre datée du 21 juillet 2011, que Monsieur René Deschamps demeurant à E-28010 Madrid, Calle Marques Delo Riscal, 11-3° - 4a, a donné sa démission de son poste d'administrateur avec effet immédiat.

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

HUNTER'S PARTICIPATIONS S.A.

Référence de publication: 2011177650/11.

(110207061) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**Intelvalue - Franchising and Services S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 165.538.

STATUTS

L'an deux mille onze, le treize décembre.

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

A comparu:

Monsieur Antonio Manuel DIAS LOURENCO, né à Tomar (Portugal), le 13 juin 1961, demeurant à 1600-205 Lisboa, Avenida da Republica 74 – 1<sup>o</sup>dto,

Ici représenté par Monsieur Massimo GILOTTI, nommé ci-après,

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.

Laquelle partie comparante, représentée comme ci-avant, a requis le notaire instrumentant de dresser acte constitutif d'une société anonyme qu'elle déclare constituer et dont elle a arrêté les statuts comme suit:

**Titre I<sup>er</sup> . Dénomination, Siège social, Objet, Durée**

**Art. 1<sup>er</sup>.** Il est formé une société anonyme sous la dénomination de «INTELVALUE – FRANCHISING AND SERVICES S.A.».

**Art. 2.** Le siège de la société est établi à Luxembourg.

Il pourra être transféré dans tout autre lieu de la commune par simple décision du conseil d'administration.

Au cas où des événements extraordinaires d'ordre politique ou économique, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger se produiront ou seront imminents, le siège social pourra être déclaré transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances anormales.

Une telle décision n'aura pas d'effet sur la nationalité de la société. La déclaration de transfert du siège sera faite et portée à la connaissance des tiers par l'organe de la société qui se trouvera le mieux placé à cet effet dans les circonstances données.

**Art. 3.** La société est constituée pour une durée illimitée.

**Art. 4.** La société a pour objet la prise de participations sous quelque forme que ce soit, par achat, échange ou de toute autre manière, dans d'autres entreprises et sociétés luxembourgeoises ou étrangères ainsi que la gestion, le contrôle, la mise en valeur de ces participations. La société peut également procéder au transfert de ces participations par voie de vente, échange ou autrement.

La société peut emprunter sous toute forme notamment par voie d'émission d'obligations, convertibles ou non, de prêt bancaire ou de compte courant actionnaire, et accorder à d'autres sociétés dans lesquelles la société détient ou non un intérêt direct ou indirect, tous concours, prêts, avances ou garanties.

Elle peut s'intéresser à toutes valeurs mobilières, dépôts d'espèces, certificats de trésorerie, et toute autre forme de placement dont notamment des actions, obligations, options ou warrants, les acquérir par achat, souscription ou toutes autres manières, les vendre ou les échanger.

La société peut acquérir et vendre des biens immobiliers, ou des droits immobiliers, soit au Grand-Duché de Luxembourg soit à l'étranger ainsi que toutes les opérations liées à des biens immobiliers, ou des droits immobiliers, comprenant la prise de participations directes ou indirectes dans des sociétés au Luxembourg ou à l'étranger dont l'objet principal consiste dans l'acquisition, le développement, la promotion, la vente, la gestion et/ou la location de biens immobiliers, ou de droits immobiliers.

La société a également pour objet la détention, l'achat, la mise en valeur, l'exploitation et la vente de toutes propriétés intellectuelles luxembourgeoises et étrangères, certificats d'addition et brevets de perfectionnement, méthodes, procédés, inventions, marques de fabrique, franchises, moyens de fabrication et la concession de toutes licences totales ou partielles des dites propriétés intellectuelles.

En outre, elle peut faire toutes opérations industrielles, commerciales, financières, mobilières ou immobilières qui se rattachent directement ou indirectement, en tout ou partie, à son objet social.

Elle peut réaliser son objet directement ou indirectement en nom propre ou pour compte de tiers, seule ou en association en effectuant toutes opérations de nature à favoriser ledit objet ou celui des sociétés dans lesquelles elle détient des intérêts.

D'une façon générale, la société pourra prendre toutes mesures de contrôle ou de surveillance et effectuer toutes opérations qui peuvent lui paraître utiles dans l'accomplissement de son objet; elle pourra également détenir des mandats d'administration d'autres sociétés luxembourgeoises ou étrangères, rémunérés ou non.

## **Titre II. Capital, Actions**

**Art. 5.** Le capital social est fixé à TRENTE ET UN MILLE EUROS (EUR 31.000,-) représenté par trois mille cent (3.100) actions sans valeur nominale chacune.

Le capital souscrit de la société peut être augmenté ou réduit par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Les actions de la société peuvent être créées au choix du propriétaire en titres unitaires ou en certificats représentatifs de plusieurs actions.

Les titres peuvent aussi être nominatifs ou au porteur, au gré de l'actionnaire.

La société peut procéder au rachat de ses propres actions, sous les conditions prévues par la loi.

## **Titre III. Administration**

**Art. 6.** La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non, nommés pour un terme qui ne peut excéder six années, par l'assemblée générale des actionnaires, et toujours révocables par elle. Ils sont désignés administrateurs A et administrateurs B. Toutefois, lorsque la société est constituée par un actionnaire unique, la composition du conseil d'administration peut être limitée à un membre.

Le nombre des administrateurs ainsi que leur rémunération et la durée de leur mandat sont fixés par l'assemblée générale de la société.

En cas de vacance au sein du conseil d'administration, les administrateurs restants ont le droit provisoirement d'y pourvoir, et, la décision prise sera ratifiée à la prochaine assemblée.

**Art. 7.** Le conseil d'administration élit parmi ses membres un président. En cas d'empêchement du président, l'administrateur désigné à cet effet par les administrateurs présents, le remplace.

Le conseil d'administration ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou représentée, une procuration entre administrateurs étant permise, laquelle procuration peut être donnée par lettre, télégramme, telex ou fax.

En cas d'urgence, les administrateurs peuvent voter par lettre, télégramme, telex ou fax.

Les résolutions sont prises à la majorité des voix.

En cas de partage, le président a une voix prépondérante.

Une décision prise par écrit, approuvée et signée par tous les administrateurs, produira effet au même titre qu'une décision prise à une réunion du conseil d'administration.

**Art. 8.** Le conseil d'administration est investi des pouvoirs les plus étendus pour faire tous actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi et les statuts à l'assemblée générale. Il est autorisé à verser des acomptes sur dividendes, aux conditions prévues par la loi. Lorsque la société compte un seul administrateur, il exerce les pouvoirs dévolus au conseil d'administration.

**Art. 9.** La société est engagée en toutes circonstances par les signatures conjointes d'un administrateur A et d'un administrateur B, ou par la signature d'un administrateur-délégué, sans préjudice des décisions à prendre quant à la signature sociale en cas de délégation de pouvoirs et mandats conférés par le conseil d'administration en vertu de l'article 10 des statuts. La signature d'un seul administrateur sera toutefois suffisante pour représenter valablement la société dans ses rapports avec les administrations publiques. Lorsque le conseil d'administration est composé d'un seul membre, la Société sera engagée par sa seule signature.

**Art. 10.** Le conseil d'administration peut déléguer la gestion journalière de la société à un ou plusieurs administrateurs qui prendront la dénomination d'administrateurs-délégués.

Il peut aussi confier la direction de l'ensemble ou de telle partie ou branche spéciale des affaires sociales à un ou plusieurs directeurs, et donner des pouvoirs spéciaux pour des affaires déterminées à un ou plusieurs fondés de pouvoirs, choisis dans ou hors son sein, associés ou non.

**Art. 11.** Les actions judiciaires, tant en demandant qu'en défendant, sont suivies au nom de la société par le conseil d'administration, poursuites et diligences de son président ou d'un administrateur délégué à ces fins.

#### **Titre IV. Surveillance**

**Art. 12.** La société est surveillée par un ou plusieurs commissaires nommés par l'assemblée générale, qui fixe leur nombre et leur rémunération, ainsi que la durée de leur mandat, qui ne peut excéder six années.

Ils peuvent être réélus ou révoqués à tout moment.

#### **Titre V. Assemblée générale**

**Art. 13.** L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans les convocations, le troisième lundi du mois d'avril à 14.00 heures.

Si ce jour est un jour férié légal, l'assemblée générale a lieu le premier jour ouvrable suivant.

Si tous les actionnaires sont présents ou représentés et s'ils déclarent qu'ils ont eu connaissance de l'ordre du jour, l'assemblée générale peut avoir lieu sans convocation préalable.

Chaque action donne droit à une voix.

#### **Titre VI. Année sociale, Répartition des bénéfices**

**Art. 14.** L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

**Art. 15.** L'excédent favorable du bilan, déduction faite des charges sociales et des amortissements, forme le bénéfice net de la société. Sur ce bénéfice, il est prélevé cinq pour cent (5%) pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint le dixième du capital social, mais devrait toutefois être repris jusqu'à entière reconstitution, si à un moment donné et pour quelque cause que ce soit, le fonds de réserve avait été entamé.

Le solde est à la disposition de l'assemblée générale.

#### **Titre VII. Dissolution, Liquidation**

**Art. 16.** La société peut être dissoute par décision de l'assemblée générale.

Lors de la dissolution de la société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale qui détermine leurs pouvoirs et leurs émoluments.

#### **Titre VIII. Dispositions générales**

**Art. 17.** Pour tous les points non spécifiés dans les présents statuts, les parties se réfèrent et se soumettent aux dispositions de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales et de ses lois modificatives.

### *Dispositions transitoires*

- 1) Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2012.
- 2) La première assemblée générale ordinaire annuelle se tiendra en l'an 2013.

### *Souscription - Libération*

Les statuts de la société ayant été ainsi arrêtés, la partie comparante déclare souscrire le capital de la manière suivante:  
Monsieur Antonio Manuel DIAS LOURENCO, prénommé, trois mille cent actions . . . . . 3.100  
de sorte que la somme de TRENTE ET UN MILLE EUROS (EUR 31.000,-) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire.

### *Constatation*

Le notaire instrumentant a constaté que les conditions exigées par les articles 26, 26-3 et 26-5 de la loi du 10 août 1915 sur les sociétés commerciales ont été accomplies.

### *Evaluation des frais*

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge à raison de sa constitution, à environ EUR 1.200,-.

### *Décisions de l'actionnaire unique*

Et aussitôt l'actionnaire représentant l'intégralité du capital social a pris les résolutions suivantes:

#### *Première résolution*

Le nombre des administrateurs est fixé à trois et celui des commissaires à un.

#### *Deuxième résolution*

Sont nommés administrateurs:

##### *Administrateur A*

- Monsieur Antonio Manuel DIAS LOURENCO, prénommé,

##### *Administrateurs B*

- Monsieur Frédéric MONCEAU, employé privé, demeurant professionnellement à L-2138 Luxembourg, 24 rue St. Mathieu;

- Monsieur Massimo GILOTTI, employé privé, né à Siracusa (Italie), le 21 février 1964, demeurant professionnellement à L-2138 Luxembourg, 24, rue St. Mathieu.

Monsieur Antonio Manuel DIAS LOURENCO, prénommé, est également nommé président du conseil d'administration.

#### *Troisième résolution*

Est appelée aux fonctions de commissaire aux comptes:

Monsieur Régis PIVA, employé privé, demeurant professionnellement à L-2138 Luxembourg, 24 rue St. Mathieu.

#### *Quatrième résolution*

Le mandat des administrateurs et du commissaire ainsi nommés prendra fin à l'issue de l'assemblée générale ordinaire statutaire de l'année 2017.

#### *Cinquième résolution*

Le siège social de la société est fixé à L-2138 Luxembourg, 24, rue St. Mathieu.

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

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, ledit mandataire a signé avec Nous notaire le présent acte.

Signé: M. GILOTTI et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 20 décembre 2011. Relation: LAC/2011/56979. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 21 décembre 2011.

Référence de publication: 2011177702/177.

(110206674) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Harte Luxembourg Holdings, Société à responsabilité limitée,  
(anc. Margyle Luxembourg S.à r.l.).**

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 132.495.

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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.

Référence de publication: 2011177645/9.

(110206754) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**Harte Luxembourg Holdings, Société à responsabilité limitée,  
(anc. Margyle Luxembourg S.à r.l.).**

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 132.495.

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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.

Référence de publication: 2011177646/9.

(110206755) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

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**ArcelorMittal Long Carbon Europe, Société Anonyme.**

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

R.C.S. Luxembourg B 79.343.

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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.

Référence de publication: 2011178405/9.

(110207993) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 décembre 2011.

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**BK Immo S.à r.l., Société à responsabilité limitée,  
(anc. Malerbetrieb Burg & Kirch GmbH).**

Siège social: L-6858 Muenschecker, 6, Neie Wee.

R.C.S. Luxembourg B 50.261.

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Im Jahre zweitausendelf,

Den dreiundzwanzigsten November,

Vor dem unterzeichneten Notar Carlo GOEDERT, mit Amtswohnsitz in Grevenmacher,

Sind erschienen:

1) Herr Christian Konrad BURG, Malermeister, geboren in Saarburg (D) am 18. Juli 1968, wohnhaft in D-54329 Konz, Brotstraße 1,

2) Herr Stephan Arnold KIRCH, Malermeister, geboren in Mettlach (D), am 09. Mai 1968, wohnhaft in D-54441 Temmels, Zur Fels 7,

3) Dame Sylvia KIRCH, geborene MANNES, Fernmeldeassistentin, geboren in Trier (D) am 16. Mai 1969, wohnhaft in D54441 Temmels, Zur Fels 7,

Welche Komparenten in ihren vorerwähnten Eigenschaften den unterzeichneten Notar ersuchten Folgendes zu beurkunden:

Die Herren Christian Konrad BURG und Stephan Arnold KIRCH, sowie Dame Sylvia KIRCH geborene MANNES, vorgenannt, sind die alleinigen Gesellschafter der Gesellschaft mit beschränkter Haftung MALERBETRIEB BURG & KIRCH GmbH, mit Sitz in L-6858 Münschecker, 6, neie Wee, eingetragen im Handels- und Gesellschaftsregister Luxemburg unter der Nummer B 50.261,

gegründet laut Urkunde aufgenommen durch den damals zu Bad-Mondorf residierenden Notar Frank MOLITOR, am 06. Februar 1995, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, Nummer 253 vom 12. Juni 1995, zum letzten Mal abgeändert laut Urkunde aufgenommen durch den damals zu Grevenmacher residierenden Notar Joseph

GLODEN, am 29. Juli 2002, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, Nummer 1420 vom 01. Oktober 2002.

Die Gesellschafter erklären eine Generalversammlung der Gesellschaft abzuhalten und ersuchen den amtierenden Notar folgende Beschlüsse zu beurkunden:

*Erster Beschluss*

Die Gesellschafterversammlung beschließt die Gesellschaftsbezeichnung abzuändern mit entsprechender Anpassung von Artikel eins der Satzung um ihm folgenden Wortlaut zu geben:

**Art. 1.** Die Gesellschaftsbezeichnung lautet: "BK Immo S.à r.l."

*Zweiter Beschluss*

Die Gesellschafterversammlung beschließt den Gesellschaftsgegenstand abzuändern und somit die Anpassung von Artikel zwei der Satzung wie folgt:

**Art. 2.** Zweck der Gesellschaft ist sowohl im Großherzogtum Luxemburg, als auch im Ausland, der Erwerb, die Veräußerung, die Vermietung, die Verwaltung und die Verwertung von eigenen Immobilien.

Im Rahmen ihrer Tätigkeit kann die Gesellschaft in Hypothekeneintragungen einwilligen, Darlehen aufnehmen, mit oder ohne Garantie, und für andere Personen oder Gesellschaften Bürgschaften leisten, unter Vorbehalt der diesbezüglichen gesetzlichen Bestimmungen.

Die Gesellschaft kann außerdem alle anderen Operationen kommerzieller, industrieller, finanzieller, mobiliarer und immobilärer Art, welche sich direkt oder indirekt auf den Gesellschaftszweck beziehen oder denselben fördern, ausführen.

*Dritter Beschluss*

Die Gesellschafterversammlung beschließt die Geschäftsführung der Gesellschaft „BK Immo S.à r.l.“ wie folgt zu regeln:

Herrn Christian Konrad BURG, Malermeister, geboren in Saarbürg (D), am 18. Juli 1968, wohnhaft in D-54329 Konz, Brotstraße 1 und

Herrn Stephan Arnold KIRCH, Malermeister, geboren in Mettlach (D), am 09. Mai 1968, wohnhaft zu D-54441 Temmels, Zur Fels 7,

werden auf unbestimmte Dauer zu den Geschäftsführern der Gesellschaft „BK Immo S.à r.l.“ ernannt.

Drittpersonen gegenüber wird die Gesellschaft rechtsgültig verpflichtet, bis zu einer Summe von zehntausend Euro (10.000.- €) durch die alleinige Unterschrift einer der beiden Geschäftsführer.

Für jede Summe die zehntausend Euro (10.000.- €) überschreitet, wird die Gesellschaft verpflichtet durch die gemeinsamen Unterschriften der beiden Geschäftsführer Christian Konrad BURG und Stephan Arnold KIRCH.

Die Kosten und Honorare der gegenwärtigen Urkunde sind zu Lasten der Gesellschaft.

WORUEBER URKUNDE, Aufgenommen wurde zu Grevenmacher, Datum wie eingangs erwähnt,

Und nach Vorlesung alles Vorstehenden an die dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannten Komparenten, haben dieselben gegenwärtige Urkunde mit Uns Notar unterschrieben.

Gezeichnet: C.K. BURG, S.A. KIRCH, S. KIRCH, C. GOEDERT.

Enregistré à Grevenmacher, le 14 novembre 2011. Relation: GRE/2011/4045. Reçu soixante-quinze euros 75,00 €.

*Le Receveur (signé): SCHLINK.*

FUER GLEICHLAUDENDE AUSFERTIGUNG zwecks Hinterlegung auf dem Handels- und Gesellschaftsregister, und zwecks Veröffentlichung im Mémorial C, Recueil des Sociétés et Associations erteilt.

Grevenmacher, den 22. Dezember 2011.

C. GOEDERT.

Référence de publication: 2011177800/67.

(110206884) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2011.

**TB Metal, S.à r.l., Société à responsabilité limitée.**

Siège social: L-6684 Merttert, 1, rue du Parc.

R.C.S. Luxembourg B 110.871.

Les comptes annuels au 31.12.2009 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.

Référence de publication: 2011179456/9.

(110208694) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 décembre 2011.