MEMORIAL

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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 773 **23 mars 2012**

SOMMAIRE

Nomura Funds, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 107.078.

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In the year two thousand and twelve, on the second day of the month of March.

Before Maître Henri Hellinckx, notary, residing in Luxembourg.

There appeared:

Global Funds Management S.A., a société anonyme incorporated under the laws of the Grand Duchy of Luxembourg having its registered office at 33, rue de Gasperich, L-5826 Hesperange and registered with the Registre de Commerce et des Sociétés, Luxembourg under number B 37.359 acting as the management company of Samba China Opportunities Fund, a mutual investment fund (fonds commun de placement) established under the laws of the Grand Duchy of Luxembourg,

represented by Mrs. Jessica Pemers, professionally residing in Hesperange, pursuant to a proxy dated 28 February 2012, which after having been signed ne varietur by the proxyholder and the undersigned notary will remain attached to the present deed to be registered together therewith, and being the sole shareholder (the "Sole Shareholder") of Nomura Funds,a société anonyme qualifying as a société d'investissement à capital variable incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 33, rue de Gasperich, L-5826 Hesperange, and registered with the Registre de Commerce et des Sociétés of Luxembourg under number B 107.078 (the "Company"),incorporated by deed of Maître Joseph Elvinger, notary residing in Luxembourg acting in replacement of the undersigned notary on 6 April 2005, published in the Mémorial C, Recueil des Sociétés et Associations number 345 dated 18 April 2005. The articles of incorporation of the Company were amended for the last time by notarial deed of Maître Anja Holtz, notary residing in Wiltz, acting in replacement of the undersigned notary, on 20 March 2009, published in the Mémorial C, Recueil des Sociétés et Associations number 847 dated 21 April 2009.

The proxyholder declared and requested the notary to record that:

I. The shares held by the Sole Shareholder represent 100% of the issued share capital of the Company;

II. The Sole Shareholder confirms having had prior knowledge of all the items on the agenda and hereby unconditionally waives any convening notices and convening periods that may be required under the law of 10 August 1915 on commercial companies, as amended or under the articles of incorporation of the Company.

III. The Sole Shareholder hereby considers the following agenda:

Agenda
Sole Resolution:

Full restatement of the articles of incorporation of the Company (the "Articles") including principally but not limited to the amendments as detailed below:

1. Amendment of Article 3 of the Articles:

- to provide that, the Company will be subject to the new law of 17 December 2010 on undertakings for collective investment implementing Directive 2009/65/EC (UCITS IV) ("the Law") and

- to clarify that the Company qualifies as an undertaking for collective investment in transferable securities so that Article 3 reads as follows:

"The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments, and other permitted assets referred to in Part I of the law of 17 th December 2010 on undertakings for collective investment, as amended, (the "Law") including shares or units of other undertakings for collective investment, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. The Corporation qualifies as an undertaking for collective investment in transferable securities ("UCITS").

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law."

2. Amendment of Article 4 of the Articles:

- to provide that, if permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors of the Company (the "Board") may transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg.

3. Amendment of Article 6 of the Articles;

- to clarify rules in relation with fractions of shares and joint shareholders.

4. Amendment of Article 8 of the Articles, inter alia,:

- to clarify the notion of persons precluded from holding shares of the Company.

5. Amendment of Article 10 of the Articles:

- to insert a new paragraph to allow the Board to decide to hold the annual general meeting of shareholders at another date, time or place than those set forth in the Articles to the extent permitted by Luxembourg Laws and regulations.

6. Amendment of Article 12 of the Articles, inter alia:

- to provide that a record date may be used to calculate the quorum and majority requirements applicable to general meetings of shareholders.

7. Amendment of Article 16 of the Articles:

- to include Singapore, Brazil, Russia, Indonesia or South Africa as countries which are acceptable for the Luxembourg supervisory authority for investing 100% of the net asset value of the Corporation in transferable securities and money market instruments issued or guaranteed by these countries;

- to provide that not more than 10% of the net assets of any class will be invested in undertakings for collective investment except if otherwise provided in the sales documents;

- to provide that investments made into wholly owned subsidiaries are exempted from certain requirements of the Law;

- to provide that the Company may create a master/feeder UCITS fund, convert any existing fund into a master/feeder UCITS fund or change the master UCITS of any of its feeder UCITS funds, if permitted and in accordance with Luxembourg laws and regulations;

- to provide that a class (i.e. sub-fund) may, in accordance with the provisions of the sales documents, invest in one or more other classes (i.e. sub-funds) of the Company.

8. Amendment of Article 21 of the Articles, inter alia,:

- to provide that if in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of a class being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest;

9. Amendment of Article 22 of the Articles, inter alia,:

- to provide that the net asset value of the Company may be calculated once a month subject to regulatory approval;

- to add additional circumstances in which the board of directors may suspend the determination of the net asset value of a class or a sub-class;

- to clarify how shareholders will be informed in case of suspension of the determination of the net asset value valuation.

10. Amendment of Article 23 of the Articles, inter alia,:

- to clarify the definition of Net Asset Value and to insert the definition of "Dealing Price" which takes into account such charges as are contained in the sales document and which shall be added or deducted from the Net Asset Value;

- to provide that a dilution levy may be imposed as specified in the sales documents;

- to provide the rules for swaps valuation;

- to insert the possibility for the board of directors in certain circumstances to apply fair value pricing.

11. Amendment of Article 24 of the Articles, inter alia,:

- to provide that the board of directors may authorise comanagement of the assets of the Company with those belonging to other Luxembourg or foreign collective investment schemes, all subject to appropriate disclosure and in compliance with the applicable regulations.

12. Amendment of Article 29:

- to provide that amounts not claimed by shareholders following a dissolution will be deposited with the Caisse de Consignation and will be forfeited in accordance with Luxembourg law;

- to insert new provisions to the effect that the provisions of the Law will be applicable to mergers.

13. General update of the Articles by amending, inter alia, articles 3, 4, 5, 6, 7, 8, 10, 11, 12, 14, 16, 17, 20, 21, 22, 23, 24, 25, 27, 28, 29, and 31.

After the foregoing has been duly considered, the Sole Shareholder adopted the sole resolution on the agenda so that henceforth the Articles read as follows:

Art. 1. There exists among the subscribers and all those who may become holders of shares, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of NOMURA FUNDS (the "Corporation").

Art. 2. The Corporation is established for an indefinite period. The Corporation may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation.

Art. 3. The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments, and other permitted assets referred to in Part I of the law of 17 th December 2010 relating to undertakings for collective investment, as amended (the "Law"), including shares or units of other undertakings for collective investment, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. The Corporation qualifies as an undertaking for collective investment in transferable securities ("UCITS").

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law.

Art. 4. The registered office of the Corporation is established in Hesperange, in the Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors may decide to transfer the registered office of the Corporation to any other place in the Grand-Duchy of Luxembourg. Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors.

In the event that the board of directors determines that extraordinary political, military, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Corporation 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 temporary measures shall have no effect on the nationality of the Corporation which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

Art. 5. The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article twenty-three hereof.

The minimum capital of the Corporation shall be the minimum prescribed by Luxembourg law.

The board of directors is authorised without limitation to issue further shares to be fully paid at any time at a price based on the net asset value per share or the respective net asset values per share determined in accordance with Article twenty-three hereof (the "Net Asset Value") without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

The board of directors may delegate to any duly authorised director or officer of the Corporation or to any other duly authorised person or entity, the duty of accepting subscriptions and of delivering and receiving payment for such new shares.

Such shares may, as the board of directors shall determine, be of different classes and the proceeds of the issue of each class of shares shall be invested pursuant to Article three hereof in transferable securities, money market instruments or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the board of directors shall from time to time determine in respect of each class of shares.

The board of directors may further decide to create within each class of shares two or more sub-classes whose assets will be commonly invested pursuant to the specific investment policy of the class concerned but where different currency hedging techniques and/or subscription, conversion or redemption fees and management charges and/or distribution policies, minimum subscription or holding amount or any other specific feature may be applied. If sub-classes are created, references to "classes" in these Articles should, where appropriate, be construed as references to such "sub-classes".

For the purpose of determining the capital of the Corporation, the net assets attributable to each class shall, if not expressed in Euro be translated into Euro and the capital shall be the total net assets of all the classes.

Art. 6. The Corporation shall only issue shares in registered form. Shareholders will receive a confirmation of their shareholding.

Shares shall be issued only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, receive title to the shares purchased by him and upon application obtain delivery of definitive confirmation of his shareholding.

Payments of dividends, if any, will be made to shareholders, at their address in the register of shareholders or to designated third parties.

All issued shares of the Corporation shall be inscribed in the register of shareholders, which shall be kept by the Corporation or by one or more persons designated therefore by the Corporation and such register shall contain the name of each shareholder, his residence or elected domicile and the number of shares held by him. Every transfer of share shall be entered in the register of shareholders.

Transfer of shares shall be effected by 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. The Corporation may also recognise any other evidence of transfer satisfactory to it.

Every shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will also be entered in the register of shareholders.

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

Fractions of shares may be issued. If payment or conversion made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the register of shareholders. It shall not be entitled to vote but shall, to the extent the Corporation shall determine, be entitled to a corresponding fraction of the dividend or other distributions.

The Corporation will recognise only one holder in respect of a share in the Corporation. In the event of joint ownership the Corporation may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners vis-à-vis the Corporation.

In the case of joint shareholders, the Corporation reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Corporation may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

Art. 7. If any shareholder can prove to the satisfaction of the Corporation that his confirmation of shareholding has been mislaid or destroyed, then, at his request, a duplicate confirmation of shareholding may be issued under such conditions and guarantees as the Corporation may determine.

The Corporation may, at its election, charge the shareholder for the costs of a duplicate or of a new confirmation of shareholding and all reasonable expenses undergone by the Corporation in connection with the issuance and registration thereof, or in connection with the annulment of the old confirmation of shareholding.

Art. 8. The Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body if the holding of shares by such person results in a breach of law or regulations whether Luxembourg or foreign or if such holding may be detrimental to the Corporation or the majority of its shareholders (collectively "precluded persons"). More specifically, the Corporation may restrict or prevent the ownership of shares by any "U.S. person" as defined hereafter. For such purposes the Corporation may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share by a person who is precluded from holding such shares or might result in beneficial ownership of such shares by any person who is a national of, or who is resident or domiciled in a specific country determined by the board of directors exceeding the maximum percentage fixed by the board of directors of the Corporation's capital which can be held by such persons (the "maximum percentage") or might entail that the number of such persons who are shareholders of the Corporation exceeds a number fixed by the board of directors (the "maximum number");

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

c) where it appears that a holder of shares of a class restricted to institutional investors (within the meaning of the Law) is not an institutional investor, the Corporation will either redeem the relevant shares or convert such shares into shares of a class which is not restricted to institutional investors (provided there exists such a class with similar characteristics) and notify the relevant shareholder of such conversion; and

d) where it appears to the Corporation that any precluded person or other person precluded from holding shares pursuant to this article, either alone or in conjunction with any other person is a beneficial owner of shares or holds shares in excess of the maximum percentage or would entail that the maximum number or maximum percentage would be exceeded or has produced forged certificates and guarantees or has omitted to produce the certificates or guarantees determined by the board of directors, compulsorily redeem from any such shareholder all or part of shares held by such shareholder in the following manner:

1) The Corporation shall serve a notice (hereinafter called the "redemption notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Corporation. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held or owned by him shall be cancelled;

2) The price at which the shares specified in any redemption notice shall be redeemed (hereinafter referred to as "the redemption price") shall be the redemption price defined in Article twenty-one hereof;

3) Payment of the redemption price will be made to the owner of such shares in the currency in which the Net Asset Value of the shares of the class concerned is determined except in periods of exchange restrictions and the redemption price will be deposited with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner, specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Corporation or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank.

4) The exercise by the Corporation 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 Corporation at the date of any redemption notice, provided that in such case the said powers were exercised by the Corporation in good faith; and

e) decline to accept the vote of any person who is precluded from holding shares in the Corporation pursuant to this article or any shareholder holding a number of shares exceeding the maximum percentage or maximum number at any meeting of shareholders of the Corporation.

Whenever used in these Articles the term "US person" shall have the same meaning as in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended ("the 1933 Securities Act") or as in any other regulation or act which shall come into force within the United States of America and which shall in the future replace regulation S or the 1933 Securities Act. The board of directors shall define the word "US Person" on the basis of these provisions and publicise this definition in the sales documents of the Corporation.

Art. 9. Any regularly constituted meeting of the shareholders of the Corporation shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation.

Art. 10. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Monday of the month of June at 11.00 a.m. (Luxembourg time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time and place are to be decided by the board of directors.

The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require.

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

Art. 11. The quorum required by law shall govern the conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein.

Each whole share of whatever class and regardless of the Net Asset Value per share within its class, is entitled to one vote subject to the restrictions contained in these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram or telex or facsimile. Such proxy shall be valid for any reconvened meeting unless it is specifically revoked.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Art. 12. Shareholders will meet upon call by the board of directors, pursuant to notice setting forth the agenda.

Notice shall be published in the Mémorial, Recueil des Sociétés et Associations of Luxembourg (to the extent required by Luxembourg law) and in such other newspapers as the board of directors may decide.

Under the conditions set forth in applicable Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for such general meeting of shareholders will be determined by reference to the shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), and the right of a shareholder to participate at such general meeting of shareholders and to exercise the voting right attached to a shareholder's shares will be determined by reference to the shares held by this shareholder as at the Record Date.

Art. 13. The Corporation shall be managed by a board of directors composed of not less than three members; members of the board of directors need not be shareholders of the Corporation.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders.

Art. 14. The board of directors shall choose from among its members a chairman, and may choose from among its members one or more vice chairman. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and the board of directors, but in his absence the shareholders or the board of directors may appoint another director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority present at any such meeting.

The board of directors from time to time may appoint the officers of the Corporation, including a general manager, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Corporation. Any such appointment may be revoked at any time by the board of directors. Officers need not be directors or shareholders of the Corporation. The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given to them by the board of directors.

Written notice of any meeting of the board of directors shall be given to all directors at least twenty-four hours in advance of the hour 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 the consent in writing or by cable or telegram, telex or fax of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of directors.

Any director may act at any meeting of the board of directors by appointing in writing or by cable, telegram, telex, fax or any other electronic means capable of evidencing such proxy another director as his proxy.

Directors may also cast their vote in writing by letter or by fax or any other means capable of evidencing such vote. A director may attend any meeting of the board of directors using teleconference, videoconference or any other telecommunication means permitting his identification and his effective participation to such meeting whose deliberations must be retransmitted to him on a continuous basis.

The directors may only act at duly convened meetings of the board of directors. Directors may not bind the Corporation by their individual acts, except as specifically permitted by resolution of the board of directors.

The board of directors can deliberate or act validly only if at least a majority of the directors is present or represented at a meeting of the board of directors. Decision shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Decisions may also be taken by circular resolutions signed by all the directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Corporation or to other contracting parties.

Art. 15. The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two directors.

Art. 16. The board of directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Corporation.

The board of directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Corporation, in accordance with Part I of the Law.

The board of directors may decide that investment of the Corporation be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, (ii) in transferable securities and money market instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing in Eastern and Western Europe, Africa, the American continents, Asia, Australia and Oceania, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue, as well as (v) in any other securities, instruments or other assets within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Corporation.

The board of directors of the Corporation may decide to invest up to one hundred per cent of the net assets of each class of shares of the Corporation in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Corporation including but not limited to Member State of the Organisation for Economic Cooperation and Development or Singapore, Brazil, Russia, Indonesia or South Africa, or public international bodies of which one or more Member States are members, provided that in the case where the Corporation decides to make use of this provision it must hold, on behalf of the class concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such class' total net assets.

The board of directors may decide that investments of the Corporation be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and/ or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments

covered by the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Corporation may invest according to its investment objectives as disclosed in its sales documents.

The board of directors may decide that investments of a class to be made with the aim to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

The Corporation will not invest more than 10% of the net assets of any class in undertakings for collective investment as defined in Article 41 (1) (e) of the Law, except if otherwise provided in the Corporation's sales documents.

Investments of the Corporation in the capital of subsidiary companies are made in accordance with the provisions of the Law.

Under the conditions set forth in Luxembourg laws and regulations, the board of directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, (i) create any class qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing class into a feeder UCITS or (iii) change the master UCITS of any of its feeder UCITS class.

Under the conditions set forth in Luxembourg laws and regulations, any class may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, invest in one or more other class of the Corporation. The relevant legal provisions on the computation of the Net Asset Value will be applied accordingly. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the class concerned. In addition and for as long as these shares are held by a class, their value will not be taken into consideration for the calculation of the net assets of the Corporation, for the purpose of verifying the minimum capital required by the Law.

The board of directors may invest and manage all or any part of the pools of assets established for two or more classes of shares on a pooled basis, as described in Article twenty-four, where it is appropriate with regard to their respective investment sectors to do so.

Art. 17. No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any director or officer of the Corporation who serves as a director, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation 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 Corporation may have in any transaction an interest conflicting with the interests of the Corporation, such director or officer shall make known to the board of directors such conflicting 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.

These rules do not apply when the board of directors votes on transactions which are concluded in the ordinary course of business at arm's length.

Art. 18. The Corporation 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 Corporation or, at its request, of any other corporation of which the Corporation is a shareholder or 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 Corporation 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. 19. The Corporation will be bound by the joint signature of any two directors or by the joint or individual signature (s) of any other person(s) to whom signatory authority has been delegated by the board of directors.

Art. 20. The Corporation shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law. The approved statutory auditor shall be elected by the annual general meeting of shareholders and serve until its successor shall have been elected.

Art. 21. As is more especially prescribed herein below, the Corporation has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Corporation in the minimum amount, if any, as disclosed in the sales documents of the Corporation. The redemption price shall normally be paid not later than six business days after the date on which the applicable Net Asset Value was determined and shall be equal to the Dealing Price as determined in accordance with the provisions of Article twenty-three.

If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of a class being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

Any redemption request must be filed by such shareholder in written form at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, together with the delivery of the confirmation of shareholding for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

If redemption requests for more than 10% of the Net Asset Value of a class are received, then the Corporation shall have the right to limit redemptions so they do not exceed this threshold amount of 10%. Redemptions shall be limited with respect to all shareholders seeking to redeem shares as of a same Valuation Day so that each such shareholder shall have the same percentage of its redemption request honored; the balance of such redemption requests shall be processed by the Corporation on the next day on which redemption requests are accepted, subject to the same limitation. On such day, such requests for redemption will be complied with in priority to subsequent requests.

In exceptional circumstances, the board of directors may request that a shareholder accept redemption in kind. The shareholder may always request a cash redemption payment in the reference currency of the relevant class. Where the shareholder agrees to accept redemption in kind he will, as far as possible, receive a representative selection of the relevant class' holdings pro rata to the number of shares redeemed and the board of directors will make sure that the remaining shareholders do not suffer any loss therefrom. The value of the redemption in kind will be certified by a report drawn up by the approved statutory auditor of the Corporation in accordance with the requirements of Luxembourg law except where the redemption in kind exactly reflects the shareholder's prorata share of investments.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to the previous paragraph or to Article twenty-two hereof. In the absence of revocation, redemption will occur as of the first Valuation Day after the end of the suspension.

Shares of the Corporation redeemed by the Corporation shall be cancelled.

Any shareholder may request conversion of whole or part of his shares of one class into shares of another class at the respective Net Asset Values of the shares of the relevant class, provided that the board of directors may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of a charge as specified in the sales documents.

No redemption or conversion by a single shareholder may, unless otherwise decided by the board of directors, result in a shareholder holding share for an amount of less than that of the minimum holding requirement for each Class as determined from time to time by the board of directors and as specified in the sales documents.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding as the board of directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such class.

The Corporation shall not give effect to any transfer of shares in its register as a consequence of which an investor would not meet the minimum holding requirement.

The Corporation will require from each registered shareholder acting on behalf of other investors that any assignment of rights to the shares of the Corporation be made in compliance with applicable securities laws in the jurisdictions where such assignment is made and that in unregulated jurisdictions such assignment be made in compliance with the minimum holding requirement.

Art. 22. For the purpose of determining the issue, conversion, and redemption price thereof, the Net Asset Value of shares in the Corporation shall be determined as to the shares of each class of shares by the Corporation from time to time, but in no instance less than twice monthly, or subject to regulatory approval, once a month,as the board of directors by resolution may direct (every such day or time for determination of Net Asset Value being referred to herein as a "Valuation Day").

The Corporation may suspend the determination of the Net Asset Value of shares of any particular class and the issue and redemption of its shares from its shareholders as well as conversion from and to shares of each class if at any time, the board of directors believes that exceptional circumstances constitute forcible reasons for doing so. Such circumstances can arise during

(a) any period when any of the principal markets or stock exchanges on which any substantial portion of the investments of the Corporation attributable to such class of shares from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or

(b) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Corporation would be impracticable, not accurately or not without seriously prejudicing the interests of the shareholders of the Corporation; or

(c) in the case of the suspension of the calculation of the net asset value of one or several of the funds in which the Corporation has invested a substantial portion of its assets;

(d) any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the relevant class of shares or the current price or values on any market or stock exchange; or

(e) any period when the Corporation is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such class 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 directors be effected at normal rates of exchange; or

(f) if the Corporation or a class of shares is being or may be wound-up on or following the date on which notice is given of the meeting of shareholders at which a resolution to wind up the Corporation or a class of shares is proposed;

(g) if the board of directors has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Corporation attributable to a particular class of shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation;

(h) during any other circumstance or circumstances where a failure to do so might result in the Corporation or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Corporation or its shareholders might so otherwise have suffered;

(i) in the case of a merger of the Corporation or a Class, if the board of directors deems this to be necessary and in the best interest of the shareholders.

Any such suspension shall be promptly notified to investors who have applied for shares and to shareholders requesting redemption or conversion of their shares by the Corporation at the time of the filing of the request for such redemption or conversion as specified in Article twenty-one herein as well as to investors subscribing for shares. The Corporation may decide to publish such suspension at its sole discretion.

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

Art. 23. The Net Asset Value of shares of each class of shares shall be expressed as a per share figure in the currency of the relevant class of shares as determined by the board of directors and shall be determined, not less than twice a month,or subject to regulatory approval, once a month, in respect of any Valuation Day by dividing the net assets of the Corporation corresponding to each class of shares, being the value of the assets of the Corporation corresponding to such class, less the liabilities attributable to such class at such time or times as the board of directors may determine, by the number of shares of the relevant class then outstanding adjusted to reflect any dealing charges, dilution levies or fiscal changes which the board of directors considers appropriate to take into account and by rounding the resulting sum to the nearest smallest unit of the currency concerned:

The subscription and redemption price of a share of each class (the "Dealing Price") shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the board of directors shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day as the Net Asset Value per share of that class calculated in respect of such Valuation Day adjusted by such charges as disclosed in the sales documents of the Corporation (including, but not limited to a sales commission and/or redemption charge) and/or applicable fiscal charges or by any applicable swing pricing techniques. In addition, a dilution levy may be imposed on deals as specified in the sales documents of the Corporation. Such dilution levy should not exceed a certain percentage of the Net Asset Value determined from time to time by the board of directors and disclosed in the sales documents of the Corporation.

The Dealing Price shall be rounded upwards and downwards respectively to the number of decimals as shall be determined from time to time by the board of directors.

If an equalisation account is being operated an equalisation amount is payable.

The valuation of the Net Asset Value of the different classes of shares shall be made in the following manner:

A. The assets of the Corporation shall be deemed to include: a) all cash on hand or on deposit, including any interest accrued thereon; b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all securities, shares, bonds, time notes, shares, stock, units in undertakings for collective investment, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Corporation;

d) all dividends, due to the Corporation in cash or in kind to the extent known to the Corporation. The Corporation may however adjust the valuation to fluctuations in the market value of securities due to trading ex-dividends or ex-rights;

e) all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Corporation insofar as the same have not been written off, and

g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

(a) securities listed on a stock exchange or on other regulated markets, which operate regularly and are recognised and open to the public, will be valued at the last available closing price; in the event that there should be several such markets, on the basis of the last available closing price of the main market for the relevant security. Should the last available closing price for a given security not truly reflect its fair market value, then that security shall be valued on the basis of the probable sales prices which the board of directors deems is prudent to assume;

(b) securities not listed on a stock exchange or on any other regulated markets, which operate regularly and are recognised and open to the public, will be valued on the basis of their last available closing price. Should the last available closing price for a given security not truly reflect its fair market value, then that security will be valued by the board of directors on the basis of the probable sales price which the board of directors deem it is prudent to assume;

(c) Swaps are valued at their fair value based on the underlying securities (at close of business or intraday) as well as on the characteristic of the underlying commitments;

(d) shares or units in underlying open-ended investment funds shall be valued at their last available net asset value;

(e) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner; short-term investments that have a remaining maturity of one year or less may be valued (i) at market value, or (ii) where market value is not available or not representative, at amortised cost;

(f) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the board of directors may consider appropriate in such case to reflect the true value thereof.

In the event that extraordinary circumstances render such a valuation impracticable or inadequate, other valuation methods may be used if the board of directors considers that another method better reflects the value or the liquidation value of the investments and is in accordance with the accounting practice, in order to achieve a fair valuation of the assets of the Corporation.

B. The liabilities of the Corporation shall be deemed to include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative expenses (including but not limited to investment advisory fee or management fee, custodian fee and corporate agents' fees);

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Corporation, and other reserves if any authorised and approved by the board of directors and

e) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the board of directors shall take into account all expenses payable by the Corporation comprising formation expenses, fees payable to its investment advisers or investment managers, fees and expenses payable to its directors or officers, its accountants, custodian and its correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Corporation, fees and expenses incurred in connection with the general infrastructure of the Corporation, the listing of the shares of the Corporation at any stock exchange or to obtain a quotation on another regulated market, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the prospectuses, explanatory memoranda, registration statements, or of interim and annual reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, currency conversion costs, bank charges and brokerage, postage, telephone and telex. For the purposes of valuation of its liabilities, the board of directors may duly take into account administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

In circumstances where the interests of the Corporation or its shareholders so justify (for instance avoidance of market timing practices), the board of directors may take any appropriate measures, such as applying fair value pricing to adjust the value of the Corporation's assets, as further described in the sales documents of the Corporation.

C. There shall be established a portfolio of assets for each class of shares in the following manner:

a) the proceeds from the issue of one or several classes of shares shall be applied in the books of the Corporation to the portfolio of assets established for the class or classes of shares, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such portfolio subject to the provisions of this Article;

b) if within any portfolio class specific assets are held by the Corporation for a specific class of shares, the value thereof shall be allocated to the class concerned and the purchase price paid therefore shall be deducted, at the time of acquisition, from the proportion of the other net assets of the relevant portfolio which otherwise would be attributable to such class;

c) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Corporation to the same portfolio or, if applicable, the same class of shares as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant portfolio and/or class;

d) where the Corporation incurs a liability which relates to any asset attributable to a particular portfolio or class of shares or to any action taken in connection with an asset attributable to a particular portfolio or class of shares, such liability shall be allocated to the relevant portfolio and/or class of shares;

e) in the case where any asset or liability of the Corporation cannot be considered as being attributable to a particular portfolio or class of shares, such asset or liability shall be equally divided between all the portfolios or, insofar as justified by the amounts, shall be allocated to the portfolios or, as the case may be, the classes, prorata to the Net Asset Values;

f) upon the record date for determination of the person entitled to any dividend declared on any class of shares, the Net Asset Value of such class of shares shall be reduced by the amount of such dividends;

g) upon the payment of an expense attributable to a specific portfolio or a particular class of shares, the amount thereof shall be deducted from the assets of the portfolio concerned and, if applicable, from the proportion of the net assets attributable to the class concerned;

h) if there have been created within a class, as provided in Article five, sub-classes of shares, the allocations rules set forth above shall be applicable mutatis mutandis to such sub-classes.

The board of directors may allocate material expenses, after consultation with the auditors of the Corporation, in a way considered to be fair and reasonable having regard to all relevant circumstances.

D. Each portfolio of assets and liabilities shall consist of a portfolio of transferable securities, money market instruments and other assets in which the Corporation is authorised to invest, and the entitlement of each share class which is issued by the Corporation in relation with a same portfolio will change in accordance with the rules set out below.

In addition there may be held within each portfolio on behalf of one specific share class or several specific share classes, assets which are class specific and kept separate from the portfolio which is common to all share classes related to such portfolio and there may be assumed on behalf of such class or share classes specific liabilities.

The proportion of the portfolio which shall be common to each of the share classes related to a same portfolio which shall be allocable to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses or contributions of income or realisation proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the Net Asset Value of the common portfolio of any such portfolio to be allocated to each class of shares shall be determined as follows:

1) initially the percentage of the net assets of the common portfolio to be allocated to each share class shall be in proportion to the respective number of the shares of each class at the time of the first issuance of shares of a new class;

2) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant share class;

3) if in respect of one share class the Corporation acquires specific assets or pays class specific expenses (including any portion of expenses in excess of those payable by other share classes) or makes specific distributions or pays the redemption price in respect of shares of a specific class, the proportion of the common portfolio attributable to such class shall be reduced by the acquisition cost of such class specific assets, the specific expenses paid on behalf of such class, the distributions made on the shares of such class or the redemption price paid upon redemption of shares of such class;

4) the value of class specific assets and the amount of class specific liabilities are attributed only to the share class or classes to which such assets or liabilities relate and this shall increase or decrease the Net Asset Value per share of such specific share class or classes.

E. For the purposes of this Article:

a) shares in respect of which subscription has been accepted but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefore, until received by the Corporation, shall be deemed a debt due to the Corporation;

b) shares of the Corporation to be redeemed under Article twenty-one hereof shall be treated as existing and taken into account until immediately after time specified by the board of directors on the Valuation Day on which such valuation is made, and from such time and until paid the price therefore shall be deemed to be a liability of the Corporation;

c) all investments, cash balances and other assets of the Corporation not expressed in the currency in which the Net Asset Value of any class is denominated, 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

d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Corporation on such Valuation Day, to the extent practicable.

If the Corporation's board of directors so determines, the Net Asset Value of the shares of each class may be converted at the middle market rate into such other currencies than the currency of denomination of the relevant class, referred to above, and in such case the Dealing Price per share of such class may also be determined in such currency based upon the result of such conversion.

The Net Asset Value may be adjusted as the Corporation's board of directors may deem appropriate to reflect inter alia any dealing charges, including any dealing spreads, fiscal charges and potential market impact resulting from the shareholder transactions.

Art. 24.

1. The board of directors may invest and manage all or any part of the portfolios of assets established for one or more classes of shares (hereafter referred to as "Participating Funds") on a pooled basis where it is applicable with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the board of directors may from time to time make further transfers to the Enlarged Asset Pool. It may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

2. The assets of the Enlarged Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals made on behalf of the other Participating Funds.

3. Dividends, interests and other distributions of an income nature received in respect of the assets in an Enlarged Asset Pool will be immediately credited to the Participating Funds, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time of receipt.

4. The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article twenty-two provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

5. The board of directors may in addition authorise investment and management of all or any part of the portfolio of assets of the Corporation on a co-managed or cloned basis with assets belonging to other Luxembourg or foreign collective investment schemes, all subject to appropriate disclosure and compliance with applicable regulations.

Art. 25. Whenever the Corporation shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the Dealing Price as herein above defined for the relevant class of shares.

Art. 26. The accounting year of the Corporation shall begin on 1st January of each year and shall terminate on the 31st December of the same year.

The accounts of the Corporation shall be expressed in Euro. When there shall be different classes as provided for in Article five hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be translated into Euro and added together for the purpose of the determination of the accounts of the Corporation.

Art. 27. Within the limits provided by law, the general meeting of Shareholders of the class or classes in respect of which a same pool of assets has been established pursuant to Article twenty-three section C. shall, upon the proposal of the board of directors in respect of such class or classes of shares, determine how the annual results shall be disposed of.

If the board of directors has decided, in accordance with the provisions of Article five hereof, to create within each class of shares two sub-classes where one sub-class entitles to dividends ("Dividend Shares") and the other sub-class does not entitle to dividends ("Accumulation Shares"), dividends may only be declared and paid in accordance with the provisions of this Article in respect of Dividend Shares and no dividends will be declared and paid in respect of Accumulation Shares.

The dividends declared may be paid at such places and times and in such currencies as may be determined by the board of directors. Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any class of shares upon decision of the board of directors.

No distribution shall be made if as a result thereof the capital of the Corporation becomes less than the minimum prescribed by law.

Art. 28. The Corporation shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law regarding collective investment undertakings (the "Custodian"). All securities, cash and other assets of the Corporation are to be held by or to the order of the Custodian who shall assume towards the Corporation and its shareholders the responsibilities provided by the Law.

In the event of the Custodian desiring to retire, the board of directors shall use their best endeavours to find within two months a corporation to act as custodian and upon doing so the board of directors shall appoint such corporation to be custodian in place of the retiring Custodian. The board of directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

All opening of accounts in the name of the Corporation, as well as power of attorney on such accounts, must be subject to the prior approval and ratification of the board of directors.

Art. 29. In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

A class may be dissolved by compulsory redemption of shares of the class concerned, upon a decision of the board of directors:

a) if the net asset value of the class concerned has decreased below EUR 15 million or the equivalent in another currency,

(b) if a change in the economical or political situation relating to the class concerned would have material adverse consequences on investments of the class, or

(c) in order to proceed to an economic rationalisation.

The redemption price will be the Net Asset Value per share (taking into account actual realisation prices of investments and realisation expenses), calculated as of the Valuation Day at which such decision shall take effect.

The Corporation shall serve a written notice to the holders of the relevant shares prior to the effective date of the compulsory redemption, which will indicate the reasons for, and the procedure of the redemption operations. Shareholders shall be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the class concerned may continue to request redemption or conversion of their shares free of charge prior to the effective date of the compulsory redemption, taking into account actual realisation prices of investments and realisation expenses.

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, a general meeting of shareholders of any class may, upon proposal from the board of directors, redeem all the shares of such class and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated as of the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders at which resolutions shall be adopted by simple majority of those present or represented if such decision does not result in the liquidation of the Corporation.

Assets which could not be distributed to their beneficiaries upon the implementation of the redemption will be deposited in escrow with the Luxembourg Caisse de Consignation on behalf of the persons entitled thereto. Amounts so deposited shall be forfeited in accordance with Luxembourg law.

All redeemed shares shall be cancelled.

Any merger of a class shall be decided by the board of directors unless the board of directors decides to submit the decision for a merger to a meeting of shareholders of the class concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

In case of a merger of a class where, as a result, the Corporation ceases to exist, the merger needs to be decided by a meeting of shareholders where the quorum and majority requirements for changing these Articles of Incorporation are to be fulfilled.

Art. 30. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 31. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 th August 1915 on commercial companies as amended and the Law.

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

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

The document having been read to the person appearing, the person appearing signed together with the notary the present deed.

Signé: J. PEMERS et H. HELLINCKX

Enregistré à Luxembourg A.C., le 9 mars 2012. Relation: LAC/2012/11158. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 15 mars 2012.

Référence de publication: 2012033035/738.

(120042943) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2012.

Northstar Associates, Société à responsabilité limitée unipersonnelle.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 134.759.

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Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012022076/9.
(120028278) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

Credit Suisse Index Fund (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 167.524.

STATUTES

In the year two thousand and twelve, on the fourteenth day of March;

Before Us M e Carlo WERSANDT, notary residing in Luxembourg, Grand Duchy of Luxembourg, undersigned;

THERE APPEARED

CREDIT SUISSE HOLDING EUROPE (LUXEMBOURG) S.A., a société anonyme with head office in L-2180 Luxembourg, 5, rue Jean Monnet, registered with the Trade and Companies' Registry of Luxembourg under number B 45630,

hereby represented by Ms. Jacqueline SIEBENALLER, Director, Credit Suisse Fund Management S.A., with professional address at 5, rue Jean Monnet, Luxembourg, 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 person, in the capacity in which she acts, has requested the notary to state as follows the articles of incorporation of a corporation to be formed herewith.

" **Art. 1. Name.** It is hereby established among the subscriber and all those who may become holders of shares, a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of Credit Suisse Index Fund (Lux) (the "Company") which may designate a management company to assist it in the performance of certain duties, as determined from time to time.

Art. 2. Duration. The Company is established for an undetermined period. The Company may be dissolved at any moment by a resolution of the shareholders ("Shareholders") adopted in the manner required for amendment of these articles of incorporation (the "Articles").

Art. 3. Object. The exclusive object of the Company is to place the funds available to it in transferable securities of all types, and other investments permitted by law, with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations that it may deem useful in the accomplishment and development of its purpose to the full extent permitted by part I of the law of 17 December 2010 regarding undertakings for collective investment (the "Law of 17 December 2010").

Art. 4. Registered Office. The registered office of the Company is established in the municipality of Luxembourg in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors (the "Board of Directors").

In the event that the Board of Directors determines that extraordinary political, economic or social developments have occurred or are imminent that 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 temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg Company.

Art. 5. Capital and Certification of Shares. The capital of the Company shall be represented by shares ("Shares") of no par value and shall at the time of establishment amount to fifty thousand Euros (EUR 50,000.-). Thereafter, the capital of the Company will at all time be equal to the total net assets of the Company as defined in Article 21 hereof.

The minimum capital of the Company shall be at least the equivalent of one million two hundred and fifty thousand in Euro (EUR 1,250,000.-) within a period of 6 months following the authorization of the Company.

The Board of Directors is authorized without limitation to issue further Shares to be fully paid at any time in accordance with Article 22 hereof without reserving for the existing Shareholders a preferential right to subscription of the Shares to be issued.

The Board of Directors may delegate to any duly authorized Director or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions for delivering and receiving payment for such new Shares.

Such Shares may, as the Board of Directors shall determine, be of different classes and the proceeds of the issue of one or more classes of Shares be accounted for in subfunds ("Subfunds") or pools of assets established pursuant to Article 21 hereof and shall invest in transferable securities and other investments permitted by the Law of 17 December 2010 corresponding to such geographical areas, industrial sectors or monetary zones, or such other areas or sectors, including

in units of other undertakings for collective investments as the Board of Directors shall from time to time determine in respect of each Subfund.

The Board of Directors may further decide, in connection with each such Subfund or pool of assets to create and issue new classes of Shares within any Subfund that will be commonly invested pursuant to the specific investment policy of the Subfund concerned but where a specific sales and redemption charge structure or hedging policy or currency denomination or other distinguishing feature is applied to each class. For the purpose of determining the capital of the Company, the assets and liabilities of the Subfund shall be allocated to the individual classes of Shares. If not expressed in EUR respectively, they shall be converted into EUR respectively and the capital shall be the total net assets of all the classes.

Shares are issued in registered form. The Directors may however in their discretion decide to issue Shares in bearer form. In respect of bearer Shares, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer Shareholder requests the exchange of his certificates for certificates in other denominations or the conversion into registered Shares, he may be charged the cost of such exchange. The Board of Directors may in its discretion decide whether to issue certificates in respect of registered Shares or not. In case the Board of Directors has elected to issue no certificates in respect of registered Shares, the Shareholder will receive a confirmation of its shareholding. In case the Board of Directors has elected to issue certificates in respect of registered Shares and a Shareholder does not elect to obtain Share certificates, the Shareholder will receive instead a confirmation of its shareholding. If a registered Shareholder desires that more than one share certificate be issued for its Shares, the cost of such additional certificates may be charged to such Shareholder. Share certificates shall be signed by two Directors. Both such signatures may be either manual, or printed, or by facsimile.

However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine. The Company reserves the right to reject any subscription application for Shares, whether in whole or in part, at its own discretion for whatever reason.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article 22 hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or a confirmation of its shareholding.

Payments of dividends will be made to Shareholders, in respect of registered Shares, at their addresses in the register of shareholders (the "Register of Shareholders") and, in respect of bearer shares, upon presentation of the relevant dividend coupons to the agent or agents appointed by the Company for such purpose.

All issued Shares of the Company other than bearer shares shall be inscribed in the Register of Shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of inscribed Shares, his residence or elected domicile so far as notified to the Company, the number and class of Shares held by him and the amount paid in on each such Share. Every transfer of a Share other than a bearer share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Company or by one or more persons designated by the Board of Directors.

Transfer of bearer Shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered Shares shall be effected (a) if Share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such Shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, by 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.

Every registered Shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders.

In the event that such Shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and the Shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such Shareholder. The Shareholder may, at any time, change the address as entered in 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 payment made by any subscriber results in the issue of a Share fraction, such fraction shall be entered in the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend. In the case of bearer shares, only certificates evidencing full Shares will be issued. Any balance of bearer shares for which no certificate may be issued because of the denomination of the certificates, as well as fractions of such Shares may either be issued in registered form or the corresponding payment will be returned to the Shareholder as the Board of Directors of the Company may from time to time determine.

Art. 6. Replacement of Certificates. 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 share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance Company but without restriction thereto, as the

Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

Mutilated share certificates may be exchanged for new ones by order of the Company. The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

The Company may, at its discretion, charge the Shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

Art. 7. Restrictions of ownership. The Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body.

More specifically, the Company may restrict or prevent the ownership of Shares in the Company by any U.S. person, as defined hereafter, or any person who is holding Shares in breach of any legal or regulatory requirement or whose holding would affect the tax status of the Company or would otherwise be detrimental to the Company or its Shareholders, (the "Restricted Persons"), and for such purposes the Company may:

a) decline to issue any Share and decline to register any transfer of a Share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such Share by a Restricted Person,

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 representations and warranties or any information, supported by an affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such Shareholder's Shares rests or will rest in Restricted Persons, and

c) where it appears to the Company that any Restricted Person either alone or in conjunction with any other person is a beneficial owner of Shares or is in breach of its representations and warranties or fails to make such representations and warranties as the Board of Directors may require, compulsorily purchase from any such Shareholder all or part of the Shares held by such Shareholder in the following manner:

1) The Company shall serve a notice (the "Purchase Notice") upon the Shareholder appearing in the Register of Shareholders as the owner of the Shares to be purchased, specifying the Shares to be purchased as aforesaid, the price to be paid for such Shares, and the place at which the purchase price in respect of such Shares is payable. 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 his name shall be removed as to such Shares in the Register of Shareholders.

2) The price at which such Shares specified in any Purchase Notice is to be purchased (herein called "the Purchase Price"), shall be equal to the redemption price of Shares in the Company, determined in accordance with Article 20 hereof.

3) Payment of the Purchase Price will be made to the owner of such Shares, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such owner upon surrender of the Share certificate or certificates representing the Shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the Shares specified in such Purchase Notice shall have any further interest in such Shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the Shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the Share certificate or certificates as aforesaid.

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 that in such case the said powers were exercised by the Company in good faith; and

d) decline to accept the vote of any U.S. person at any meeting of Shareholders of the Company.

Art. 8. U.S. Person. Whenever used in these Articles, U.S. person ("U.S. Person"), subject to such applicable law and to such changes as the Directors shall notify to Shareholders, shall mean a national or resident of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction, including the States and the Federal District of Columbia (the "United States") (including any corporation, partnership or other entity created or organised in, or under the laws, of the United States or any political sub-division thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term "U.S. Person" shall not include a branch or agency of a United States bank or insurance company that is operating outside the United States as a locally regulated branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the United States Securities Act 1933, as amended.

Art. 9.Powers of Shareholders meetings. Any regularly constituted meeting of the Shareholders of the Company shall represent the entire body of 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. 10. Shareholders meetings. The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Wednesday of May of each year at 10.00 a.m. (Central European Time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

Other meetings of Shareholders may be held at such place and time as may be specified in the respective notices of meeting.

Art. 11. Notices and Agenda. The quorum and time required by law shall govern the notice for and conduct of the meetings of Shareholders of the Company, unless otherwise provided herein.

Each Share of whatever class and regardless of the net asset value (the "Net Asset Value") per Share within its class, is entitled to one vote, subject to the limitations imposed by Luxembourg law.

A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable or telegram, telex or facsimile transmission.

Except as otherwise required by Luxembourg law or as otherwise provided herein, resolutions at a meeting of Shareholders duly convened will be passed by a simple majority of those present and entitled to vote at the meeting.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders for them to take part in any meeting of Shareholders.

Shareholders will meet upon call by the Board of Directors, pursuant to notice setting forth the agenda sent by mail at least eight days prior to the meeting to each Shareholder at the Shareholder's address in the Register of Shareholders.

If any bearer Shares are outstanding, notice shall, in addition, be published twice at eight-day intervals provided that the second publication must occur at least eight days prior to the meeting, in the Mémorial C, Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspaper as the Board of Directors may decide.

If however, all of the Shareholders are present or represented at a meeting of Shareholders, and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice of publication.

Art. 12. Board of Director. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be Shareholders of the Company.

The Directors shall be elected by the Shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the Shareholders.

In the event of a vacancy in the office of Director because of death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next meeting of Shareholders.

Art. 13. Procedures of Board Meeting. The Board of Directors may choose from among its members a chairman and one or more vice-chairmen.

It may also choose a secretary, who needs not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors. The Board of Directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting. The chairman shall preside at all meetings of Shareholders and at all meetings of the Board of Directors. But in his absence or inability to act, the Shareholders or the Directors may appoint another Director or any other person as chairman pro tempore by vote of the majority present at any such meeting. The Directors may only act at duly convened meetings of the Board of Directors.

Art. 14. Powers of the Board Meeting. The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy as well as the course and conduct of the management and business affairs of the Company.

The Board of Directors is authorized to determine the investment policy of the Subfunds in compliance with the rules and restrictions as determined from time to time in these Articles and the prospectus (the "Prospectus"). The specific investment objectives, policies and restrictions applicable to each particular Subfund shall be determined by the Board of Directors and disclosed in the Prospectus.

In particular, the investments of the Company may include transferable securities and any other assets permitted by and within the restrictions of the Law of 17 December 2010.

Each Subfund is allowed to invest, in accordance with the principle of risk spreading, 100% of its net assets in transferable securities and money market instruments issued or guaranteed by a member state of the European Union, one or more of its local authorities, a non-member state of the European Union, accepted by the CSSF and specified in the Prospectus, or public international body to which one or more member states of the European Union belong, provided that in such

case, the Subfund concerned holds securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.

Unless specified otherwise in the Prospectus, no Subfund may in aggregate invest more than 10% of its net assets in units of other UCITS and/or UCIs. The Company will also be entitled to adopt master-feeder investment policies and thus a Subfund may invest at least 85% of its assets in other UCITS or Subfunds of other UCITS in compliance with the provisions of the Law of 17 December 2010 and under the condition that such policy is specifically permitted by the investment policy applicable to the relevant Subfund as disclosed in the Prospectus.

Directors may not, however, bind the Company by their individual acts, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors from time to time shall appoint the officers of the Company, including a general manager, any assistant general managers, or other officers considered necessary for the operation and management of the Company, who need not be Directors or Shareholders of the Company. The officers appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Board of Directors.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to such officers of the Company or to other contracting parties.

Furthermore, the Board of Directors may appoint one or more investment managers and/or investment advisors with respect to the implementation of the investment policy of the Company.

The Board of Directors may also delegate any of its powers to any committee, consisting of such person or persons (whether a member of the Board of Directors or not) as it thinks fit.

Any such appointment may be revoked by the Board of Directors at any time.

Notice of any meeting of the Board of Directors shall be given in writing, or by cable, telegram, telex, facsimile or by other electronic means of transmission to all Directors at least twenty-four hours in advance of the day set for such meeting. The notice shall specify the purposes of and each item of business to be transacted at the meeting and no business other than that referred to in such notice may be conducted at any such meeting and no action shall be taken by the board not referred to in such notice be valid. This notice may be waived by the consent in writing or by cable or telegram or facsimile or by other electronic means of transmission of each director and shall be deemed to be waived by any director who is present in person or represented by proxy at the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any duly convened meeting of the Board of Directors by appointing in writing or by cable or telegram, telex or facsimile another Director as his proxy. Any Director may attend a meeting of the Board of Directors by using teleconference, video means or any other audible or visual means of communication. A Director attending a meeting of Board of Directors by using such means of communication is deemed to be present in person at this meeting.

A meeting of Board of Directors held by teleconference or videoconference or any other audible or visual means of communication, in which a quorum of Directors participate shall be as valid and effectual as if physically held, provided that a minute of the meeting is made and signed by the chairman of the meeting.

The Board of Directors can deliberate or act validly only if at least a majority of the directors is present or represented at a meeting of the Board of Directors. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. Directors who are not present in person or represented by proxy may vote in writing or by cable or telegram or telex or facsimile or by other electronic means of communication.

In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Circular Resolutions signed by all Directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters or facsimiles. Such resolutions shall enter into force on the date of the Circular Resolution as mentioned therein. In case no specific date is mentioned, the Circular Resolution shall become effective on the day on which the last signature of a board member is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables, telegrams or telexes shall be formalized by subsequent Circular Resolution. The date of effectiveness of the then taken Circular Resolution shall be the one of the latest approval received by the Company via electronic means of communication. Such approvals received by all Directors shall remain attached to and form an integral part of the Circular Resolution endorsing the decisions formerly approved by electronic means of communication.

Any Circular Resolutions may only be taken by unanimous consent of all the members of the Board of Directors.

Art. 15. Minutes of the Board Meetings. The minutes of any meeting of the Board of Directors shall be signed by the chairman of the meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two Directors.

Art. 16. Conflicts of interest. No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that 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 corporation or firm. Any Director or officer of the Company who serves as a Director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation 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 any personal interest in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal 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 meeting of Shareholders. The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving CREDIT SUISSE GROUP, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 17. Indemnity. 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 corporation of which the Company is a Shareholder or 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 wilful misconduct.

Art. 18.Signatory Powers. The Company will be bound by the joint signature of any two Directors, officers or of any other persons to whom authority has been delegated by the Board of Directors.

Art. 19. Audit. The Company shall appoint an independent auditor ("réviseur d'entreprises") who shall carry out the duties prescribed by law. The independent auditor shall be elected by the annual general meeting of Shareholders. His mandate will remain valid until his successor has been elected.

Art. 20. Redemption of Shares. As more specifically described below, the Company has the power to redeem its own Shares at any time within the sole limitations set forth by Luxembourg Law.

A Shareholder of the Company may request the Company to redeem all or any part of his Shares of the Company by notification to be received by the Company prior to the date on which the applicable Net Asset Value shall be determined. In the event of such request, the Company will redeem such Shares subject to the limitations set forth by law and subject to any suspension of this redemption obligation pursuant to Article 21 hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

The Shareholder will be paid a price per Share based on the Net Asset Value per Share of the relevant Share class of the Subfund as determined in accordance with the provisions of Article 21 hereof. There may be deducted from the Net Asset Value a redemption charge, or any deferred sales charge payable to a distributor of Shares of the Company and an estimated amount representing the costs and expenses which the Company would incur upon realization of the relevant percentage of the assets in the relevant pool to meet redemption requests of such size, as contemplated in the Prospectus of the Company. Payments of the redemption proceeds will be made not later than 10 business days as defined in the Prospectus after the next valuation day as defined in Article 21 hereof, following the date on which the request for redemption has been received or after the date on which all the relevant documentation has been received by the Company unless otherwise provided by the Articles.

Any redemption request must be filed by such Shareholder at the registered office of the Company in Luxembourg, or at the office of such person or entity as shall be designated by the Company in connection with the redemption of Shares, in such form and accompanied by such documents as the Board of Directors may prescribe in the Prospectus of the Company.

If a redemption or conversion of some Shares of a class would reduce the holding by any Shareholder of Shares of such class below the minimum holding requirement as the Board of Directors shall determine from time to time, or, if the minimum subscription amount was waived at the time of subscribing for the relevant class, below the aggregate value of the Shares of the relevant class for which the Shareholder originally subscribed, then such Shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his Shares of such class.

Further, if redemption requests and conversion requests relate to more than a certain percentage of the Shares in issue of a specific class, to be determined from time to time by the Directors and published in the Prospectus of the Company, the Board of Directors may decide that part or all of such Shares for redemption or conversion will be deferred for a period that the Board of Directors considers to be in the best interest of the Company. On such deferred date these redemption and conversion requests will be met in priority to later requests.

The Company may at any time and at its own discretion proceed to redeem Shares held by Shareholders who are not entitled to acquire or possess these Shares as described in Article 7 hereof. In particular, the Company is entitled to compulsorily redeem all Shares held by a Shareholder where any of the representations and warranties made in connection with the acquisition of the Shares was not true or has ceased to be true or such Shareholder fails to comply with any applicable eligibility condition for a Share class. The Company is also entitled to compulsorily redeem all Shares held by

a Shareholder in any other circumstances in which the Company determines that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company, including but not limited to the cases where such Shares are held by Shareholders who are not entitled to acquire or possess these Shares or who fail to comply with any obligations associated with the holding of these Shares under the applicable regulations.

Art. 21. Calculation of the Net Asset Value. For the purpose of determining the issue, redemption and conversion price thereof, the Net Asset Value of Shares in the Company shall be determined in respect of each class of Shares under the responsibility of the Company's Board of Directors from time to time, but in no instance less than twice a month, as the Board of Directors by resolution may direct (every such day or time for determination of Net Asset Value being referred to herein as a "Valuation Day"), provided that the market or markets, as further specified in the current Prospectus, are open. In case the Valuation Day would fall on a day observed as a holiday as stated in the Prospectus or in any other place to be determined by the Board of Directors, such Valuation Day shall then be the next bank business day following such holiday. For the avoidance of doubt, only full bank business days shall be considered as Valuation Days, as further described in the Prospectus.

The Company may at any time and from time to time suspend the determination of the Net Asset Value of Shares of any particular Subfund and the issuance and redemption of Shares of such Subfund from its Shareholders as well as conversions from and to Shares of each Subfund, where a substantial proportion of the assets of the Subfund

a) cannot be valued because a stock exchange or market is closed on a day other than a usual public holiday, or when trading on such stock exchange or market is restricted or suspended; or

b) is not freely disposable because a political, economic, military, monetary or any other event beyond the control of the Company does not permit the disposal of the Subfund's assets, or such disposal would be detrimental to the interests of Shareholders; or

c) cannot be valued because of disruption to the communications network or any other factor makes a valuation impossible; or

d) is not available for transactions because restrictions on foreign exchange or other types of restrictions make asset transfers impracticable or it can be objectively demonstrated that transactions cannot be effected at normal foreign exchange rates; or

e) when the prices of a substantial portion of the constituents of the underlying asset or the price of the underlying asset itself of an OTC transaction and/or when the applicable techniques used to create an exposure to such underlying asset cannot promptly or accurately be ascertained;

f) where the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency or renders impracticable, a disposal of a substantial portion of the assets attributable to a Subfund and/or a disposal of a substantial portion of the constituents of the underlying asset of an OTC transaction.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to investors applying for the issue, the conversion or the repurchase of Shares by the Company at the time of the filing of the respective written request.

Such suspension as to any Subfund of Shares shall have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of the Shares of any other Subfund if such circumstances justifying the suspension are not applicable to the investments made on behalf of such Subfund.

Unless otherwise stated in the Prospectus or otherwise decided upon by the Board of Directors, the Net Asset Value of Shares of each Subfund in the Company shall be expressed as a per share figure in the reference currency of the relevant Subfund and shall be determined as of any Valuation Day. For determining the Net Asset Value, the assets and liabilities of the Company shall be allocated to the Subfunds (and to the individual Share classes within each Subfund), the calculation is carried out by dividing the Net Asset Value of the Subfund by the total number of Shares outstanding for the relevant Subfund or the relevant Share class. If the Subfund in question has more than one Share class, that portion of the Net Asset Value of the Subfund attributable to the particular class will be divided by the number of issued Shares of that class, all in accordance with the following Valuation Regulations or in any case not covered by them, in such manner as the Board of Directors shall think fair and equitable.

The Net Asset Value of an alternate currency class shall be calculated first in the reference currency of the relevant Subfund. Calculation of the Net Asset Value of the Subfund attributable to the particular class will be divided by the number of issued Shares of that class, except otherwise provided for by the Prospectus.

All Valuation Regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

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

A. The assets of the Company shall be deemed to include:

a) all cash in hand or on deposit, including any interest accrued thereon;

b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

d) all units or Shares in undertakings for collective investments;

e) all stock, stock dividends, cash dividends and cash distributions receivable by the Company;

f) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such security;

g) the preliminary expenses of the Company including the cost of issuing and distributing Shares of the Company insofar as the same have not been written off, and

h) all other assets of every kind and nature, including prepaid expenses.

Unless otherwise set forth in the Prospectus or otherwise decided upon by the Board of Directors, the value of such assets of each Subfund shall be determined as follows:

a) Securities which are listed or regularly traded on a stock exchange shall be valued at the prices paid on the main market -last traded price (bid or ask price) -or at the price supplied by the index provider -or at the closing mid-price (the mean of the closing bid and ask prices) which may be taken as a basis for the valuation.

b) If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange which is the main market for this security.

c) In the case of securities for which trading on a stock exchange is not significant but which are traded on a secondary market with regulated trading among securities dealers (with the effect that the price reflects market conditions), the valuation may be based on this secondary market.

d) Securities traded on a regulated market shall be valued in the same way as those listed on a stock exchange.

e) Securities that are not listed on a stock exchange and are not traded on a regulated market shall be valued at their last available market price. If no such price is available, the Company shall value these securities in accordance with other criteria to be established by the Board of Directors and on the basis of the probable sales price, the value of which shall be estimated with due care and in good faith.

f) Derivatives shall be treated in accordance with the above. OTC swap transactions will be valued on a consistent basis based on bid, offer or mid prices as determined in good faith pursuant to procedures established by the Board of Directors. When deciding whether to use the bid, offer or mid prices the Board of Directors will take into consideration the anticipated subscription or redemption flows, among other parameters. If, in the opinion of the Board of Directors, such values do not reflect the fair market value of the relevant OTC swap transactions, the value of such OTC swap transactions will determined in good faith by the Board of Directors or by such other method as it deems in its discretion appropriate.

g) The valuation price of a money-market investment which has a maturity or remaining term to maturity of less than twelve months and does not have any specific sensitivity to market parameters, including credit risk, shall, based on the net acquisition price or on the price at the time when the investment's remaining term to maturity falls below twelve months, be progressively adjusted to the repayment price while keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for the valuation of different investments shall be brought into line with the new market yields.

h) Units or shares of UCITS or other UCIs shall be valued on the basis of their most recently calculated Net Asset Value, where necessary by taking due account of the redemption fee. Where no Net Asset Value and only buy and sell prices are available for units or shares of UCITS or other UCIs, the units or shares of such UCITS or other UCIs may be valued at the mean of such buy and sell prices.

i) Fiduciary and fixed-term deposits shall be valued at their respective nominal value plus accrued interest.

The amounts resulting from such valuations shall be converted into the reference currency of each Subfund at the prevailing mid-market rate. Foreign exchange transactions conducted for the purpose of hedging currency risks shall be taken into consideration when carrying out this conversion.

If a valuation in accordance with the above rules is rendered impossible or incorrect due to particular or changed circumstances, the Company's Board of Directors shall be entitled to use other generally recognized and auditable valuation principles in order to reach a proper valuation of the Subfund's assets.

Investments which are difficult to value (in particular those which are not listed on a secondary market with a regulated price-setting mechanism) are valued on a regular basis using comprehensible, transparent criteria. For the valuation of private equity investments, the Company may use the services of third parties which have appropriate experience and systems in this area. The Board of Directors and the auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.

The Net Asset Value of a Share shall be rounded up or down, as the case may be, to the next smallest unit of the reference currency which is currently used unless otherwise stated in the Prospectus.

The Net Asset Value of one or more Share classes may also be converted into other currencies at the mid market rate should the Company's Board of Directors decide to effect the issue and redemption of Shares in one or more other currencies. Should the Board of Directors determine such currencies, the Net Asset Value of the respective Shares in these currencies shall be rounded up or down to the next smallest unit of currency.

B. Unless otherwise decided upon by the Board of Directors, the liabilities of the Company shall be deemed to include:

a) all loans, bills and accounts payable;

b) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);

c) all accrued or payable expenses;

d) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

e) 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 of Directors and

f) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles, except liabilities represented by Shares in the Company.

In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising, among others, formation expenses, fees payable to its investment advisers or investment managers including incentive fees, administrative fees, fees and expenses of accountants, custodian and correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in countries of registration, any other agent employed by the Company, fees incurred for collateral management in relation to derivative transactions, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the Prospectus, key investor information documents, explanatory memoranda or registration statements, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature and on estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The Company shall establish pools of assets in the following manner:

a) the proceeds to be received from the issue of Shares of a specific class shall be applied in the books of the Company to the pool established for that class of Shares, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such pool attributable to the class of Shares to be issued, and the assets and liabilities and income and expenditure attributable to such class shall be applied to the corresponding pool subject to the provisions of this article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool 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 pool;

c) where the Company incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool;

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated equally to all the pools and within each pool pro rata to the Net Asset Values of the relevant classes of Shares provided that insofar as justified by the amounts, the allocation among the pools may also be made on the basis of the Net Asset Value of the pools, and provided further that all liabilities, whatever pool they are attributable to, shall, be incurred solely by the pool they were attributed to;

e) when class-specific expenses are paid for any class and/or higher dividends are distributed to Shares of a given class, the Net Asset Value of the relevant class of Shares shall be reduced by such expenses and/or by any excess of dividends (thus decreasing the percentage of the total Net Asset Value of the relevant pool, as the case may be, attributable to such class of Shares) and the Net Asset Value attributable to the other class or classes of Shares shall remain the same (thus increasing the percentage of the total Net Asset Value of the relevant pool, as the case may be, attributable to such other class or classes of Shares);

f) when class-specific assets, if any, cease to be attributable to one or several classes only, and/or when income or assets derived therefrom are to be attributed to all classes of Shares issued in connection with the same pool, the Share of the relevant class shall increase in the proportion of such contribution, and

g) whenever Shares of any class are issued or redeemed, the entitlement to the pool of assets attributable to the corresponding class of Shares shall be increased or decreased by the amount received or paid, as the case may be, by the Company for such issue or redemption.

D. For the purposes of this Article:

a) Shares of the Company to be redeemed under Article 20 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this article, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) Shares to be issued by the Company pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day on which the issue price thereof was determined and such price, until received by the Company, shall be deemed a debt due to the Company;

c) all investments, cash balances and other assets of the Company not expressed in the currency in which the Net Asset Value of any class is denominated, 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 asset value of Shares and

d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

E. The Board of Directors may invest and manage all or any part of the pools of assets referred to in section C. of this article 21 (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so in accordance with the following provisions.

a) Any such enlarged asset pool ("Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter, the Directors may from time to time make further transfers to the Asset Pool. They may also transfer assets from the Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Asset Pool only where they are appropriate to the investment sector of the Asset Pool concerned.

b) The assets of the Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals of assets by such Participating Funds and the allocations and withdrawals made on behalf of the other Participating Funds.

Dividends, interests and other distributions of an income nature received in respect of the assets in an Asset Pool will be immediately credited to the Participating Funds in proportion to their respective entitlements to the assets in the Asset Pool at the time of receipt.

Art. 22. Subscription Price. Whenever the Company shall offer Shares for subscription, the price per Share at which such Shares shall be offered and sold, shall be the Net Asset Value as hereinabove defined for the relevant class of Shares together, if the Directors so decide, with such sum as the Directors may consider represents an appropriate provision for duties and charges (including stamp and other duties, taxes, governmental charges, brokerage, bank charges, issuing charges, transfer fees, registration and certification fees and other similar duties and charges) which would be incurred if all the assets held by the Company and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the Directors proper to take into account, plus such commission as the Prospectus may provide, such price to be rounded up to the nearest whole unit of the currency in which the Net Asset Value of the relevant Shares is calculated, if the Directors so decide, subject to such notice period and procedures as the Board of Directors may determine and publish in the Prospectus of the Company. The price so determined shall be payable not later than seven business days after the date on which the application was accepted or within such shorter delay as the Board of Directors may determine from time to time.

The Company may in the interest of the Shareholders accept transferable securities and other assets permitted by the Law of 17 December 2010 as payment for subscription (“contribution in kind”), provided, the offered transferable securities and other assets correspond to the investment policy and restrictions of the relevant Subfund. Each payment of Shares in return for a contribution in kind is subject to a valuation report issued by the auditor of the Company. The Board of Directors may at its sole discretion, reject all or several offered transferable securities and assets without giving reasons. All costs caused by such contribution in kind (including the costs for the valuation report, broker fees, expenses, commissions, etc.) shall be borne by the relevant investor.

In the event of an issue of a new class of Shares, the initial issue price shall be determined by the Board of Directors.

Art. 23. Accounting Year. The accounting year of the Company shall begin on the 1 st January and shall terminate on the 31 st December of the following year. The accounts of the Company shall be expressed in EUR. When there shall be different classes as provided for in Article 5 hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into EUR and added together for the purpose of the determination of the accounts of the Company.

Art. 24. Dividends. The allocation of the annual results and any other distributions shall be determined by the annual general meeting upon proposal by the Board of Directors. Any resolution of a general meeting of Shareholders deciding on whether or not dividends are declared to the Shares of any class or whether any other distributions are made in respect of each class of Shares shall, in addition, be subject to a prior vote, at the majority set forth above, of the Shareholders of such class.

Interim dividends may, subject to such further conditions as set forth by law, be paid out on the Shares of any class of Shares out of the assets attributable to such class of Shares upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Company became less than the minimum prescribed by the Law of 17 December 2010. The dividends declared will be paid in such currencies at such places and times as shall be determined by the Board of Directors.

Dividends may further, in respect of any class of Shares, include an allocation from an equalization account which may be maintained in respect of any such class and which, in such event, will, in respect of such class be credited upon issue of Shares and debited upon redemption of Shares, in an amount calculated by reference to the accrued income attributable to such Shares.

Art. 25. Custody. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the law regarding collective investment undertakings (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its Shareholders the responsibilities provided by the Law of 17 December 2010.

In the event of the Custodian desiring to retire, the Board of Directors shall use their best endeavours to find a corporation to act as custodian and upon doing so the Directors shall appoint such corporation to be custodian in place of the retiring Custodian. 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 in accordance with this provision to act in the place thereof.

Art. 26. Liquidation and Merger. In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation, as required by Luxembourg Law.

The net proceeds of liquidation corresponding to each class of Shares shall be distributed by the liquidators to the holders of Shares of each class in proportion to their holding of Shares in such class.

The dissolution of a Subfund by a compulsory redemption of Shares related to such Subfund shall be made upon a resolution of the Board of Directors, if the dissolution is deemed appropriate as the Subfund may no longer be appropriately managed within the interests of the Shareholders.

In such an event, having regard to the interests of Shareholders, the Company may elect to distribute either cash and/or the other assets to Shareholders.

The dissolution of a Subfund may also be made upon:

1. a resolution passed by the Company's Board of Directors, as the Subfund may no longer be appropriately managed within the interests of the Shareholders, or

2. a resolution passed by the general meeting of Shareholders in the relevant Subfund. The quorum and majority requirements prescribed by Luxembourg Law for decisions regarding amendments to the Articles are applicable to such meetings.In that event, the Company may upon a one month prior notice to the holders of Shares of such Subfund proceed to a compulsory redemption of all Shares of the given class at the Net Asset Value calculated (taking into account actual realization prices of investments and realization expenses) at the Valuation Day at which such decision shall take effect.

Registered holders shall be notified in writing. The Company shall inform holders of Shares which are not registered by publication of a redemption notice in newspapers to be determined by the Board of Directors, unless all such Shareholders and their addresses are known to the Company.

In accordance with the definitions and conditions set out in the Law of 17 December 2010, any Subfund may, either as a merging Subfund or as a receiving Subfund, be subject to mergers with another Subfund of the Company or another UCITS, on a domestic or cross-border basis. The Company itself may also, either as a merging UCITS or as a receiving UCITS be subject to cross-border and domestic mergers.

Furthermore, a Subfund may as a receiving Subfund be subject to mergers with another UCI or Subfund thereof, on a domestic or cross-border basis.

In all cases, the Board of Directors of the Company will be competent to decide on the merger. Insofar as a merger requires the approval of the Shareholders pursuant to the provisions of the Law of 17 December 2010, the meeting of Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the Shareholders of the Subfunds concerned by the merger will be required.

Mergers shall be announced at least thirty days in advance in order to enable Shareholders to request the redemption or conversion of their Shares.

Art. 27. Amendments to Articles. These Articles may be amended from time to time by a meeting of Shareholders, subject to the quorum and voting requirements provided by the Laws of Luxembourg. Any amendment affecting the rights of the holders of Shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 28. Miscellaneous. All matters not governed by these Articles shall be determined in accordance with part I of the Law of 17 December 2010 and the law of 10 August 1915 on commercial companies, as amended."

Transitory provisions

The first financial year shall begin on the date of incorporation of the company and end on 31st December 2012.

The annual general meeting shall be held for the first time on the day, time and place as indicated in the articles of incorporation in 2013.

Subscription and Payment

The articles of incorporation having thus been established, the fifty (50) shares have been subscribed by the sole shareholder of the company, CREDIT SUISSE HOLDING EUROPE (LUXEMBOURG) S.A., prenamed and represented as said before, and entirely paid up by payments in cash, so that the amount of fifty thousand Euros (EUR 50,000.-) is from this day on at the free disposal of the Company and proof thereof has been given to the undersigned notary, who expressly attests thereto.

Statement

The notary executing this deed declares that the conditions enumerated in article 26 of the law on commercial companies of 10 th August 1915, as amended from time to time, have been fulfilled and expressly bears witness to their fulfillment.

Expenses

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which shall be borne by the company as a result of the present deed are estimated at approximately two thousand four hundred Euros (EUR 2,400.-).

Extraordinary general meeting

The above named party, representing the entire subscribed capital and considering themselves as having received due notice have immediately proceeded to hold an extraordinary general meeting and passed the following resolutions:

1) The following have been elected as directors, their mandate expiring at the end of the annual general meeting to be held in 2013:

- Mr. Luca DIENER, Managing Director, Credit Suisse AG, Zurich, residing professionally Kalandergasse 4, CH-8045 Zurich,

- Mr. Guy REITER, Director, Credit Suisse Fund Management S.A., Luxembourg, residing professionally 5, rue Jean Monnet, L-2180 Luxembourg,

- Mr. Fernand SCHAUS, Director, Credit Suisse Fund Management S.A., Luxembourg, residing professionally 5, rue Jean Monnet, L-2180 Luxembourg,

- Mr. Germain TRICHIES, Director, Credit Suisse Fund Management S.A., Luxembourg, residing professionally 5, rue Jean Monnet, L-2180 Luxembourg.

2) The following has been appointed as independent auditor. His mandate shall expire at the end of the annual general meeting deciding on the accounts of the financial year 2012:

The private limited liability company PricewaterhouseCoopers, with registered office in L-1470 Luxembourg, 400, route d'Esch, registered with the Trade and Companies' Registry of Luxembourg under number B 65477.

3) The registered office of the company is fixed at 5, rue Jean Monnet, L-2180 Luxembourg.

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

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

The document having been read to the proxy-holder of the appearing party, acting as said before, known to the notary by the surname, first name, civil status and residence, said proxy-holder signed together with the notary the present original deed.

Signé: J. SIEBENALLER, C. WERSANDT.

Enregistré à Luxembourg A.C., le 15 mars 2012. LAC/2012/12113. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la société.

Luxembourg, le 16 mars 2012.

Référence de publication: 2012033352/679.

(120043570) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mars 2012.

LPFE Soparfi A S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 87.197.

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Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 16 février 2012.

Référence de publication: 2012022035/10.

(120028227) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

SVB Finance S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 75.646.

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Extrait des résolutions prises lors de l'assemblée générale extraordinaire des actionnaires tenue au siège social à Luxembourg, le 21 février 2012

Le siège social est transféré au 17, rue Beaumont, L-1219 Luxembourg.

Les démissions de Monsieur Thierry HUBERT et de Madame Lara NASATO de leurs fonctions d'administrateurs de la société sont acceptées.

Monsieur Louis VEGAS-PIERONI, expert-comptable, Monsieur Robert REGGIORI, expert-comptable, et Monsieur Régis DONATI, expert-comptable, domiciliés professionnellement au 17, rue Beaumont, L-1219 Luxembourg, sont nommés nouveaux administrateurs de la société.

La démission de GRANT THORNTON LUX Audit S.A., RCS B43298, de ses fonctions de commissaire aux comptes est acceptée.

Monsieur Gioacchino GALIONE, expert- comptable, 17, rue Beaumont, L-1219 Luxembourg, est nommé nouveau commissaire aux comptes.

Les nouveaux mandats viendront à échéance lors de l'Assemblée Générale Statutaire de l'an 2015.

Pour extrait sincère et conforme
SVB FINANCE S.A.
Régis DONATI
Administrateur

Référence de publication: 2012024612/24.

(120031505) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 février 2012.

Pictet Global Selection Fund Management (Luxembourg) S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 1, boulevard Royal.

R.C.S. Luxembourg B 66.415.

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Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 15 février 2012.

Référence de publication: 2012022108/10.

(120028280) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

Universal Invest, Société d'Investissement à Capital Variable.

Siège social: L-1150 Luxembourg, 287, route d'Arlon.

R.C.S. Luxembourg B 47.025.

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Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 15 février 2012.

Référence de publication: 2012022226/10.

(120028139) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

Baltoro Participations S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 90.102.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 13 janvier 2012.
SG AUDIT SARL

Référence de publication: 2012022391/11.

(120028979) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Bonaparte Holding S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 142.691.

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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.

Luxembourg, le 3 février 2012.
SG AUDIT SARL

Référence de publication: 2012022400/11.

(120028976) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Cordatus Credit Partners S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1724 Luxembourg, 33, boulevard du Prince Henri.

R.C.S. Luxembourg B 158.090.

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L'adresse des gérants suivants a été modifiée:

- Monsieur Costas Constantinides, gérant de catégorie B, né le 17 septembre 1979 à Nicosie, Chypre, demeurant professionnellement au 40, Avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg; et

- Monsieur Russel Perchard, gérant de catégorie B, né le 16 janvier 1978 à Jersey, Jersey, demeurant professionnellement au 40, Avenue Monterey, L-2163 Luxembourg, Grand-Duché de Luxembourg.

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

Fait à Luxembourg, le 13 février 2012.
Pour la Société
Signature
Un Mandataire

Référence de publication: 2012022413/18.

(120028512) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Booster S.A., Société Anonyme.

Siège social: L-1818 Howald, 1, rue des Joncs.

R.C.S. Luxembourg B 101.400.

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- Révocation du poste d'administrateur et administrateur délégué avec effet immédiat de M Olivier ERHARD, né le 16/02/1967 à Dijon en France demeurant 26A, route de Strasbourg, F-67960 Entzheim en France.

- Révocation du poste d'administrateur avec effet immédiat de Mme Audrey Jessica NERDIG, née le 18/08/1981 à Algrange en France, demeurant 3 bis, rue de la Paix, F-57240 Knutange en France.

- Révocation du poste d'administrateur avec effet immédiat de Mme Nathalie DUFOUR, née le 01/06/1972 à Midelt au Maroc, demeurant 20 rue Lucie Aubrac F-57525 Talange en France.

- Nomination au poste de délégué à la gestion journalière de M Olivier ERHARD, né le 16/02/1967 à Dijon en France demeurant 4A rue Anne Boullie F-57310 Guénange en France. Son mandat expirera à l'assemblée générale de 2018.

- Nomination au poste d'administrateur et administrateur délégué de Mme Marie Thérèse INGLIK, née le 05/12/1947 à Giraumont en France, demeurant 94 rue Albert 1 er F-54800 Jarny en France. Son mandat expirera à l'assemblée générale de 2018.

- Nomination au poste d'administrateur de M Gérard ERHARD, né le 10/03/1946 à Le Raincy en France, demeurant 400 Chemin de la Basse Fosse F-88100 Taintrux en France. Son mandat expirera à l'assemblée générale de 2018.

- Nomination au poste d'administrateur de Mme Audrey ERHARD, née le 15/11/1976 à Longeville les Metz en France, demeurant 5 rue de l'Amitié F-57280 Semécourt en France. Son mandat expirera à l'assemblée générale de 2018.

A Howald, le 18.01.2012.

O. ERHARD / M. T. INGLIK

L'administrateur

Référence de publication: 2012024173/25.

(120030928) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2012.

Grant Thornton Tax & Accounting, Société Anonyme.

Siège social: L-2538 Luxembourg, 1, rue Nicolas Simmer.

R.C.S. Luxembourg B 112.359.

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Extrait des résolutions prises par l'assemblée générale ordinaire des actionnaires du 06 juin 2011

Les mandats de deux administrateurs et du commissaire aux comptes venant à échéance, l'assemblée décide de nommer comme suit, pour une période expirant à l'assemblée générale ordinaire devant se tenir en 2017:

Administrateurs:

- Monsieur Jean-Michel HAMELLE, expert-comptable, né à Reims (France), le 13 septembre 1962, résidant à L-6719 Grevenmacher, 11, rue du Centenaire, administrateur;

- Monsieur Alain TIRCHER, expert-comptable, né à Watermael-Boitsfort (Belgique), le 13 mars 1959, résidant à B-6860 Léglise, 6A, rue du Pierroy, administrateur;

Commissaire aux comptes:

Monsieur Emmanuel Dupuis, expert-comptable, né à Mirecourt (France), le 22 juillet 1969, demeurant professionnellement au 100b rue Queuleu, F-57070 Metz, France, Commissaire aux Comptes.

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

GRANT THORNTON TAX & ACCOUNTING S.A.

Jean-Michel Hamelle / Alain Tircher

Administrateur / Administrateur

Référence de publication: 2012022535/22.

(120028459) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Crystal Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.

R.C.S. Luxembourg B 121.564.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 17 février 2012.

Référence de publication: 2012022416/10.

(120029214) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Burnthor SA, Société Anonyme.

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

R.C.S. Luxembourg B 30.217.

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Extrait des minutes de l'assemblée générale ordinaire des actionnaires tenue à Luxembourg le 05 janvier 2012

A l'Assemblée Générale Ordinaire des Actionnaires de la Société, il a été décidé comme suit:

1. De renouveler le mandat de Luxembourg Corporation Company S.A., ayant son siège social au 20 rue de la Poste, L-2346 Luxembourg, en tant qu'Administrateur de la Société, son mandat expirant lors de l'Assemblé Générale Annuelle des actionnaires devant se tenir en 2016;

2. De renouveler le mandat de Mrs Germana Ferrari Matta, ayant son adresse professionnelle à La Roccaccia, La Bandita San Pantaleo, I-01016 Tarquinia, Italie, en tant qu'Administrateur de la Société, son mandat expirant lors de l'Assemblé Générale Annuelle des actionnaires devant se tenir en 2016;

3. De renouveler le mandat de Mr. Pietro Moggi, ayant son adresse professionnelle au 10, via Somaini, CH-6901 Lugano, Suisse, en tant qu'Administrateur de la Société, son mandat expirant lors de l'Assemblé Générale Annuelle des actionnaires devant se tenir en 2016;

4. De renouveler le mandat de C.A.S. Services S.A., ayant son siège social au 20, rue de la Poste, L-2346 Luxembourg, en tant que commissaire aux comptes de la Société, son mandat expirant lors de l'Assemblé Générale Annuelle des actionnaires devant se tenir en 2016;

Luxembourg, le 21 février 2012.
Luxembourg Corporation Company S.A.
Signatures

Référence de publication: 2012024787/24.

(120032674) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2012.

CAB Consulting S.à r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 156.701.

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En date du 1 er février 2012, il a été mis fin à la convention de domiciliation conclue entre l'étude FRITSCH & GROZINGER, avocats à la Cour, sise à L-1371 Luxembourg, 105, Val Ste Croix et la société CAB Consulting S.à r.l., ayant siège social à L-1331 Luxembourg, 57, boulevard Grande-Duchesse Charlotte, inscrite au R.C.S. Luxembourg sous le numéro B156701.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 17 février 2012.

Référence de publication: 2012022417/12.

(120028783) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Caillo Sàrl, Société à responsabilité limitée unipersonnelle.

Siège social: L-8606 Bettborn, 20A, rue Principale.

R.C.S. Luxembourg B 132.187.

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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.
Luxembourg, le 17/02/2011.

Référence de publication: 2012022421/10.

(120029270) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Calfin International S.A., Société Anonyme.

Siège social: L-1227 Luxembourg, 3, rue Belle-Vue.

R.C.S. Luxembourg B 100.707.

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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.
Luxembourg, le 17 février 2012.

Référence de publication: 2012022422/10.

(120029088) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Camilux S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 76.142.

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Le bilan au 31/12/2009 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, le 17 février 2012.

Référence de publication: 2012022423/10.

(120029167) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Camilux S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 76.142.

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Le bilan au 31/12/2008 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 17 février 2012.

Référence de publication: 2012022424/10.

(120029168) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Cin.Stef S.A., Société Anonyme.

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

R.C.S. Luxembourg B 82.234.

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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: 2012022439/9.

(120029006) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

M.M.S. sa, Matériaux Marketing Services, Société Anonyme.

Siège social: L-8469 Gaichel, Maison 4.

R.C.S. Luxembourg B 88.967.

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Extrait du procès-verbal de l'assemblée générale ordinaire du vendredi 25 novembre 2011

Il résulte du procès-verbal de l'Assemblée générale ordinaire du vendredi 25 novembre 2011 que les décisions suivantes ont été prises à l'unanimité des voix:

- Réélection à dater de ce jour et ce pour une durée de six années au poste de commissaire de la société GESTION COMPTABLE ET FISCALE S.A. (G.C.F. S.A.) dont le siège social est sis L – 8469 GAICHEL, Maison 4.

Le mandat ainsi conféré prendra fin lors de l'Assemblée générale ordinaire qui se tiendra en 2017;

- Réélection à dater de ce jour et ce pour une durée de six années du Conseil d'administration se composant comme suit:

* Madame Rose-Marie NARDOZZA domiciliée Square de Hunnebourg, 45 à B – 6700 ARLON

* Madame Anne-Sophie GERMAIN domiciliée Rue du Centre, 13 à B – 6700 FRASSEM

* Monsieur Xavier KROELL domicilié Route de Neufchâteau, 549 à B – 6700 HEINSCH

Leur mandat ainsi conféré prendra fin lors de l'Assemblée générale ordinaire qui se tiendra en 2017.

Gaichel, le 13/02/2012.

Pour extrait conforme

KROELL Daniel

Directeur général

Référence de publication: 2012023142/23.

(120029751) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2012.

CERE III U Co-Invest S.à r.l., Société à responsabilité limitée.

Capital social: SEK 148.852,00.

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

R.C.S. Luxembourg B 141.899.

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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.

Luxembourg, le 9 février 2012.

Référence de publication: 2012022430/10.

(120028865) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

CEREP Investment Freeport S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 113.156.

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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.

Luxembourg, le 30 janvier 2012.

Référence de publication: 2012022431/10.

(120028868) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

CEREP III Italy S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 130.302.

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Les comptes annuels au 30 juin 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 13 février 2012.

Référence de publication: 2012022432/10.

(120028863) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

CEREP III Italy S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 130.302.

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Les comptes annuels au 30 juin 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.

Luxembourg, le 13 février 2012.

Référence de publication: 2012022433/10.

(120028864) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Chaussures Michelangelo S.à r.l., Société à responsabilité limitée.

Siège social: L-5612 Mondorf-les-Bains, 24, avenue François Clement.

R.C.S. Luxembourg B 86.821.

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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.

Luxembourg, le 17/02/2011.

Référence de publication: 2012022436/10.

(120029269) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Chequer Finance 1 S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 76, Grand-rue.

R.C.S. Luxembourg B 139.640.

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Extrait rectificatif du dépôt L120027894

Il résulte de modifier la date de la décision s'agissant du 10 février 2012 et non du 31 janvier 2012 d'accepter la démission en tant que administrateur de la Société avec effet immédiat de Monsieur Enzo GUASTAFERRI; et aussi de nommer en date du 10 février 2012 et non du 31 janvier 2012 en tant que administrateur de la Société avec effet immédiat; Madame Myriam DELTENRE, née le 16 février 1963 à Arlon, Belgique, résidant au 48, Le Pas de Loup, B-6791 Guerlange, Belgique.

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

Luxembourg, le 17 février 2012.

Un mandataire

Référence de publication: 2012022437/16.

(120028701) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Energy Company S.A., Société Anonyme.

Siège social: L-1720 Luxembourg, 6, rue Heinrich Heine.

R.C.S. Luxembourg B 107.102.

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Extrait des resolutions prises lors de l'assemblée générale extraordinaire tenue le 16 février 2012

L'assemblée a été informée du décès de Monsieur Nicolas KRUCHTEN, administrateur, survenu le 12 septembre 2012.

M. Laurent BARNICH, né le 2 octobre 1979 à Luxembourg, M. René FALTZ, né le 17 août 1953 à Luxembourg et M. Thomas FELGEN né le 14 décembre 1971 à Luxembourg, ayant tous trois leur adresse 6 rue Heine, L-1720 Luxembourg ont été élus aux postes d'administrateurs de la société. Leurs mandats s'achèveront à l'issue de l'assemblée générale annuelle qui sera tenue en 2017.

La société Luxembourg Offshore Management Company S.A., ayant son siège social 6 rue Heine, L-1720 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 22 206 a été réélue au poste de commissaire aux comptes de la société. Son mandat s'achèvera à l'issue de l'assemblée générale annuelle qui sera tenue en 2017.

Référence de publication: 2012022479/18.

(120028463) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Chequer Finance 2 S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 76, Grand-rue.

R.C.S. Luxembourg B 139.641.

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Extrait rectificatif du dépôt L120027893

Il résulte de modifier la date de la décision s'agissant du 10 février 2012 et non du 31 janvier 2012 d'accepter la démission en tant que administrateur de la Société avec effet immédiat de Monsieur Enzo GUASTAFERRI; et aussi de nommer en date du 10 février 2012 et non du 31 janvier 2012 en tant que administrateur de la Société avec effet immédiat; Madame Myriam DELTENRE, née le 16 février 1963 à Arlon, Belgique, résidant au 48, Le Pas de Loup, B-6791 Guerlange, Belgique.

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

Luxembourg, le 16 février 2012.

Un mandataire

Référence de publication: 2012022438/16.

(120028700) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Decovia Lux S.A., Société Anonyme.

Siège social: L-1643 Luxembourg, 8, rue de la Grève.

R.C.S. Luxembourg B 112.890.

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Il est porté à la connaissance des actionnaires que les décisions suivantes ont été prises à savoir:

1) La Fiduciaire Vincent LA MENDOLA Sàrl, société Immatriculée au RCS Luxembourg sous le numéro B-85.775, avec siège social au 4, Place de Strasbourg à L-2562 Luxembourg, a démissionné de son poste de commissaire aux comptes au 1 er janvier 2012;

Luxembourg, le 1 er janvier 2012.

Fiduciaire Vincent LA MENDOLA S.àr.l

Référence de publication: 2012022463/13.

(120028456) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Steinfort Capital Growth SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Capital social: EUR 31.000,00.

Siège social: L-8070 Bertrange, 31, Z.A. Bourmicht.

R.C.S. Luxembourg B 133.174.

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Extrait de l'assemblée générale annuelle des actionnaires du 15 février 2012

L'Assemblée a approuvé la ré-élection de Monsieur John S. Morrey, 69, rue de Hobscheid, L-8422 Steinfort comme Administrateur de la Société jusqu'à la prochaine Assemblée Générale Annuelle des Actionnaires qui se tiendra en 2013.

L'Assemblée a approuvé la ré-élection de Monsieur Mr Lutz Kalkofen, 69, rue de Hobscheid, L-8422 Steinfort comme Administrateur de la Société jusqu'à la prochaine Assemblée Générale Annuelle des Actionnaires qui se tiendra en 2013.

L'Assemblée a approuvé la ré-élection de Madame Muriel Sosnowski, 69, rue de Hobscheid, L-8422 Steinfort comme Administrateur de la Société jusqu'à la prochaine Assemblée Générale Annuelle des Actionnaires qui se tiendra en 2013.

L'Assemblée a approuvé la ré-élection de Deloitte S.A. 560 rue de Neudorf L-2220 comme "Réviseur d'Entreprises Agréé"pour l'année débutant le 1 er janvier 2012 et ce, jusqu'à la date de la prochaine Assemblée Générale Annuelle des Actionnaires qui statuera sur les comptes annuels de la Société au 31 décembre 2012.

Pour le compte de Steinfort Capital Growth SICAV-SIF
Citibank International plc (Luxembourg Branch)
Signature

Référence de publication: 2012022749/22.

(120029074) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

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

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 75.794.

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EXTRAIT

L'assemblée générale du 24 février 2012 a pris note du non-renouvellement de candidature de Madame Michelle DELFOSSE aux fonctions d'administrateur de la société et a nommé en remplacement:

- Madame Stéphanie GRISIUS, Administrateur, M. Phil. Finance B. Sc. Economics, 6, rue Adolphe, L-1116 Luxembourg, Luxembourg.

Son mandat prendra fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2012.

L'assemblée générale du 24 février 2012 a renouvelé les mandats des administrateurs.

- Madame Nathalie GAUTIER, Administrateur, employée privée, 6, rue Adolphe, L-1116 Luxembourg, Luxembourg;

- Monsieur Laurent HEILIGER, Administrateur, Président, licencié en sciences commerciales et financières, 6, rue Adolphe, L-1116 Luxembourg, Luxembourg.

Leurs mandats prendront fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2012.

L'assemblée générale du 24 février 2012 a renouvelé le mandat du Commissaire aux comptes.

- AUDIT.LU, réviseur d'entreprises, 42, rue des Cerises, L-6113 Junglinster, R.C.S. Luxembourg B 113.620

Son mandat prendra fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2012.

Luxembourg, le 24 février 2012.
Pour SOULIYET S.A., SPF
Société anonyme de Gestion de Patrimoine Familial

Référence de publication: 2012025117/24.

(120032510) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2012.

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atHome Group S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 78.663.

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Resolutions taken by the board of directors as of 6 th February 2012

In the year two thousand twelve, on the sixth day of February, the board of directors of the company atHome Group S.A. took the following resolutions:

1) The directors decide to accept the resignation of Mr Sundeep MAHESHWARI, residing in 2/1245 Burke Road, AUS 3101 Kew (Australia) as of today.

2) The directors decide to co-opt as new director of the company:

Mrs Jennifer Mitchell MACDONALD, born the 14.12.1965 in Melbourne (Australia) and residing 15 Davies Street, 3207, Port Melbourne, Australia.

The mandate of the new director will be effective until the ordinary general meeting to be held in 2016, which will approve the annual accounts ended on 30.06.2016.

Follows the French version:/Suit la traduction en langue française du texte qui précède:

Décisions prises par le conseil d'administration lors de sa réunion en date du 6 février 2012

L'an deux mille douze, le six février, le conseil d'administration de la société atHome Group S.A. a pris les résolutions suivantes:

1) La démission, avec effet immédiat, de l'administrateur:

Monsieur Sundeep MAHESHWARI, demeurant 2/1245 Burke Road, AUS 3101 Kew (Australie),

est acceptée.

2) Madame Jennifer Mitchell MACDONALD, née le 14.12.1965 à Melbourne (Australie) et demeurant 15 Davies Street, 3207 Port Melbourne, Australie, est cooptée administrateur de la société. Elle reprendra le mandat de son prédécesseur jusqu'à l'assemblée générale annuelle devant se tenir en 2016 et qui statuera sur les comptes annuels arrêtés au 30.06.2016.

Luxembourg, le 6 février 2012.

Pour le conseil d'administration

Signature

Référence de publication: 2012024735/30.

(120032484) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2012.

SHCO 16 S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 154.694.

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RECTIFICATIF

La publication déposée sous la référence L 120012777.02 en date du 20 janvier 2012 contient une erreur matérielle par rapport à la date d'effet de la dénonciation. Elle est corrigée comme suit:

Conformément à l'article 3 (1) de la loi du 31 mai 1999 régissant la domiciliation des sociétés, ATC Corporate Services (Luxembourg) S.A. informe de la dénonciation de la convention de domiciliation conclue le 20 août 2010 pour une durée indéterminée entre les deux sociétés:

- Société domiciliée:

* SHCO 16 S.à r.l.

* Immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 154694

* Dont le siège social sis au 13-15, avenue de la Liberté, L-1931 Luxembourg fait l'objet de la présente dénonciation

- Agent domiciliataire:

ATC Corporate Services (Luxembourg) S.A. ayant son siège social au 13-15, avenue de la Liberté, L-1931 Luxembourg, et ce avec effet au 13 février 2012.

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

Fait à Luxembourg, le 14 février 2012.

ATC Corporate Services (Luxembourg) S.à r.l.

Signatures

Agent domiciliataire

Référence de publication: 2012025676/25.

(120031897) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 février 2012.

Schroder Matching Plus, Société d'Investissement à Capital Variable.

Siège social: L-1736 Senningerberg, 5, rue Heienhaff.

R.C.S. Luxembourg B 122.195.

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EXTRAIT

L'Assemblée Générale Annuelle des Actionnaires tenue au siège social le 17 janvier 2012 a adopté les résolutions suivantes:

1. L'Assemblée a approuvé la ré-élection comme Administrateurs pour une période d'un an se terminant lors de l'Assemblée Générale Annuelle de 2013 de:

- Monsieur Richard Mountford (demeurant au Royaume Uni, 31 Gresham Street, EC2V 7QA, Londres)
- Monsieur Jacques Elvinger (demeurant à Luxembourg, 2 place Winston Churchill, L-2014 Luxembourg)
- Monsieur Daniel de Fernando Garcia (demeurant en Espagne, Serrano 1, 28001 Madrid)
- Monsieur Achim Küssner (demeurant en Allemagne, Taunustor 2 (Japan Center), 60311 Francfort)
- Monsieur Ketil Petersen (demeurant au Danemark, Store Strandstraede 21, 1255 Copenhagen)
- Monsieur Gavin Ralston (demeurant au Royaume-Uni, 31 Gresham Street, EC2V 7QA, Londres)
- Monsieur Georges Saier (demeurant en France, 10 rue de la Grange Batelière, 75008 Paris)

2. L'Assemblée a ré-élu PricewaterhouseCoopers S.à.r.l., dont le siège social se situe 400 Route d'Esch L-1014 Luxembourg, à la fonction de Réviseur d'Entreprises pour une période d'un an se terminant à l'Assemblée Générale Annuelle de 2013.

Pour SCHRODER MATCHING PLUS SICAV

Schroder Investment Management (Luxembourg) S.A. agissant comme société de gestion

Référence de publication: 2012025096/24.

(120032154) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2012.

Duosales Marketing Consulting S.à r.l., Société à responsabilité limitée.

Capital social: EUR 18.000,00.

Siège social: L-1449 Luxembourg, 20, rue de l'Eau.

R.C.S. Luxembourg B 166.860.

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STATUTS

L'AN DEUX MILLE DOUZE,

LE NEUF FEVRIER.

Pardevant Maître Cosita DELVAUX, notaire de résidence à Redange/Attert, Grand-Duché de Luxembourg,

A comparu:

Monsieur Olivier DUMONT, gérant, né le 16 août 1958 en France, demeurant à B-1050 Bruxelles, Chaussée de Boondael, 396,

ici représentée par Madame Joëlle WURTH, employée, demeurant professionnellement à Beckerich, 27 Huewelerstrooss,

spécialement mandatée à cet effet par procuration en date du 6 février 2012.

La prédite procuration, paraphée "ne varietur" par la comparante et le notaire instrumentant, restera annexée aux présentes avec lesquelles elle sera soumise à la formalité de l'enregistrement.

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentant de dresser l'acte constitutif d'une société à responsabilité limitée qu'il déclare constituer et dont il a arrêté les statuts comme suit:

Titre I er . - Forme juridique - Objet - Dénomination - Siège social - Durée

Art. 1 er . Il est formé par les présentes une société à responsabilité limitée unipersonnelle qui sera régie par les lois en vigueur et notamment par celles du 10 août 1915 sur les sociétés commerciales, du 18 septembre 1933 sur les sociétés à responsabilité limitée et leurs lois modificatives en particulier celle du 28 décembre 1992 relative à la société à responsabilité limitée unipersonnelle, ainsi que par les présents statuts.

A tout moment, l'associé peut s'adjoindre un ou plusieurs coassociés et, de même, les futurs associés peuvent prendre les mesures appropriées tendant à rétablir le caractère unipersonnel de la Société.

Art. 2. La société prend la dénomination de «Duosales Marketing Consulting S.àr.l.».

Art. 3. Le siège social est fixé à Luxembourg. Il pourra être transféré en tout autre lieu du Grand-duché de Luxembourg par une décision de l'associé unique, ou en cas de pluralité des associés, par une résolution d'une assemblée générale des associés. La société peut avoir d'autres bureaux et succursales (que ce soient des établissements permanents ou non) à la fois au Luxembourg et à l'étranger.

Art. 4. La société a pour objet intermédiaire commercial, l'achat et la vente de produits de toute nature ainsi que toutes opérations se rattachant directement ou indirectement à cet objet social ou de nature à en favoriser la réalisation.

La société peut emprunter et accorder aux sociétés dans lesquelles elle participe ou auxquelles elle s'intéresse directement ou indirectement tous concours, prêts, avances ou garanties.

La Société exercera son activité tant au Grand-Duché de Luxembourg qu'à l'étranger.

De façon générale, la Société pourra réaliser toutes opérations mobilières et immobilières, commerciales, industrielles ou financières, se rattachant directement ou indirectement à son objet social ou qui sont de nature à en faciliter l'extension ou le développement.

Art. 5. La société est constituée pour une durée illimitée.

La dissolution de la Société peut être demandée en justice pour justes motifs. Sauf dissolution judiciaire, la dissolution de la Société ne peut résulter que d'une décision prise par l'assemblée générale dans les formes prescrites pour les modifications des statuts.

Titre II. - Capital - Parts

Art. 6. Le capital social est fixé à dix-huit mille euros (EUR 18.000.-) divisé en cent quatre-vingt (180) parts sociales d'une valeur nominale de cent euros (EUR 100.-) chacune, toutes les parts sociales étant intégralement souscrites et entièrement libérées.

Chaque part sociale donne droit à une fraction des avoirs et bénéfices de la Société en proportion directe au nombre des parts sociales existantes.

Art. 7. Toutes cessions entre vifs de parts sociales détenues par l'associé unique comme leur transmission par voie de succession ou en cas de liquidation de communauté de biens entre époux, sont libres.

En cas de pluralité d'associés, les parts sociales sont librement cessibles entre associés. Elles ne sont cessibles dans ce même cas à des non-associés qu'avec le consentement préalable des associés représentant au moins les trois quarts du capital social. Dans les limites légales, les parts sociales ne peuvent être dans le même cas transmises pour cause de mort à des non-associés que moyennant l'agrément des propriétaires de parts sociales représentant les trois quarts des droits appartenant aux survivants.

La Société pourra acquérir ses propres parts sociales pourvu que la Société dispose à cette fin de réserves librement distribuables.

L'acquisition et la disposition par la Société de ses propres parts devront se faire par le biais d'une résolution d'une assemblée générale des associés et sous les conditions à fixer par une telle assemblée générale des associés.

Titre III. - Gérance

Art. 8. La Société est gérée par un ou plusieurs gérants, associés ou non, nommés et révoqués par l'associé unique ou par les associés.

A l'égard des tiers, la Société sera engagée par la seule signature du gérant unique et en cas de pluralité de gérants, la société est, vis-à-vis des tiers, valablement engagée par les signatures conjointes de deux gérants.

Le ou les gérant(s) sont nommés pour une durée indéterminée et ils sont investis vis-à-vis des tiers des pouvoirs les plus étendus.

Des pouvoirs spéciaux et limités pourront être délégués pour des affaires déterminées à un ou plusieurs fondés de pouvoirs, associés ou non.

Titre IV. - Décisions de l'associé unique - Décisions collectives d'associés

Art. 9. L'associé unique exerce les pouvoirs dévolus à l'assemblée des associés par les dispositions de la section XII de la loi relative aux sociétés à responsabilité limitée.

Il s'ensuit que toutes décisions qui excèdent les pouvoirs reconnus aux gérants sont prises par l'associé unique.

En cas de pluralité d'associés, les décisions qui excèdent les pouvoirs reconnus aux gérants seront prises en assemblée.

Les résolutions aux assemblées des associés ne sont valablement prises que si elles sont adoptées par une majorité d'associés représentant plus de la moitié du capital social.

Cependant, les résolutions modifiant les statuts et celles pour dissoudre la Société ne pourront être prises que par une majorité en nombre d'associés possédant au moins trois quarts du capital social.

Titre V. - Année sociale - Bilan - Répartitions

Art. 10. L'année sociale commence le premier janvier et se termine le trente-et-un décembre de chaque année.

Art. 11. Chaque année au trente et un décembre, les livres sont clos et le gérant, ou en cas de pluralité de gérants, le Conseil de gérance, prépare le bilan et le compte de pertes et profits qui est présenté aux associés en assemblée le dernier vendredi du mois de juin de chaque année à 14.00 heures.

L'excédent favorable du compte de profits et pertes, après déduction des frais, charges, amortissements et provisions, constitue le bénéfice net de la Société.

Chaque année, cinq pour cent du bénéfice net annuel de la Société sera transféré à la réserve légale de la Société jusqu'à ce que cette réserve atteigne un dixième du capital souscrit. Si à un moment quelconque et pour n'importe quelle raison, la réserve légale représentait moins de un dixième du capital social, le prélèvement annuel de cinq pour cent reprendrait jusqu'à ce que cette proportion de un dixième soit retrouvée.

Le surplus du bénéfice net est attribué à l'associé unique ou, selon le cas, réparti entre les associés. Toutefois, l'associé unique, ou, selon le cas, l'assemblée des associés à la majorité fixée par les lois afférentes, pourra décider que le bénéfice, déduction faite de la réserve, pourra être reporté à nouveau ou être versé à un fonds de réserve extraordinaire.

Titre VI. - Dissolution

Art. 12. La Société n'est pas dissoute automatiquement par le décès, la faillite, l'interdiction ou la déconfiture d'un associé.

En cas de dissolution de la Société, la liquidation sera faite par le ou les gérant(s) en fonction ou, à défaut, par un ou plusieurs liquidateurs nommé(s) par l'associé unique ou, selon le cas, par l'assemblée des associés. Le ou les liquidateurs auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

L'actif, après déduction du passif, sera attribué à l'associé unique ou, selon le cas, partagé entre les associés dans la proportion des parts dont ils seront alors propriétaires.

Titre VII. - Dispositions générales

Art. 13. Pour tous les points non expressément prévus aux présents statuts, le ou les associés s'en réfèrent à la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Disposition transitoire:

Par dérogation, le premier exercice social commencera à la date de constitution de la Société et s'achèvera le trente-et-un décembre 2012.

Souscription et Libération:

Toutes les parts sociales ont été souscrites et libérées comme suit:

Monsieur Olivier DUMONT, préqualifié,	180 parts
TOTAL: cent parts sociales	180 parts

La libération intégrale du capital social a été faite par des versements en espèces, de sorte que la somme de dix-huit mille euros (EUR 18.000.-) se trouve à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire soussigné par certificat bancaire, qui le constate expressément.

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 en raison de sa constitution au montant de EUR 1.200,-.

Résolution de l'Associé unique

Le comparant qualifié ci-avant, représentant l'intégralité du capital social souscrit, se considérant comme dûment convoqué, s'est ensuite constitué en assemblée générale extraordinaire.

Après avoir constaté que la présente assemblée était régulièrement constituée, il a pris à l'unanimité les résolutions suivantes:

1.- Le nombre des gérants est fixé à un (1).

2.- Est nommé gérant de la Société pour une durée indéterminée:

Monsieur Olivier DUMONT, gérant, né le 16 août 1958 à Bron (France), demeurant à B-1050 Bruxelles, Chaussée de Boondael 396.

3.- La société est engagée, en toutes circonstances, y compris pour toutes opérations bancaires, par la seule signature du gérant.

4.- L'adresse du siège social de la Société est fixée à L-1449 Luxembourg, 20, rue de l'eau.

DONT ACTE, fait et passé à Redange-sur-Attert, date qu'en tête des présentes.

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

Signé: J. WURTH, C. DELVAUX.

Enregistré à Redange/Attert le 13 février 2012. Relation: RED/2012/234. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 14 février 2012. Me Cosita DELVAUX.

Référence de publication: 2012021880/140.

(120027917) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

Du Parc S.A.- SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 112.261.

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Extrait du procès-verbal de l'assemblée générale ordinaire du 6 mai 201

Conseil d'Administration

- L'assemblée générale a décidé de renouveler le mandat des administrateurs pour une durée de 6 ans. Suite à cette décision le Conseil d'Administration en fonction jusqu'à l'assemblée générale annuelle de 2017 est composé comme suit:

* MANGEN Fons, Réviseur d'Entreprises, 147 rue de Warken, L-9088 Ettelbruck

* REUTER-BONERT Carine, Employée Privée, 5 rue des Champs, L-3332 Fennange

* ANTOINE Jean-Hugues, Comptable, 7 rue de la Sartelle, B-6810 Izel

Commissaire aux Comptes

- L'assemblée générale a accepté la démission de son mandat de Commissaire aux Comptes de M. Dominique MAQUA et a décidé de nommer en son remplacement pour une durée de 6 ans la société RAMLUX S.A., 9b bd Prince Henri, L-1724 Luxembourg, son mandat venant à échéance lors de l'assemblée générale annuelle de 2017.

Pour extrait sincère et conforme
Fons MANGEN
Administrateur

Référence de publication: 2012022471/21.

(120029047) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Cin.Stef S.A., Société Anonyme.

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

R.C.S. Luxembourg B 82.234.

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Le siège social du commissaire, AUDIEX S.A., est désormais le suivant:

9, rue du Laboratoire, L-1911 Luxembourg

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 15 février 2012.

Référence de publication: 2012022440/11.

(120029009) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Europartenaires S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 40, boulevard Joseph II.

R.C.S. Luxembourg B 30.271.

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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.

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.
Boulevard Joseph II
L-1840 Luxembourg
Signature

Référence de publication: 2012022499/13.

(120029131) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

REA Group European Production Center, Société Anonyme.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 140.539.

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Resolutions taken by the board of directors as of 6 th February 2012

In the year two thousand twelve, on the sixth day of February, the board of directors of the company REA Group European Production Center met at the registered office and took the following resolutions:

1) The directors decide to accept the resignation of Mr Sundeep MAHESHWARI, residing in 2/1245 Burke Road, AUS 3101 Kew (Australia) as of today.

2) The directors decide to co-opt as new director of the company:

Mrs Jennifer Mitchell MACDONALD, born the 14.12.1965 in Melbourne (Australia) and residing 15 Davies Street, 3207, Port Melbourne, Australia.

The mandate of the new director will be effective until the ordinary general meeting to be held in 2013, which will approve the annual accounts ended on 30.06.2013.

Follows the French version:/Suit la traduction en langue française du texte qui précède:

Décisions prises par le conseil d'administration lors de sa réunion en date du 6 février 2012

L'an deux mille douze, le six février, à 14.30 heures, le conseil d'administration de la société REA Group European Production Center et a pris les résolutions suivantes:

1) La démission, avec effet immédiat, de l'administrateur:

Monsieur Sundeep MAHESHWARI, demeurant 2/1245 Burke Road, AUS 3101 Kew (Australie),

est acceptée.

2) Madame Jennifer Mitchell MACDONALD, née le 14.12.1965 à Melbourne (Australie) et demeurant 15 Davies Street, 3207 Port Melbourne, Australie, est cooptée administrateur de la société. Elle reprendra le mandat de son prédécesseur jusqu'à l'assemblée générale annuelle devant se tenir en 2013 et qui statuera sur les comptes annuels arrêtés au 30.06.2013.

Luxembourg, le 6 février 2012.

Pour le conseil d'administration

Signature

Référence de publication: 2012024563/30.

(120031976) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 février 2012.

Geolives S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 41, boulevard du Prince Henri.

R.C.S. Luxembourg B 137.517.

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Il résulte des résolutions prises par l'assemblée générale extraordinaire de la société en date du 30 décembre 2011 que:

- Monsieur Thierry Pilet et Monsieur Klaus Abele démissionnent de leurs postes d'administrateurs de la société avec effet au 18 juin 2011;

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

Fait à Luxembourg, le 15 février 2012.

Référence de publication: 2012022522/13.

(120028726) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Clann Hotel s.à r.l., Société à responsabilité limitée.

Siège social: L-9660 Insenborn, Maison 41.

R.C.S. Luxembourg B 96.880.

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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.

Luxembourg, le 17/02/2011.

Référence de publication: 2012022441/10.

(120029268) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Colibri Sainte Anne s.à r.l., Société à responsabilité limitée.

Siège social: L-3650 Kayl, 16, Grand-rue.

R.C.S. Luxembourg B 18.847.

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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.

Luxembourg, le 17/02/2011.

Référence de publication: 2012022445/10.

(120029267) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Primigenia International S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 145.886.

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Extrait des résolutions prises lors de l'Assemblée Générale des Actionnaires tenue en date du 6 juin 2011:

L'Assemblée prend acte de la démission de Monsieur Rémy MENEGUZ, Administrateur;

L'Assemblée décide de nommer à la fonction d'Administrateur, Monsieur Roland DE CILLIA, Expert-Comptable, demeurant professionnellement au 45-47, route d'Arlon, L-1140 Luxembourg, qui terminera le mandat de son prédécesseur jusqu'à l'assemblée statuant sur les comptes de l'exercice 2011;

L'Assemblée prend acte de l'adresse professionnelle de Mr. Giovanni VITTORE au 45-47, route d'Arlon L-1140 Luxembourg;

L'Assemblée décide de nommer à la fonction de Commissaire, la société BENOY KARTHEISER MANAGEMENT S.à.r.l., inscrite au Registre de Commerce de Luxembourg n° B 33849, établie au 45-47 route d'Arlon, L-1140 Luxembourg, en remplacement de la Fiduciaire Mevea S.à.r.l., qui terminera le mandat de son prédécesseur prédécesseur jusqu'à l'assemblée statuant sur les comptes de l'exercice 2011;

L'Assemblée décide de transférer avec effet immédiat le siège social de la société du 4, rue de l'Eau, L-1449 Luxembourg, au 45-47, route d'Arlon, L-1140 Luxembourg.

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

PRIMIGENIA INTERNATIONAL S.A.

Référence de publication: 2012022714/22.

(120029248) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Compagnie d'Investissements et de Participations S.A., Société Anonyme.

Siège social: L-1720 Luxembourg, 6, rue Heinrich Heine.

R.C.S. Luxembourg B 92.621.

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Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire du 10 janvier 2012

L'Assemblée a noté que la société Société de Révision Charles Ensch S.A. a cédé ses activités à FIDEWA CLAR S.A., immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B165462 ayant son siège social au 2, rue du Château d'Eau, L-3364 Leudelange. FIDEWA CLAR S.A. reprend donc le mandat de commisaire aux comptes de la société qui s'achèvera à l'issue de l'assemblée générale qui sera tenue en 2015.

Référence de publication: 2012022447/12.

(120028464) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Consulting & Logistics Marketing Network SA., Société Anonyme.

R.C.S. Luxembourg B 98.192.

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CLÔTURE DE LIQUIDATION

Par jugement rendu en date du 9 février 2012, le Tribunal d'Arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Ministère Public en leurs conclusions, a déclaré closes pour insuffisance d'actif les opérations de liquidation de la société

CONSULTING & LOGISTICS MARKETING NETWORK SA, dont le siège social à L-3511 Dudelange, 55, rue de la Libération, a été dénoncé le 31 décembre 2010.

Ce même jugement a dit que les frais sont à charge de la masse.

Pour extrait conforme

Maître Carmen RIMONDINI

Le liquidateur

Référence de publication: 2012022448/16.

(120028842) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Création Bain S.à r.l., Société à responsabilité limitée.

Siège social: L-1358 Luxembourg, 4, rue Pierre de Coubertin.

R.C.S. Luxembourg B 149.950.

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Le Bilan au 31 décembre 2009 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, le 17 février 2012.

Référence de publication: 2012022452/10.

(120029256) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

GSCP VI AA Two Holding S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-1536 Luxembourg, 2, rue du Fossé.

R.C.S. Luxembourg B 132.198.

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Constituée par devant Me Paul Frieders, notaire de résidence à Luxembourg, en date du 31 Juillet 2007, acte publié au Mémorial C no 2486

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.

GSCP VI AA Two Holding S.à r.l.

Nicole Götz

Gérant

Référence de publication: 2012022538/14.

(120028617) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

D.F.G. Dutch Financial Group S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 40.721.

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Le bilan au 31/12/2009 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, le 17 février 2012.

Référence de publication: 2012022453/10.

(120029136) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Adesso, Association sans but lucratif.

Siège social: L-9912 Ulflingen, 17, rue de Binsfeld.

R.C.S. Luxembourg F 9.011.

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STATUTEN

I. Kapitel. Name, Sitz und Zweck der Gesellschaft

Art. 1. Der Kinder- und Jugendchor aus dem Pfarrverband "EWe" (ËlwenWaiswampich), der 2009 an Weihnachten zuerst aufgetreten ist, tragt den Namen "ADESSO" mit Sitz im Pfarrverband Ulflingen - Weiswampach (17, Binsfelder Straße L-9912 Ulflingen).

Der Verein wurde am 7. Juni 2011 in Ulflingen als Verein ohne Gewinnzweck gegründet und untersteht dem Gesetz vom 21. April 1928 bzw. vom 4. März 1994 und den vorliegenden' Statuten.

Der Verein ist Mitglied des Piusverbandes der Kirchenchöre der Erzdiözese Luxemburg.

Art. 2. Zweck des Chores ist es, Kinder und Jugendlichen eine sinnvolle Freizeitgestaltung zu ermöglichen durch die Pflege des Gesanges. Auftritte sind vorgesehen in Gottesdiensten und andern kirchlichen Feiern sowie auf öffentlichen Konzerten, Singabenden und anderen kulturellen oder gesellschaftlichen Manifestationen.

Art. 3. Die Gesellschaft ist politisch neutral.

II. Kapitel. Mitglieder

Art. 4. Der Verein besteht aus:

a) aktiven Mitgliedern (sind frei von jedem Beitrag)

b) inaktiven Mitgliedern (Eltern, die einen Beitrag zahlen)

c) Ehrenmitgliedern (andere Personen, die einen Beitrag zahlen)

Art. 5. Aktive Mitglieder sind diejenigen, die sich als Sängerinnen und Sänger unentgeltlich an den Veranstaltungen der Gesellschaft beteiligen, ab 6 Jahren.

Art. 6. Als aktive Mitglieder gelten auch der Dirigent bzw. der Organist. Sie enthalten jedoch ein Entgeld, das vom Vorstand festgelegt wird.

Art. 7. Die Sängerinnen und Sänger sind gehalten den vom Dirigenten, im Einklang mit dem Vorstand, festgelegten Proben regelmäßig und pünktlich beizuwohnen. Im Verhinderungsfall sind sie gebeten, sich vorher zu entschuldigen.

Art. 8. Bei Auftritten des Vereins, sei es in der Kirche oder bei weltlichen Gelegenheiten, sind die Sänger gehalten vollzählig zu erscheinen, um einen gediegenen Vortrag der Gesänge zu ermöglichen. Im Verhinderungsfall sind sie gebeten, sich vorher zu entschuldigen.

Art. 9. Die Aufnahme neuer Sänger muss vom Dirigenten bestätigt werden.

Art. 10. Die Aufnahme eines inaktiven oder Ehrenmitglieds erfolgt durch Zahlung des vom Vorstand festgelegten Jahresbeitrags.

Art. 11. Die Mitgliedschaft erlischt, wenn ein Sänger sich mündlich oder schriftlich beim Vorstand abmeldet.

III. Kapitel. Vorstand

Art. 12. Die Gesellschaft wird durch den jeweiligen Vorstand, der aus mindestens fünf, höchstens elf Mitgliedern besteht, geleitet. Der Vorstand übt seine Funktionen ehrenamtlich aus und setzt sich zusammen aus dem Präsidenten, dem Pfarrer, dem Sekretär, dem Kassierer und Beisitzern.

(Zwei Kassenrevisore, die vom Vorstand bestimmt werden, ihm jedoch nicht angehören, überprüfen jeweils vor der Generalversammlung die Buchführung des Kassiers)

Art. 13. Außer dem Präses, der eine beratende Funktion ausübt, werden die Vorstandsmitglieder in der ordentlichen Generalversammlung des Jahres durch einfache Stimmenmehrheit in geheimer Wahl von den anwesenden aktiven und inaktiven Mitgliedern gewählt und jährlich zu einem Drittel erneuert.

Die Austrittserien werden vom Vorstand festgelegt:

Serie A. mit dem Präsidenten

Serie B. mit dem Sekretär

Serie C. mit dem Kassierer

Abwesende Mitglieder sind ohne Kandidatur wiederwählbar. Bei Stimmengleichheit gilt das dienstälteste Mitglied als gewählt. Die Neugewählten übernehmen ihre Funktion unmittelbar nach der Wahl.

Art. 14. Um wählbar zu sein, muss man der Gesellschaft seit einem Jahr als aktives Mitglied oder inaktives Mitglied angehört haben. Die aktiven und inaktiven Mitglieder besitzen für die Wahl zum Vorstand ab 14 Jahren das aktive und ab 18 Jahren das passive Wahlrecht. Kandidaturen müssen schriftlich oder mündlich bis vor Beginn der Generalversammlung beim Präsidenten abgegeben werden. Die persönliche Anwesenheit der Kandidaten ist bei schriftlich begründeter und von der Generalversammlung anerkannter Entschuldigung nicht erfordert.

Art. 15. Melden sich nicht mehr Kandidaten als Posten zu besetzen bleiben, sind diese Kandidaten als gewählt zu betrachten, andernfalls wird zur Wahl gemäß Artikel 13 geschritten. Sind nicht alle Posten besetzt, können auch während der Generalversammlung noch Kandidaturen eingereicht werden. Kann die erforderliche Zahl von Kandidaturen auch dann noch nicht erreicht werden, so leitet ein zahlenmäßig reduzierter Vorstand die Gesellschaft bis zur nächsten Generalversammlung.

Art. 16. Aus ihrer Mitte wählen die Vorstandsmitglieder in der ersten Sitzung nach den Wahlen den Präsidenten, den Sekretär, und den Kassierer. Die Mandatsperiode dauert drei Jahre.

Art. 17. Alle durch die gegenwärtigen Statuten nicht vorgesehenen Fälle werden provisorisch durch den Vorstand geregelt. Sie werden der nächstfolgenden Generalversammlung zur definitiven Beschlussfassung unterbreitet.

Art. 18. Um beschlussfähig zu sein, müssen mehr als die Hälfte der Vorstandsmitglieder anwesend sein. Ist dies nicht der Fall, wird eine zweite Sitzung mit gleicher Tagesordnung einberufen, in welcher die anwesenden Vorstandsmitglieder beschlussfähig sind. Die Beschlüsse im Vorstand werden mit Stimmenmehrheit der anwesenden Vorstandsmitglieder gefasst. Bei Stimmengleichheit ist die Stimme des Präsidenten ausschlaggebend.

Art. 19. Für die im Laufe der Mandatsperiode vakant gewordenen Posten, führt das neu in den Verwaltungsrat aufgenommene Mitglied das Mandat seines Vorgängers zu Ende.

Art. 20. Der Vorstand hat alle Befugnisse für die Verwaltung der Gesellschaft. Er führt die Geschäfte der Gesellschaft, verwaltet das Vermögen und das Eigentum im Sinne der Gesellschaft, ernennt den Dirigenten sowie den Archivar. Er beruft die Generalversammlung ein, bestimmt deren Tagesordnung, führt deren Beschlüsse aus und wacht über die Befolgung der Statuten. Der Vorstand erlässt, wenn erfordert, vereinsinterne Réglemente, um so die Voraussetzung für einen einwandfreien Ablauf der Gesellschafsaktivitäten zu gewährleisten.

Die Entscheidungen des Vorstandes werden den Sängern in den Proben zu Kenntnis gebracht.

IV. Kapitel. Haftpflicht

Art. 21. Für eventuell während der Proben, bei Ausgängen oder sonstigen Gelegenheiten vorkommende Vorfälle und Unfälle mit materiellem Schaden und/oder Körperschaden übernimmt die Gesellschaft keine Verantwortung und Haftung.

V. Kapitel. Auflösung der Gesellschaft

Art. 22. Die Gesellschaft kann nur aufgelöst werden in einer außerordentlichen Generalversammlung durch Stimmenmehrheit von zwei Drittel der anwesenden inaktiven Mitgliedern. Als aufgelöst gilt die Gesellschaft auch, wenn sie weniger als drei aktive Mitglieder zählt.

Art. 23. Im Falle der Auflösung verfallen sämtliche der Gesellschaft gehörenden Vermögenswerte den sieben Kirchenfabriken des Pfarrverbandes Ulflingen-Weiswampach.

VI. Kapitel. Rechtskraft

Art. 24. Die vorliegenden Statuten, die in der Gründungsversammlung vom 26. Mai 2011 in Wilwerdingen beraten und in der darauffolgenden Versammlung vom 7. Juni 2011 in Ulflingen angenommen wurden, sollen der Gesellschaft als Grundlage dienen. Änderungen können nur mit einer Zweidrittelmehrheit der anwesenden inaktiven Mitgliedern während einer Generalversammlung getätigt werden.

Art. 25. Jedes aktive und inaktive Mitglied,

sowie die Gemeindeverwaltungen von Ulflingen und

Weiswampach

und auch die 7 Kirchenfabriken des Pfarrverbandes erhalten ein Exemplar der Statuten.

Unterschriften der Gründungsmitglieder:

Jeanny Jans	23, rue des Prés	L-9907 Troisvierges
Ferdi Kreins	Haus 105 A	B-4780 Emmels
Sylvie Leyder	33, rue de Wilwerdange	L-9911 Troisvierges
Michel Meyer	17, rue de Binsfeld	L-9912 Troisvierges
Renate Micucci	Maison 10 A	L-9948 Biwisch
Romain Plümer	Maison 8 A	L-9948 Biwisch
Christiane Plümer	Maison 8 A	L-9948 Biwisch
Astrid Sadler	87, Grand-Rue	L-9905 Troisvierges
Ingrid Scholzen	7, rue du Cimetière	L-9911 Troisvierges
Madeleine Stitz	59, Grand-Rue	L-9905 Troisvierges
Nicole Reiff	1, Um Pääsch	L-9946 Binsfeld

Ulflingen, den 7. Juni 2011.

Référence de publication: 2012022268/109.

(120027953) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

D.F.G. Dutch Financial Group S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 40.721.

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Le bilan au 31/12/2008 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 17 février 2012.

Référence de publication: 2012022454/10.

(120029137) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Domaine Mathes Sàrl, Société à responsabilité limitée.

Siège social: L-5480 Wormeldange, 71, rue Principale.

R.C.S. Luxembourg B 103.705.

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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.

Luxembourg, le 17/02/2011.

Référence de publication: 2012022456/10.

(120029266) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Dahab Holdings S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 17.008.

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Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire tenue en date du 14 février 2012 que:

- M. Pierre SAHYOUN a démissionné de sa fonction d'administrateur, avec effet à partir du 9 juin 2011;
- Le nombre des administrateurs a été réduit de quatre à trois.

Pour extrait conforme

SG AUDIT S.àr.l.

Référence de publication: 2012022459/12.

(120028984) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Esaress International S.à r.l., Société à responsabilité limitée.

Capital social: USD 8.050.000,00.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 155.709.

—

Extrait du procès-verbal de la réunion du conseil de gérance de la société tenue en date du 7 février 2012 à Luxembourg

Il a été décidé de transférer le siège social de la Société de L-2310 Luxembourg, 16, Avenue Pasteur à L-1130 Luxembourg, 37, rue d'Anvers.

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

Référence de publication: 2012022480/12.

(120028930) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Saldanha S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 145.887.

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Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire des Actionnaires tenue en date du 30 avril 2011:

1. L'Assemblée prend acte de la démission de Monsieur Rémy MENEGUZ de son poste d'Administrateur.

2. L'Assemblée décide de nommer à la fonction d'Administrateur Monsieur Roland DE CILLIA, Expert-comptable, né le 16.03.1968 à Luxembourg, avec adresse professionnelle au 45-47, route d'Arlon L-1140 Luxembourg, qui terminera le mandat de son prédécesseur jusqu'à l'Assemblée Générale statuant sur les comptes de l'exercice 2011;

3. L'Assemblée prend acte de l'adresse professionnelle de Monsieur Giovanni VITTORE au 45-47, route d'Arlon, L-1140 Luxembourg;

4. L'Assemblée décide de nommer à la fonction de Commissaire, la société BENOY KARTHEISER MANAGEMENT S.à r.l., inscrite au Registre de Commerce de Luxembourg n°B33849, établie au 45-47, route d'Arlon, L-1140 Luxembourg, en remplacement de la Fiduciaire Mevea S.à r.l. - Luxembourg, qui terminera le mandat de son prédécesseur jusqu'à l'Assemblée Générale statuant sur les comptes de l'exercice 2011;

5. L'Assemblée décide de transférer avec effet immédiat le siège social de la société du 4, rue de l'Eau, L-1449 Luxembourg, au 45-47, route d'Arlon, L-1140 Luxembourg.

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

SALDANHA S.A.

Référence de publication: 2012022755/22.

(120029202) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

De l'Isle S.A., Société Anonyme.

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

R.C.S. Luxembourg B 37.104.

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L'adresse de l'administrateur délégué, Monsieur Philippe HOUMAN, est désormais la suivante:

Villa no 36, Frond M

The Palm Jumeirah

Dubai

Emirats Arabes Unis

Le siège social du commissaire, AUDIEX S.A., est désormais le suivant:

9, rue du Laboratoire, L-1911 Luxembourg

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 15 février 2012.

Référence de publication: 2012022462/16.

(120028692) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Deux A (SPF) S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 147.371.

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Le Bilan au 28 juin 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.
Luxembourg, le 16 février 2012. Chotin Barbara.

Référence de publication: 2012022466/10.

(120028608) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Leopard Germany Holding 3 S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 393.800,00.

Siège social: L-1913 Luxembourg, 12, rue Léandre Lacroix.

R.C.S. Luxembourg B 155.840.

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

Before Maître Paul Decker, notary residing in Luxembourg.

There appeared:

Leopard Germany Master LP GmbH & Co. KG, a limited liability company (Gesellschaft mit beschränkter Haftung), incorporated under the laws of Germany, having its registered office at Rossmarkt 14, 60311 Frankfurt am Main, Germany and registered with the Trade register (Handelregister) of Frankfurt am main under the number HRA 45815 represented by its general partner Leopard Germany Master GmbH, a limited liability company (Gesellschaft mit beschänkter Haftung) incorporated under the laws of Germany, having its registered office at Rossmarkt 14, 60311 Frankfurt am Main, Germany, registered in the German Trade and Companies Register under the number HRB 116214,

represented by Mr. Bakary SYLLA, Managing Director, residing in Luxembourg, by virtue of a proxy given under private seal on December 23 rd 2011 (the "Shareholder").

The above mentioned proxy, signed "ne varietur" by the appearing person and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing party being the sole shareholder of LEOPARD GERMANY HOLDING 3 S.à.r.l., a private liability company (société à responsabilité limitée) established at 12, rue Léandre Lacroix L-1930 Luxembourg registered RCS Luxembourg B 155840, declared and requested the notary to record as follows:

The sole shareholder holds all shares in issue in the Company, so that decisions can validly be taken on all items of the agenda.

That the items on which resolutions are to be passed are as follows:

Agenda

Increase of the share capital of the Company by three hundred and seventy three thousand nine hundred and six Euro twenty two cents (EUR 373,906.22.-) by allocating three hundred and seventy three thousand eight hundred Euro (EUR 373,800.-) to the share capital account and one hundred and six Euro twenty two cents (EUR 106.22.-) to the share premium account in order to bring the issued share capital from twenty thousand Euro (EUR 20.000,-) to three hundred and ninety three thousand eight hundred Euro (EUR 393,800) by the issue of one thousand eight hundred and sixty nine (1,869.-) shares of a par value of two hundred Euro (EUR 200.-) each by acceptance of a contribution in kind consisting of a portion of a claim in an amount of three hundred and seventy three thousand nine hundred and six Euro twenty two cents (EUR 373,906.22.-) held by the Shareholder against the Company (hereinafter the "Claim") by way of contribution and waiver of any payment rights (or other rights thereunder) (the "Contribution in Kind"); approval of the valuation of the Contribution in Kind at three hundred and seventy three thousand nine hundred and six Euro twenty two cents (EUR 373,906.22.-); subscription to the one thousand eight hundred and sixty nine (1,869.-) new shares by the Shareholder, payment of the Contribution in Kind and issue of the new shares; and consequential amendment of article 6 of the articles of incorporation.

Thereafter the following resolution was passed:

Sole resolution

It is resolved to increase the share capital of the Company by three hundred and seventy three thousand nine hundred and six Euro twenty two cents (EUR 373,906.22.-) by allocating three hundred and seventy three thousand eight hundred Euro (EUR 373,800.-) to the share capital account and one hundred and six Euro twenty two cents (EUR 106.22.-) to the share premium account in order to bring the issued share capital from twenty thousand Euro (EUR 20,000.-) to three hundred and ninety three thousand nine hundred and six Euro twenty two cents (EUR 393,906.22) by the issue of one thousand eight hundred and sixty nine (1,869.-) shares of a par value of two hundred Euro (EUR 200.-) each, by acceptance of the Contribution in kind of the Claim owed by the Company to the Shareholder by way of contribution and waiver of any payment rights (or other rights thereunder).

The above Contribution in Kind has been the subject of a report of the board of managers of the Company dated 27 December 2011. The conclusion of such report reads as follows:

"In view of the above, the board of managers believes that the value of the contribution in kind, being the amount in principal of a non-interest bearing claim owed by the Company to its sole shareholder, amounts to at least €373,906.22, being at least equal to the subscription price of the shares to be issued by the Company (1,869 shares for a total subscription price of €373,800.-) and the amount of €106.22 allocated to the share premium account. Therefore it is proposed by the board of managers to the shareholders' meeting to value the contribution in kind to €373,906.22."

Pursuant to the above, it is resolved to value the Contribution in kind at three hundred and seventy three thousand nine hundred and six Euro twenty two cents (EUR 373,906.22.-) and resolved to allocate the amount of three hundred and seventy three thousand eight hundred Euro (EUR 373,800.-) to the share capital account and one hundred and six Euro twenty two cents (EUR 106.22.-) to the share premium account of the Company.

There appeared the Shareholder, represented by Mr. Bakary SYLLA, prenamed, and subscribed to, and fully paid, the new shares as set out in the Agenda through the Contribution in Kind as set out above.

Proof of the Contribution in Kind to the Company was shown to the undersigned notary.

In order to reflect the resolution above, it is resolved to amend article 6 of the Articles of Incorporation to read as follows:

" **Art. 6.** The corporate capital of the company is fixed at three hundred ninety three thousand and eight hundred (EUR 393,800.-) divided into one thousand nine hundred sixty and nine (1,969.-) shares with a par value of two hundred Euro (200.-) each. The capital of the Company may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of association and the Company may proceed to the repurchase of its other shares upon resolution of its shareholders.

Any available share premium shall be distributable."

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

Expenses

The costs, expenses, remuneration or charges in any form whatsoever which shall be borne by the Company as a result of its increase of share capital are estimated at 1.600,-EUR.

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

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

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

Suit la traduction en français du texte qui précède:

L'an deux mille onze, le vingt-sept décembre.

Par devant Maître Paul Decker, notaire de résidence à Luxembourg.

A comparu:

Leopard Germany Master LP GmbH & Co. KG, une société en commandite par actions (Komanditgesellschaft), constituée selon les lois d'Allemagne, ayant son siège social à c/o Kintyre Investments GmbH, Rossmarkt 14, 60311 Frankfurt am Main, Allemagne, immatriculée au Amtsgericht Frankfurt am Main sous le numéro HRA 45815, agissant par l'intermédiaire de son associé commandité, Leopard Germany Master GmbH, une société à responsabilité limitée (Gesellschaft mit beschränkter Haftung), constituée selon les lois d'Allemagne, ayant son siège social à c/o Kintyre Investments GmbH, Rossmarkt 14, 60311 Frankfurt am Main, Allemagne, immatriculée au Amtsgericht Frankfurt am Main sous le numéro HRB 116214,

ici représenté par Monsieur Bakary SYLLA, Managing Director, ayant leur adresse professionnelle à Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé le 27 décembre 2011, (ci-après collectivement l'Associé Unique).

Ladite procuration, après avoir été signée «ne varietur» par les mandataires de la partie comparante, ainsi que par le notaire soussigné, restera annexée au présent acte notarié pour être soumise ensemble aux formalités d'enregistrement.

Le comparant en sa qualité d'associé unique de LEOPARD GERMANY HOLDING 3 S.à.r.l., une société à responsabilité limitée, ayant son siège social à 12, rue Léandre Lacroix L-1930 Luxembourg, inscrite au RCS Luxembourg B 155840, a déclaré et a requis le notaire soussigné d'acter ce qui suit:

Que l'Associé Unique détient toutes les parts sociales dans le capital social de la Société;

Que l'ordre du jour de l'Assemblée est le suivant:

Ordre du jour

Augmentation du capital de la Société d'un montant de trois cent soixante-treize mille et neuf cents six euros vingt deux centimes (EUR 373.906,22.-) en allouant trois cents sept trois mille huit cents euros (EUR 373.800,-) au capital social de la société et cent six euros vingt deux centimes (EUR 106.22.-) au compte de prime d'émission dans le but de porter le capital de la Société de son montant actuel de vingt mille euros (EUR 20.000.-) à trois cents quatre-vingt-treize mille huit cents euros (EUR 393.800,-) par l'émission de mille huit cent soixante neuf (1,869.-) parts sociales d'une valeur nominale de deux cents euros (EUR 200.-) chacune par un apport d'une créance d'un montant de trois cent sept trois mille et neuf cents six euros vingt deux centimes (EUR 373.906,22.-) détenue par l'associé unique sur la Société (ci-après «la créance») par voie d'apport et de renonciation aux droits de paiement (ou d'autres droits qui en découleraient) (ci-après «la contribution en nature»); l'approbation de la valorisation de contribution en nature à trois cent soixante-treize

mille neuf cents six euros vingt deux centimes (EUR 373.906,22.-); souscription de mille huit cent soixante-neuf (1,869) nouvelles parts sociales par l'associé unique, le paiement de la contribution en nature and l'émission de nouvelles parts sociales, et modification subséquente de l'article 6 des statuts de la Société.

La résolution suivante a été passée:

Résolution unique

L'associé unique a résolu à augmenter le capital social de la Société de trois cent sept trois mille et neuf cents six euros vingt deux centimes (EUR 373.906,22.-) en allouant trois cents sept trois mille huit cents euros (EUR 373,800.-) au capital social de la société et cent six euros vingt deux centimes (EUR 106.22.-) au compte de prime d'émission dans le but de porter le montant du capital social de vingt mille euros (EUR 20.000.-) à trois cents nonante trois mille huit cents euros (EUR 393,800.-) par l'émission de mille huit cent soixante neuf (1,869.-) parts sociales d'une valeur nominale de deux cents euros (EUR 200.-) chacune, par l'acceptation de l'apport en nature de la créance due par la Société à l'associé unique par le biais d'une contribution et renonciation aux droits de paiement (ou d'autres découlent de droits).

La contribution en nature ci-dessus a fait l'objet d'un rapport du conseil de gérance de la Société en date du 19 décembre 2011. La conclusion de ce rapport se lit comme suit:

"Compte tenu de ce qui précède, le conseil de gérance estime que la valeur de l'apport en nature, en étant le montant principal d'un prêt portant intérêts dus par la Société à son associé unique, s'élève au moins à EUR 373.906,22.-, étant au moins égal au prix de souscription des parts sociales qui seront nouvellement émises par la Société (1,869 parts sociales pour un prix de souscription total de EUR 373,800.-) et un montant de EUR 106.22 alloué au compte de prime d'émission. C'est pourquoi le conseil de gérance recommande à lors de l'assemblée de l'associé de valoriser la contribution en nature à EUR 373,906.22.-."

Conformément à ce qui précède, l'associé unique a résolu de valoriser la valeur de la contribution en nature à trois cent sept trois mille et neuf cents six euros vingt deux centimes (EUR 373.906,22.-) et à résolu d'allouer la somme de trois cent sept trois mille et neuf cents six euros vingt deux centimes (EUR 373.906,22.-) au capital de la Société et cent six euros vingt deux centimes (EUR 106,22.-) au compte de prime d'émission de la Société.

L'associé unique, représenté par M. Bakary SYLLA, prénommé, a souscrit, et a entièrement payé, les nouvelles parts sociales conformément à l'ordre du jour grâce à la contribution en nature comme indiqué ci-dessus.

La preuve de l'apport en nature à la Société a été montré au notaire soussigné.

Afin de refléter la résolution ci-dessus, l'associé unique a résolu de modifier l'article 6 des statuts de constitution de la société de la manière suivante:

« **Art. 6.** Le capital social de la société est fixé à trois cents quatre-vingt-treize mille huit cents euros (EUR 393.800,-) divisé en mille neuf cent soixante neuf (1,969.-) parts sociales d'une valeur nominale de deux cents euros (EUR 200.-).

Le capital social de la Société peut être augmenté ou réduit par une résolution des actionnaires adoptée de la manière requise pour la modification de ces statuts et la Société pourra procéder au rachat de ses parts d'autres sur la résolution de ses actionnaires.

Toute prime d'émission disponible sera distribuable. "

Plus rien ne figurant à l'ordre du jour, la séance a été clôturée.

Frais

Les coûts, dépenses, rémunérations ou charges sous quelque forme que ce soit qui seront supportés par la Société en raison de son augmentation de capital sont estimés à 1.600,-EUR.

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

Le notaire soussigné, qui comprend et parle l'anglais, déclare par la présente que, à la demande des parties aux présentes, ces procès-verbaux sont rédigés en anglais suivis d'une traduction française; à la demande de la même personne apparaissant, en cas de divergences entre le texte anglais et français version, la version anglaise prévaudra.

Et après lecture faite au mandataire de la partie comparante, connu du notaire par son nom, prénom usuels, état civil et demeure, ledit mandataire de la partie comparante a signé avec le notaire le présent acte.

Signé: Bakary SYLLA, P.DECKER.

Enregistré à Luxembourg A.C., le 28 décembre 2011. Relation: LAC/2011/58545. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

POUR COPIE CONFORME, délivré au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg, le 13 février 2012.

Référence de publication: 2012022020/163.

(120027923) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

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