MEMORIAL

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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° 1341 **31 mai 2012**

SOMMAIRE

Estates S.A., Société Anonyme de Titrisation.

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 106.770.

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All holders of Notes issued by Estates S.A. (the "Noteholders" and the "Company" respectively) in relation to the Compartment 2009/09/1 of the Issuer are invited to attend a

GENERAL MEETING

of Noteholders to be held at the registered office of the Company on *June 15, 2012* at 9.00 a.m., in order to consider the following agenda:

Agenda:

1. Report from the board on the most important actions and decisions made or taken or contemplated to be made or taken by the Issuer or the Target Company in relation to the Real Properties, and in particular regarding the sale of the Target Company, the sale of the subsidiary held by the Target Company or the sale of the Securitized Asset.
2. Approval of the actions and decisions referred to in the Report from the Board.
3. Miscellaneous.

This meeting is convened at the initiative of the Company.

In the event this general meeting is not able to deliberate validly for lack of a quorum, a second meeting of Noteholders holding Notes issued in relation to that Compartment shall be held at 9.00 a.m. on June 22, 2012 at the registered office of the Company, with the same agenda and such second meeting shall have the right to pass resolutions on the items on the agenda irrespective of the quorum.

To be admitted to the meeting, the Noteholders shall be required at the beginning of the meeting to present the Notes in respect of which they intend to vote, or an attestation issued by a bank in Luxembourg attesting that the Notes are held by such bank on behalf of the Noteholder and shall be blocked until June 30, 2012.

The Report from the board of directors referred to in the agenda and the resolutions which will be proposed will be available for consultation at the registered office of the Company at least 8 days prior to the meeting upon presentation of one Note issued in relation to the Compartment concerned or upon presentation of the above mentioned attestation.

The Board of Directors.

Référence de publication: 2012058598/30.

Amundi Money Market Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 156.478.

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Due to the lack of quorum, the extraordinary general meeting convened on 25 of May 2012 at 11 a.m. was not able to validly decide on the items of its agenda. Thus, shareholders are kindly invited to attend a

NEW EXTRAORDINARY GENERAL MEETING

to be held at the offices of AMUNDI LUXEMBOURG, 5, Allée Scheffer, L-2520 Luxembourg on *29 of June 2012* at 11:00 a.m. with the following agenda:

Agenda:

1. To amend the text of a number of articles of the Articles of Incorporation in order to implement the changes as required by the new law dated 17 December 2010 on undertakings for collective investment (the "2010 Law"), implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "UCITS IV Directive"), and in particular to (not exhaustive summary):
   - replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment;
   - allow the Fund to adopt master-feeder structure;
   - allow the Fund to perform cross-sub-fund investments; and
   - amend the provisions regarding merger of the Fund or its sub-funds in order to, inter alia, implement the rules of the 2010 Law with regard to merger of the Fund or its sub-funds with other sub-funds of the Fund or another UCITS or sub-funds thereof.
2. To amend the object of the Fund in article 3 in order to update the reference to the fund legislation. The new text of Article 3 will read as follows:
   "The exclusive object of the Fund is to place, the monies available to it in transferable securities of all types and all other permitted assets such as referred to in Part I of the law of 17 December 2010 regarding undertakings for collective investment or any legislative replacements or amendments thereof (the "2010 Law") with the purpose

of spreading investment risks and affording its shareholders (the "Shareholders") the results of the management of its sub-funds.
The Fund 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 2010 Law."

3. To amend article 4 in order to provide the Fund's Board with the authority to decide on potential transfer of the register office of the Fund within the municipality of the City of Luxembourg.
4. To amend article 7 in order to give to the Fund's Board the responsibility to define the "US persons" status in the prospectus of the Fund.
5. To amend article 10 by the deletion of the end of the second paragraph to remove the requirement of a quorum for general meetings of not less than one-half of the issued shares of that sub-fund, class or category in question in order to be in line with the 2010 Law.
6. To amend article 11 in order to precise that shareholders shall meet upon call of the Fund's Board pursuant to registered notice or by ordinary mail only if notices are published.
7. To amend article 12 in order to allow the election of directors by the shareholders for a period not exceeding six (6) years instead of for a period of one year ending at the next general meeting.
8. To amend article 13 in order to provide the chairman of the Fund's Board of Directors with the authority to convene Board's meetings at the place indicated in the notice of meeting and to have a casting vote in any circumstances.
9. To amend article 14 in order to provide two directors or any person authorised by the Fund's Board of Directors with the authority to sign the minutes as well as copies or extracts of such minutes of any meeting of the Board.
10. To amend article 15 in order to foresee the possibility for the Fund to designate a management company located in Luxembourg or in other EU Member State.
11. To amend article 15 in order to align the provisions related to the eligible assets with the new provisions of the 2010 Law, as regards in particular:
    * the definition of "Regulated Market" and the reference to the European Directive 2004/39/CEE of the European Parliament and of the Council of April 21st, 2004 instead of the Directive 93/22/EEC,
    * the possibility to adopt master-feeder structure;
    * the possibility to perform cross-sub-fund investments; and
    * the fact that, under the 2010 Law, each sub-fund of the Fund shall be regarded as a separate UCITS for investment compliance purposes.
12. To amend article 19 in order to foresee the possibility for the Fund to be bound by the acts accomplished by the Board, by the joint signatures of any two directors or by the signature of any director or representative to whom authority has been delegated by the Board.
13. To amend article 21 in order to align the text of the Articles of Incorporation to the prospectus with regards to the right, in the case where requests for redemption and conversion for any Dealing Day exceed 10% of the Net Asset Value or the number of shares of a sub-fund's shares, to postpone redemption and conversion of all or part of such shares to the following dealing day.
14. To amend article 21 in order to remove the descriptions on termination/merger of sub-fund/class, this is now described in articles 28, 29 and 30 of the Articles.
15. To amend article 22 in order to provide the Fund with the authority to suspend the determination of the net asset value and the issue and redemption of shares as well as the right to convert shares into shares of another sub-fund of the Fund in case of a decision to merge the Fund or a sub-fund thereof provided that any such suspension is justified for the protection of the shareholders in order to comply with the provisions of the 2010 Law.
16. To amend article 27 in order to precise that, in case of liquidation of the Fund, the liquidators shall realise the Fund's assets in the best interest of the shareholders and shall distribute the net proceeds of liquidation corresponding to each sub-fund to the holders of shares of each sub-fund in proportion of their holding of shares in such sub-fund.
17. To add a new article 28 on liquidation of sub-fund and classes of shares in order to separate the provisions related to liquidations and those related to mergers;
18. To add a new article 29 on merger of the Fund to comply with the new provisions of the 2010 Law;
19. To add a new article 30 on merger of the sub-funds to comply with the new provisions of the 2010 Law;
20. To completely restate the Articles of Incorporation with effect as of the date of the general meeting in order to reflect the various amendments adopted by the extraordinary general meeting and resolve that the only version of the Articles of Incorporation will be the English version.
21. To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.
22. Miscellaneous.

The draft text of the restated Articles of Incorporation is available on request at the registered office of the Fund.

Shareholders are advised that:

- their rights to attend this extraordinary general meeting and to exercise their voting rights attaching to their Shares are determined according to the Shares held by them on 27 th of June 2012 at midnight (Luxembourg time);

- no quorum is required at this meeting in order to deliberate and that the resolutions shall be passed at the majority of the two thirds of the Shares present or represented at the meeting and voting. Such a majority will be determined according to the Shares issued and outstanding on 27 th of June 2012 at midnight (Luxembourg time).

If you wish to attend the meeting in person, we would be most grateful if you would communicate your intention to us by 27 th of June 2012 at midnight (Luxembourg time) at latest.

If you are unable to attend the meeting in person, a proxy form can be obtained from the registered office of the Fund or from local agent and have to be sent to AMUNDI LUXEMBOURG, 5 Allée Scheffer L-2520 Luxembourg (Fax: +352 47 67 37 81) for the attention of Mrs Betty Weissenbacher by 27 th of June 2012 at midnight (Luxembourg time) at the latest.

The Board of Directors of AMUNDI MONEY MARKET FUND.

Référence de publication: 2012062307/755/99.

Carren Gere S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 11B, boulevard Joseph II.

R.C.S. Luxembourg B 107.459.

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Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra le *19 juin 2012* à 15 heures dans les bureaux de l'Etude Tabery & Wauthier, 10 rue Pierre d'Aspelt, L-1142 Luxembourg

Ordre du jour:

1. Convocation de la tenue d'une Assemblée Générale Extraordinaire de la société Entraide et Solidarité S.A. ayant son siège au 11b, boulevard Joseph II, L-1840 Luxembourg, filiale à 100 % de la Société, qui se tiendra le 19 juin 2012 à 16 heures au 10, rue Pierre d'Aspelt, L-1142 Luxembourg et dont l'ordre du jour sera le suivant: «Autorisation de l'Assemblée au Conseil d'Administration de la société de donner en location certains immeubles appartenant à la société»;
2. Divers.

Le Conseil d'Administration.

Référence de publication: 2012061120/322/18.

CapitalatWork Foyer Umbrella, Société d'Investissement à Capital Variable.

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 60.661.

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Le Conseil d'Administration invite les actionnaires de "CapitalatWork Foyer Umbrella" (la "SICAV") à participer à une

ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra auprès de l'étude de Maître Baden, 17 Rue des Bains L-1212 Luxembourg le *18 juin 2012* à 15 heures. Les actionnaires voudront bien prendre connaissance de l'agenda de cette assemblée, qui est le suivant:

Ordre du jour:

1. Adaptation de l'ensemble des articles des statuts afin de supprimer les références faites à la loi du 10 décembre 2002 ainsi qu'à la numérotation de ses articles et se référer à la nouvelle loi luxembourgeoise du 17 décembre 2010 et à la numérotation de ses articles;
2. Modification de l'article 5 afin de rationnaliser les statuts de la SICAV et de rassembler l'ensemble des dispositions relatives aux fusions et liquidations au sein des mêmes articles;
3. Modification de l'article 10 afin de modifier l'heure de l'assemblée générale extraordinaire de 15h à 16h.
4. Modification de l'article 16 relatif aux restrictions d'investissement suite à l'entrée en vigueur de la nouvelle loi luxembourgeoise du 17 décembre 2010, notamment en ce qui concerne la possibilité d'adopter des stratégies de type "master-feeder" ainsi que la possibilité pour un compartiment de la SICAV d'investir dans un autre compartiment de la SICAV;
5. Modification de l'article 22 afin de permettre la suspension du calcul de la valeur nette d'inventaire en cas de fusion de la SICAV ou de ses compartiments dans l'intérêt des actionnaires;
6. Ajout d'un article 28 visant à regrouper et décrire davantage les dispositions relatives à la liquidation d'un compartiment de la SICAV;
7. Ajout des articles 29 et 30 afin d'insérer les dispositions relatives à la fusion de SICAV et de ses compartiments suite à l'entrée en vigueur de la nouvelle loi luxembourgeoise du 17 décembre 2010;
8. Modification de la numérotation des articles suite à l'ajout de nouveaux articles et procéder à quelques modifications additionnelles mineures;

9. Nomination d'un nouvel Administrateur, M. Claude Eyschen, sous réserve de l'accord préalable de la CSSF;
10. Divers.

Le projet de nouveaux statuts de la SICAV est disponible sur demande auprès du siège de la Société.

Les actionnaires qui ne souhaiteraient pas se voir appliquer ces modifications peuvent demander le rachat ou la conversion, sans frais sauf taxes éventuelles, de leurs actions pendant un mois à compter du présent avis de convocation.

L'assemblée générale extraordinaire nécessite un quorum de présence représentant au moins la moitié des actions de la SICAV, sans quoi l'assemblée sera reconduite. Les décisions seront approuvées au suffrage de la majorité qualifiée des deux tiers des actions présentes ou représentées. Les actionnaires ne pouvant participer à l'assemblée sont invités à compléter la procuration ci jointe.

Luxembourg, le 30 mai 2012. *Le Conseil d'Administration.*

Référence de publication: 2012062312/755/39.

Saint Croix Holding Immobilier S.A., Société Anonyme.

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

R.C.S. Luxembourg B 165.103.

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The shareholders of the company are convoked to the

ANNUAL GENERAL MEETING

to be held on or around *June 29, 2012* at the registered office of the company at 11.00 a.m..

Agenda:

1. Report by the Directors to the general meeting of the shareholders on the Statutory Annual Accounts as of 31 December 2011 and Management Report on the Consolidated Financial statements as of 31 December 2011;
2. Report of the auditor to the general meetings of shareholders on the Statutory Annual Accounts as of 31 December 2011 and on the Consolidated Financial Statements as of 31 December 2011;
3. Approval of the Statutory Annual Accounts as of 31 December 2011;
4. Allocation of the results as of 31 December 2011;
5. Approval of the Consolidated Financial Statements for the year ending on 31 December 2011;
6. Discharge to the Directors for the exercise of their mandates until 31 December 2011 and to date;
7. Miscellaneous.

The Directors.

Référence de publication: 2012061710/1652/20.

BKDV Soparfi S.A., Société Anonyme.

Siège social: L-8057 Bertrange, 9, rue du Chemin de Fer.

R.C.S. Luxembourg B 112.126.

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Les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social sis à L-8057 BERTRANGE, Rue du Chemin de Fer 9, en date du *15 juin 2012* à 9 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2011, du compte de résultats ainsi que des comptes consolidés.
2. Discussion et approbation du rapport consolidé de gestion.
3. Discussion et approbation du rapport du Reviseur.
4. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Reviseur pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 31 décembre 2011.
5. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
6. Le cas échéant, décision conformément à l'article 100 des LCSC.
7. Nomination du Reviseur.
8. Divers.

Le Conseil d'Administration.

Référence de publication: 2012062309/1004/22.

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

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

R.C.S. Luxembourg B 47.857.

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Messrs Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held exceptionally on *June 18th, 2012* at 10.00 a.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31, 2011
3. Discharge of the Directors and Statutory Auditor
4. Miscellaneous.

The Board of Directors.

Référence de publication: 2012062308/795/15.

Blueventure Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 132.144.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *19 juin 2012* à 12:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2012062310/795/17.

Brooklyn Bridge Company S.A., Société Anonyme.

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

R.C.S. Luxembourg B 38.667.

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Le quorum requis par l'article 67-1 de la loi modifiée du 10 août 1915 sur les sociétés commerciales n'ayant pas été atteint lors de l'Assemblée Générale Statutaire tenue le 8 mai 2012, l'assemblée n'a pas pu statuer sur l'ordre du jour.

Avis de convocation

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui aura lieu le *2 juillet 2012* à 15.00 heures au siège social, avec l'ordre du jour suivant :

Ordre du jour:

- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Les décisions sur l'ordre du jour seront prises quelle que soit la portion des actions présentes ou représentées et pour autant qu'au moins les deux tiers des voix des actionnaires présents ou représentés se soient prononcés en faveur de telles décisions.

Le Conseil d'Administration.

Référence de publication: 2012062311/795/19.

Clio S.A., Société Anonyme.

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

R.C.S. Luxembourg B 32.669.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *20 juin 2012* à 11:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012062313/795/17.

Demessy Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 131.701.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *19 juin 2012* à 12:00 heures au siège social, avec l'ordre du jour suivant :

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012062314/795/15.

Nyl S.A., Société Anonyme.

Siège social: L-9556 Wiltz, 32, rue des Rochers.

R.C.S. Luxembourg B 20.256.

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Il est porté à la connaissance des actionnaires que l'Assemblée Générale Extraordinaire fixée chez le notaire Anja HOLTZ à Wiltz le 25 mai 2012 à 9 heures n'a pu délibérer de son ordre du jour. En effet, au moins 50% du capital social requis par la loi n'était pas présent ou représenté à cette Assemblée conformément au quorum requis par la loi.

Par conséquent, une nouvelle assemblée générale extraordinaire doit être convoquée conformément à l'article 67-1 (2) de la loi du 10 août 1915 sur les sociétés commerciales.

Messieurs les Actionnaires, sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra en l'étude du notaire Anja HOLTZ, notaire de résidence à Esch-sur Alzette, en date du *2 juillet 2012* à 10 heures 30, avec l'ordre du jour suivant:

Ordre du jour:

1. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2011 et du compte de résultats.
2. Discussion et approbation du rapport du Commissaire.
3. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 31 décembre 2011.
4. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
5. Le cas échéant, décision conformément à l'article 100 des LCSC.
6. Augmentation du capital de la Société. Il est expressément précisé que les actionnaires absents renoncent à leurs droits de souscription préférentielle sur base de l'article 32-3 §5 des L.C.S.C.
7. Modification de l'article 5 des statuts pour se conformer aux résolutions prises ci-dessus;

8. Divers.

Le Conseil d'Administration.

Référence de publication: 2012062320/1004/27.

Infiny Finance Holding S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 98.284.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *19 juin 2012* à 12:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012062315/795/15.

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

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

R.C.S. Luxembourg B 50.234.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *19 juin 2012* à 14:30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Nominations Statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012062316/795/16.

Prospector Offshore Drilling S.A., Société Anonyme.

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

R.C.S. Luxembourg B 153.772.

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Pursuant to a decision of the Company's Board of Directors at its meeting on 5 March 2012, an

ANNUAL GENERAL MEETING

of Shareholders (the "Meeting") of the Company will be held on *21 June 2012* , at 14:00 (Central European Time), at the offices of the Company, 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, with the following agenda:

Agenda:

1. Approval of the stand-alone financial statements as of 31 December 2011, and the management report and the auditor's report for the period covered by these financial statements
2. Approval of the consolidated financial statements as of 31 December 2011
3. Allocation of the net result from the financial year ended on 31 December 2011
4. Discharge of the directors of the Company for the performance of their duties during the financial year ended on 31 December 2011
5. Acknowledgement of the resignation of Koenraad Van der Haegen from his position as director of the Company with effect on 21 June 2012, and discharge for the performance of his duties as director of the Company from 1 January 2012 until and including 21 June 2012
6. Discharge of PricewaterhouseCoopers S.àr.l. as statutory auditor of the Company for the performance of its duties during the financial year ended on 31 December 2011
7. Appointment of Andrew O'Shea as director of the Company

8. Remuneration of the directors of the Company
9. Acknowledgement of the intention of and authorisation for the Board of Directors of the Company to adopt and implement an equity incentive plan for the Company pursuant to which options exercisable for up to 1,100,000 shares of the Company may be awarded to employees and directors of the Company and/or its subsidiaries.

The Meeting shall be conducted in conformity with the voting requirements of the Luxembourg law on commercial companies dated 10 August 1915 as amended and the Company's Articles of Association.

The Board of Directors of the Company has determined that shareholders of record at the close of business on 24 May 2012, at 12:00 (Central European Time), will be entitled to vote at the Meeting and any adjournments thereof.

On the date of this Convening Notice, the Company has 56,295,000 (fifty-six million two hundred ninety-five thousand) issued shares each having a voting right.

Voting Recommendation:

The Board of Directors of the Company unanimously recommends that shareholders vote in favour of the resolutions that will be proposed and considered at the Meeting.

Action Required by the Shareholder:

Attached to this notice are the following documents:

(i) draft of the shareholder resolutions to be acted upon at the Meeting (attached as Schedule (i));

(ii) the Annual Report of the Company including the stand-alone financial statements of the Company for the financial year ended on 31 December 2011, the management report and the auditor's report for the period covered by these financial statements and the consolidated financial statements of the Company for the financial year ended on 31 December 2011 (attached as Schedule (ii));

(iii) form of proxy for the voting of shares at the Meeting (attached as Schedule (iii));

(iv) notice from VPS Registrar and attached form of proxy from the holders of interests in the shares registered in the VPS (attached as Schedule (iv)).

If you are a holder of shares in the Company and wish for your shares to be voted at the Meeting, but do not intend to attend in person, please promptly fill in, sign, date and return the proxy according to the instructions specified in the form of proxy hereto attached as Schedule (iii) to ensure that it will be received in time. If you are a holder of interests in shares registered in the Norwegian Central Securities Depository ("VPS") and you wish for your interests to be represented at the Meeting, please promptly fill in, sign, date and return the proxy according to the instructions specified in the form of proxy attached to the notice from DnB Nor Bank ASA hereto attached as Schedule (iv) to ensure that it will be received in time.

An attendance list will be established at the Meeting recording the shareholders of the Company in attendance. To be recorded in such list, a person will have to prove his/her/its status as a shareholder of the Company. In case of a natural person, he/she will have to prove his/her identity. In case of a legal person, its representative will have to prove that he/she is a duly authorized representative empowered to bind the legal person.

Further Information:

If you require further information or clarification of the above, please contact Mr. Steve Manz, Chief Financial Officer, at smanz@podrilling.com.

For and on behalf of the Board of Directors.
Hugo Froment
Director

Référence de publication: 2012062323/29/63.

Adam Rishon S.A., Société Anonyme.

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

R.C.S. Luxembourg B 112.871.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour ADAM RISHON S.A.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012049112/11.

(120067592) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Interba S.A., Société Anonyme.

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

R.C.S. Luxembourg B 136.610.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *20 juin 2012* à 18:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012062317/795/15.

Lamsteed S.A., Société Anonyme.

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

R.C.S. Luxembourg B 98.662.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra le *19 juin 2012* à 11:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012062318/795/15.

Monier Bond Finance S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 168.222.

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STATUTES

In the year two thousand and twelve, on the sixteenth day of April.

Before the undersigned Maître Jean-Joseph Wagner, notary residing in Sanem, Grand Duchy of Luxembourg.

There appeared:

Stichting Monier 1, a foundation incorporated and existing under the laws of the Netherlands, having its registered office at De Boelelaan 7, 1083HJ Amsterdam, Netherlands, registered with the Chamber of Commerce for Amsterdam under registration number 55046118,

duly represented by Ms. Christine Kröger, having her professional address in Luxembourg, Grand Duchy of Luxembourg, by virtue of a proxy given on 13 April 2012 in Amsterdam.

The proxy, after having been signed ne varietur by the proxy-holder and the undersigned notary, shall remain attached to this deed in order to be registered therewith.

Such appearing party has requested the notary to document the deed of incorporation of a société à responsabilité limitée, which it wishes to incorporate and the articles of association of which shall be as follows:

A. Name – Duration – Purpose – Registered office

Art. 1. Name. There hereby exists among the current owner of the shares and/or anyone who may be a shareholder in the future, a company in the form of a société à responsabilité limitée under the name of "Monier Bond Finance S.à r.l." (the "Company").

Art. 2. Duration. The Company is incorporated for an unlimited duration. It may be dissolved at any time and without cause by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

Art. 3. Purpose.

3.1. The Company's purpose is the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities of the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, acquisition by purchase, sale or exchange of securities or rights of any kind whatsoever, such as any equity instruments, debt instruments, patents and licenses, as well as the administration and control of such portfolio.

3.2. The Company may further:

- grant any form of security for the performance of any obligations of the Company or of any entity, in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company, or of any director or any other officer or agent of the Company or of any entity, in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company; and

- lend funds or otherwise assist any entity, in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company.

3.3. The Company may act as general partner with unlimited liability of Monier Bond Finance & Co S.C.A..

3.4. The Company may carry out all transactions, which directly or indirectly serve its purpose. Within such purpose, the Company may especially:

- raise funds through borrowing in any form or by issuing any securities or debt instruments, including bonds, by accepting any other form of investment or by granting any rights of whatever nature, subject to the terms and conditions of the law;

- participate in the incorporation, development and/or control of any entity in the Grand Duchy of Luxembourg or abroad; and

- act as a partner/shareholder with unlimited or limited liability for the debts and obligations of any Luxembourg or foreign entities.

Art. 4. Registered office.

4.1. The Company's registered office is established in the city of Luxembourg, Grand Duchy of Luxembourg.

4.2. Within the same municipality, the Company's registered office may be transferred by a resolution of the board of managers.

4.3. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

4.4. Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers.

B. Share capital – Shares – Register of shareholders – Ownership and Transfer of shares

Art. 5. Share capital.

5.1. The Company's share capital is set at twelve thousand five hundred euro (EUR 12,500), consisting of twelve thousand five hundred (12,500) shares having a par value of one euro (EUR 1) each.

5.2. Under the terms and conditions provided by law, the Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

Art. 6. Shares.

6.1. The Company's share capital is divided into shares, each of them having the same par value.

6.2. The Company may have one or several shareholders, with a maximum number of forty (40), unless otherwise provided by law.

6.3. A shareholder's right in the Company's assets and profits shall be proportional to the number of shares held by him/her/it in the Company's share capital.

6.4. The death, legal incapacity, dissolution, bankruptcy or any other similar event regarding the sole shareholder, as the case may be, or any other shareholder shall not cause the Company's dissolution.

6.5. The Company may repurchase or redeem its own shares under the condition that the repurchased or redeemed shares be immediately cancelled and the share capital reduced accordingly.

6.6. The Company's shares are in registered form.

Art. 7. Register of shareholders.

7.1. A register of shareholders will be kept at the Company's registered office, where it will be available for inspection by any shareholder. This register of shareholders will in particular contain the name of each shareholder, his/her/its residence or registered or principal office, the number of shares held by such shareholder, any transfer of shares, the date of notification to or acceptance by the Company of such transfer pursuant to these articles of association as well as any security rights granted on shares.

7.2. Each shareholder will notify the Company by registered letter his/her/its address and any change thereof. The Company may rely on the last address of a shareholder received by it.

Art. 8. Ownership and Transfer of shares.

8.1. Proof of ownership of shares may be established through the recording of a shareholder in the register of shareholders. Certificates of the recordings in the register of shareholders will be issued and signed by the chairman of the board of managers, by any two of its members or by the sole manager, as the case may be, upon request and at the expense of the relevant shareholder.

8.2. The Company will recognise only one holder per share. In case a share is owned by several persons, they must designate a single person to be considered as the sole owner of that share in relation to the Company. The Company is entitled to suspend the exercise of all rights attached to a share held by several owners until one owner has been designated.

8.3. The Company's shares are freely transferable among existing shareholders. Inter vivos, they may only be transferred to new shareholders subject to the approval of such transfer given by the shareholders, including the transferor, representing in the aggregate seventy-five per cent (75%) of the share capital at least. Unless otherwise provided by law, the shares may not be transmitted by reason of death to non-shareholders, except with the approval of shareholders representing in the aggregate seventy-five per cent (75%) of the voting rights of the surviving shareholders at least.

8.4. Any transfer of shares will need to be documented through a transfer agreement in writing under private seal or in notarised form, as the case may be, and such transfer will become effective towards the Company and third parties upon notification of the transfer to or upon the acceptance of the transfer by the Company, following which any member of the board of managers may record the transfer in the register of shareholders.

8.5. The Company, through any of its managers, may also accept and enter into the register of shareholders any transfer referred to in any correspondence or in any other document which establishes the transferor's and the transferee's consent.

C. General meeting of shareholders

Art. 9. Powers of the general meeting of shareholders.

9.1. The Shareholders exercise their collective rights in the general meeting of shareholders, which constitutes one of the Company's corporate bodies.

9.2. If the Company has only one shareholder, such shareholder shall exercise the powers of the general meeting of shareholders. In such case and to the extent applicable and where the term "sole shareholder" is not expressly mentioned in these articles of association, a reference to the "general meeting of shareholders" used in these articles of association is to be construed as being a reference to the "sole shareholder".

9.3. The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association.

9.4. In case of plurality of shareholders and if the number of shareholders does not exceed twenty-five (25), instead of holding general meetings of shareholders, the shareholders may also vote by resolution in writing, subject to the terms and conditions of the law. To the extent applicable, the provisions of these articles of association regarding general meetings of shareholders shall apply with respect to such vote by resolution in writing.

Art. 10. Convening general meetings of shareholders.

10.1. The general meeting of shareholders of the Company may at any time be convened by the board of managers, by the statutory auditor(s), if any, or by shareholders representing in the aggregate more than fifty per cent (50%) of the Company's share capital, as the case may be, to be held at such place and on such date as specified in the notice of such meeting.

10.2. In case the Company has more than twenty-five (25) shareholders, an annual general meeting must be held in the municipality where the Company's registered office is located or at such other place as may be specified in the notice of such meeting. The annual general meeting of shareholders must be convened within a period of six (6) months from closing the Company's accounts.

10.3. The convening notice for any general meeting of shareholders must contain the agenda of the meeting, the place, date and time of the meeting, and such notice is to be sent to each shareholder by registered letter at least eight (8) days prior to the date scheduled for the meeting.

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

Art. 11. Conduct of general meetings of shareholders – Vote by resolution in writing.

11.1. A board of the meeting shall be formed at any general meeting of shareholders, composed of a chairman, a secretary and a scrutineer, each of whom shall be appointed by the general meeting of shareholders and who need neither be shareholders, nor members of the board of managers. The board of the meeting shall especially ensure that the meeting is held in accordance with applicable rules and, in particular, in compliance with the rules in relation to convening, majority requirements, vote tallying and representation of shareholders.

11.2. An attendance list must be kept at any general meeting of shareholders.

11.3. Quorum and vote

11.3.1. Each share entitles to one (1) vote.

11.3.2. Unless otherwise provided by law or by these articles of association, resolutions of the shareholders are validly passed when adopted by shareholders representing more than fifty per cent (50%) of the Company's share capital on first call. If such majority has not been reached on first call, the shareholders shall be convened or consulted for a second time. On second call, the resolutions will be validly adopted with a majority of votes validly cast, regardless of the portion of capital represented.

11.4. A shareholder may act at any general meeting of shareholders by appointing another person, shareholder or not, as his/her/its proxy in writing by a signed document transmitted by mail, facsimile, electronic mail or by any other means of communication, a copy of such appointment being sufficient proof thereof. One person may represent several or even all shareholders.

11.5. Any shareholder who participates in a general meeting of shareholders by conference-call, video-conference or by any other means of communication which allow such shareholder's identification and which allow that all the persons taking part in the meeting hear one another on a continuous basis and may effectively participate in the meeting, is deemed to be present for the computation of quorum and majority.

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

Art. 12. Amendment of the articles of association. Subject to the terms and conditions provided by law, these articles of association may be amended by a resolution of the general meeting of shareholders, adopted by a (i) majority of shareholders (ii) representing in the aggregate seventy-five per cent (75%) of the share capital at least.

Art. 13. Minutes of general meetings of shareholders.

13.1. The board of any general meeting of shareholders shall draw minutes of the meeting which shall be signed by the members of the board of the meeting as well as by any shareholder who requests to do so.

13.2. The sole shareholder, as the case may be, shall also draw and sign minutes of his/her/its resolutions.

13.3. Any copy and excerpt of such original minutes to be produced in judicial proceedings or to be delivered to any third party, shall be certified conforming to the original by the notary having had custody of the original deed, in case the meeting has been recorded in a notarial deed, or shall be signed by the chairman of the board of managers, by any two of its members or by the sole manager, as the case may be.

D. Management

Art. 14. Powers of the board of managers.

14.1. The Company shall be managed by one or several managers, who need not be shareholders of the Company. In case of plurality of managers, the managers shall form a board of managers being the corporate body in charge of the Company's management and representation. The Company may have several classes of managers. To the extent applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association is to be construed as being a reference to the "sole manager".

14.2. The board of managers is vested with the broadest powers to take any actions necessary or useful to fulfill the corporate object, with the exception of the actions reserved by law or by these articles of association to the shareholder (s).

14.3. The Company's daily management and the Company's representation in connection with such daily management may be delegated to one or several managers or to any other person, shareholder or not, acting alone or jointly as agent of the Company. Their appointment, revocation and powers shall be determined by a resolution of the board of managers.

14.4. The Company may also grant special powers by notarised proxy or private instrument to any persons acting alone or jointly as agents of the Company.

Art. 15. Composition of the board of managers. The board of managers must choose from among its members a chairman of the board of managers. It may also choose a secretary, who needs neither be a shareholder, nor a member of the board of managers.

Art. 16. Election and Removal of managers and Term of the office.

16.1. Managers shall be elected by the general meeting of shareholders, which shall determine their remuneration and term of the office.

16.2. Any manager may be removed at any time, without notice and without cause by the general meeting of shareholders. A manager, who is also shareholder of the Company, shall not be excluded from voting on his/her/its own revocation.

16.3. Any manager shall hold office until its/his/her successor is elected. Any manager may also be re-elected for successive terms.

Art. 17. Convening meetings of the board of managers.

17.1. The board of managers shall meet upon call by its chairman or by any two (2) of its members at the place indicated in the notice of the meeting as described in the next paragraph.

17.2. Written notice of any meeting of the board of managers must be given to the managers twenty-four (24) hours at least in advance of the date scheduled for the meeting by mail, facsimile, electronic mail or any other means of communication, except in case of emergency, in which case the nature and the reasons of such emergency must be indicated in the notice. Such convening notice is not necessary in case of assent of each manager in writing by mail, facsimile, electronic mail or by any other means of communication, a copy of such signed document being sufficient proof thereof. Also, a convening notice is not required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers. No convening notice shall furthermore be required in case all members of the board of managers are present or represented at a meeting of the board of managers or in the case of resolutions in writing pursuant to these articles of association.

Art. 18. Conduct of meetings of the board of managers.

18.1. The chairman of the board of managers shall preside at all meeting of the board of managers. In his/her/its absence, the board of managers may appoint another manager as chairman pro tempore.

18.2. Quorum

The board of managers can deliberate or act validly only if at least half of its members are present or represented at a meeting of the board of managers.

18.3. Vote

Resolutions are adopted with the approval of a majority of votes of the members present or represented at a meeting of the board of managers. The chairman shall not have a casting vote.

18.4. Any manager may act at any meeting of the board of managers by appointing any other manager as his/her/its proxy in writing by mail, facsimile, electronic mail or by any other means of communication, a copy of the appointment being sufficient proof thereof. Any manager may represent one or several of his/her/its colleagues.

18.5. Any manager who participates in a meeting of the board of managers by conference-call, video-conference or by any other means of communication which allow such manager's identification and which allow that all the persons taking part in the meeting hear one another on a continuous basis and may effectively participate in the meeting, is deemed to be present for the computation of quorum and majority. A meeting of the board of managers held through such means of communication is deemed to be held at the Company's registered office.

18.6. The board of managers may unanimously pass resolutions in writing which shall have the same effect as resolutions passed at a meeting of the board of managers duly convened and held. Such resolutions in writing are passed when dated and signed by all managers on a single document or on multiple counterparts, a copy of a signature sent by mail, facsimile, e-mail or any other means of communication being sufficient proof thereof. The single document showing all the signatures or the entirety of signed counterparts, as the case may be, will form the instrument giving evidence of the passing of the resolutions, and the date of such resolutions shall be the date of the last signature.

Art. 19. Minutes of meetings of the board of managers.

19.1. The secretary, or if no secretary has been appointed, the chairman, shall draw minutes of any meeting of the board of managers, which shall be signed by the chairman and by the secretary, as the case may be.

19.2. The sole manager, as the case may be, shall also draw and sign minutes of his/her/its resolutions.

19.3. Any copy and excerpt of any such original minutes to be produced in judicial proceedings or to be delivered to any third party shall be signed by the chairman of the board of managers, by any two of its members or by the sole manager, as the case may be.

Art. 20. Dealings with third parties. The Company will be bound towards third parties in all circumstances by the sole signature of any member of the board of managers or by the signature of the sole manager or by the joint signatures or by the sole signature of any person(s) to whom such signatory power has been delegated by the board of managers or by the sole manager. The Company will be bound towards third parties by the signature of any agent(s) to whom the power in relation to the Company's daily management has been delegated acting alone or jointly, subject to the rules and the limits of such delegation.

E. Supervision

Art. 21. Statutory auditor(s) – Independent auditor(s).

21.1. In case the Company has more than twenty-five (25) shareholders, its operations shall be supervised by one or several statutory auditors, who may be shareholders or not.

21.2. The general meeting of shareholders shall determine the number of statutory auditors, shall appoint them and shall fix their remuneration and term of the office. A former or current statutory auditor may be reappointed by the general meeting of shareholders.

21.3. Any statutory auditor may be removed at any time, without notice and without cause by the general meeting of shareholders.

21.4. The statutory auditors have an unlimited right of permanent supervision and control of all operations of the Company.

21.5. The statutory auditors may be assisted by an expert in order to verify the Company's books and accounts. Such expert must be approved by the Company.

21.6. In case of plurality of statutory auditors, they will form a board of statutory auditors, which must choose from among its members a chairman. It may also choose a secretary, who needs neither be a shareholder, nor a statutory auditor. Regarding the convening and conduct of meetings of the board of statutory auditors the rules provided in these articles of association relating to the convening and conduct of meetings of the board of managers shall apply.

21.7. If the Company exceeds two (2) of the three (3) criteria provided for in the first paragraph of article 35 of the law of 19 December 2002 regarding the Trade and Companies Register and the accounting and annual accounts of undertakings for the period of time as provided in article 36 of the same law, the statutory auditors will be replaced by one or several independent auditors, chosen among the members of the Institut des réviseurs d'entreprises agréés, to be appointed by the general meeting of shareholders, which determines the duration of his/her/their office.

F. Financial year – Profits – Interim dividends

Art. 22. Financial year. The Company's financial year shall begin on first January of each year and shall terminate on thirty-first December of the same year.

Art. 23. Profits.

23.1. From the Company's annual net profits five per cent (5%) at least shall be allocated to the Company's legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of the Company's reserve amounts to ten per cent (10%) of the Company's share capital.

23.2. Sums contributed to the Company by a shareholder may also be allocated to the legal reserve, if the contributing shareholder agrees with such allocation.

23.3. In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.

23.4. Under the terms and conditions provided by law and upon recommendation of the board of managers, the general meeting of shareholders will determine how the remainder of the Company's annual net profits will be used in accordance with the law and these articles of association.

Art. 24. Interim dividends – Share premium.

24.1. The board of managers or the general meeting of shareholders may proceed to the payment of interim dividends, under the reservation that (i) interim accounts have been drawn-up showing that sufficient funds are available, (ii) the amount to be distributed does not exceed total profits made since the end of the last financial year for which the annual accounts have been approved, plus any profits carried forward and sums drawn from reserves available for this purpose, less losses carried forward and any sums to be placed to reserve pursuant to the requirements of the law or of these articles of association and (iii) the Company's auditor, if any, has stated in his/her report to the board of managers that the first two conditions have been satisfied.

24.2. The share premium, if any, may be freely distributed to the shareholder(s) by a resolution of the shareholder(s) or of the manager(s), subject to any legal provisions regarding the inalienability of the share capital and of the legal reserve.

G. Liquidation

Art. 25. Liquidation. In the event of the Company's dissolution, the liquidation shall be carried out by one or several liquidators, individuals or legal entities, appointed by the general meeting of shareholders resolving on the Company's dissolution which shall determine the liquidators'/liquidator's powers and remuneration.

H. Governing law

Art. 26. Governing law. These articles of association shall be construed and interpreted under and shall be governed by Luxembourg law. All matters not governed by these articles of association shall be determined in accordance with the law of 10 August 1915 governing commercial companies, as amended.

Transitional provisions

1) The Company's first financial year shall begin on the date of the Company's incorporation and shall end on thirty-first (31 st) December 2012.

2) Interim dividends may also be made during the Company's first financial year.

Subscription and Payment

The subscribers have subscribed the shares to be issued as follows:

Stichting Monier 1, aforementioned, paid twelve thousand five hundred euro (EUR 12,500) in subscription for twelve thousand five hundred (12,500) shares.

All the shares have been entirely paid-in in cash, so that the amount of twelve thousand five hundred euro (EUR 12,500) is as of now available to the Company, as it has been justified to the undersigned notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever incurred by the Company or which shall be borne by the Company in connection with its incorporation are estimated to be one thousand euro.

General meeting of shareholders

The incorporating shareholder, representing the Company's entire share capital, has immediately proceeded with the adoption of the following resolutions.

1) Mr. Yves Cheret, born on 1 May 1966 in Eupen, Belgium, with personal address at 35 rue Tresch, L-8373 Hobscheid, Grand-Duchy of Luxembourg, is appointed as sole manager of the Company;

2) The term of the office of the sole manager shall end on the date when the general meeting of shareholders/sole shareholder shall resolve upon the approval of the Company's accounts of the financial year 2012 or at any time prior to such date as the general meeting of shareholders/sole shareholder may determine.

3) The address of the Company's registered office is set at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duchy of Luxembourg.

The undersigned notary who understands and speaks English, states herewith that, on request of the appearing person, this deed is worded in English followed by a French translation. On the request of the same appearing person and in case of divergences between the English and the French/German text, the English version will be prevailing.

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

The document having been read to the proxy-holder of the appearing persons, the proxy-holder signed together with the notary, this original deed.

Suit la traduction en français du texte qui précède

L'an deux mille douze, le seizième jour du mois d'avril.

Par-devant le soussigné Maître Jean-Joseph Wagner, notaire de résidence à Sanem, Grand-duché de Luxembourg.

A comparu:

Stichting Monier 1, une fondation constituée et existante sous les lois des Pays-Bas, ayant son siège social à Boelelaan 7, 1083HJ Amsterdam, Pays-Bas, inscrite auprès de la chambre de commerce d'Amsterdam sous le numéro d'inscription 55046118,

dûment représentée par Mademoiselle Christine Kröger, ayant son adresse professionnelle à Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration donnée à Amsterdam le 13 avril 2012.

La procuration, signée ne varietur par le mandataire et le notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La comparante a requis le notaire soussigné de dresser l'acte d'une société à responsabilité limitée qu'il déclare constituer et dont les statuts seront comme suit:

A. Nom – Durée – Objet – Siège social

Art. 1 er . Nom. Il existe entre le propriétaire actuel des parts sociales et/ou toute personne qui sera un associé dans le futur, une société dans la forme d'une société à responsabilité limitée sous la dénomination «Monier Bond Finance S.à r.l.» (la «Société»).

Art. 2. Durée. La Société est constituée pour une durée illimitée. Elle pourra être dissoute à tout moment et sans cause par une décision de l'assemblée générale des associés, prise aux conditions requises pour une modification des présents statuts.

Art. 3. Objet.

3.1. La Société a pour objet la création, la détention, le développement et la réalisation d'un portfolio se composant de participations et de droits de toute nature, et de toute autre forme d'investissement dans des entités du Grand-Duché de Luxembourg et dans des entités étrangères, que ces entités soient déjà existantes ou encore à créer, notamment par souscription, acquisition par achat, vente ou échange de titres ou de droits de quelque nature que ce soit, tels que des titres participatifs, des titres représentatifs d'une dette, des brevets et des licences, ainsi que la gestion et le contrôle de ce portfolio.

3.2. La Société pourra également:

- accorder toute forme de garantie pour l'exécution de toute obligation de la Société ou de toute entité dans laquelle la Société détient un intérêt direct ou indirect ou un droit de toute nature, ou dans laquelle la Société a investi de toute autre manière, ou qui fait partie du même groupe d'entités que la Société, ou de tout directeur ou autre titulaire ou agent de la Société, ou de toute entité dans laquelle la Société détient un intérêt direct ou indirect ou un droit de toute nature,

ou dans laquelle la Société a investi de toute autre manière, ou qui fait partie du même groupe d'entités que la Société; et

- accorder des prêts à toute entité dans laquelle la Société détient un intérêt direct ou indirect ou un droit de toute nature, ou dans laquelle la Société a investi de toute autre manière, ou qui fait partie du même groupe d'entités que la Société, ou assister une telle entité de toute autre manière.

3.3. La Société peut agir en tant que commandité de Monier Bond Finance & Co S.C.A..

3.4. La société peut réaliser toutes les transactions qui serviront directement ou indirectement son objet. Dans le cadre de son objet la Société peut notamment:

- rassembler des fonds, notamment en faisant des emprunts auprès de qui que ce soit ou en émettant tous titres participatifs ou tous titres représentatifs d'une dette, incluant des obligations, en acceptant toute autre forme d'investissement ou en accordant tous droits de toute nature;

- participer à la constitution, au développement et/ou au contrôle de toute entité dans le Grand-Duché de Luxembourg ou à l'étranger; et

- agir comme associé/actionnaire responsable indéfiniment ou de façon limitée pour les dettes et engagements de toute société du Grand-Duché de Luxembourg ou à l'étranger.

Art. 4. Siège social.

4.1. Le siège social de la Société est établi en la ville de Luxembourg, Grand-Duché de Luxembourg.

4.2. Le siège social pourra être transféré à l'intérieur de la même commune par décision du conseil de gérance.

4.3. Il pourra être transféré dans toute autre commune du Grand-Duché de Luxembourg par une décision de l'assemblée générale des associés, prise aux conditions requises pour une modification des présents statuts.

4.4. Il peut être créé, par une décision du conseil de gérance, des succursales ou bureaux, tant dans le Grand-Duché de Luxembourg qu'à l'étranger.

B. Capital social – Parts sociales – Registre des associés – Propriété et Transfert des parts sociales

Art. 5. Capital social.

5.1. La Société a un capital social de douze mille cinq cents euros (EUR 12.500) représenté par douze mille cinq cents (12.500) parts sociales ayant une valeur nominale d'un euro (EUR 1) chacune.

5.2. Aux conditions et termes prévus par la loi, le capital social de la Société pourra être augmenté ou réduit par une décision de l'assemblée générale des associés, prise aux conditions requises pour une modification des présents statuts.

Art. 6. Parts sociales.

6.1. Le capital social de la Société est divisé en parts sociales ayant chacune la même valeur nominale.

6.2. La Société peut avoir un ou plusieurs associés, étant précisé que le nombre des associés est limité à quarante (40), sauf disposition contraire de la loi.

6.3. Le droit d'un associé dans les actifs et les bénéfices de la Société est proportionnel au nombre de parts sociales qu'il détient dans le capital social de la Société.

6.4. Le décès, l'incapacité, la dissolution, la faillite ou tout autre évènement similaire concernant tout associé ou l'associé unique, le cas échéant, n'entraînera pas la dissolution de la Société.

6.5. La Société pourra racheter ou retirer ses propres parts sociales, sous réserve d'une annulation immédiate des parts sociales rachetées ou retirées et d'une réduction du capital social correspondante.

6.6. Les parts sociales de la Société sont émises sous forme nominative.

Art. 7. Registre des associés.

7.1. Un registre des associés sera tenu au siège social de la Société et pourra y être consulté par tout associé de la Société. Ce registre contiendra en particulier le nom de chaque associé, son domicile ou son siège social ou son siège principal, le nombre de parts sociales détenues par tel associé, tout transfert de parts sociales, la date de la notification ou de l'acceptation par la Société de ce transfert conformément aux présents statuts ainsi que toutes garanties accordées sur des parts sociales.

7.2. Chaque associé notifiera son adresse à la Société par lettre recommandée, ainsi que tout changement d'adresse ultérieur. La Société peut considérer comme exacte la dernière adresse de l'associé qu'elle a reçue.

Art. 8. Propriété et Transfert de parts sociales.

8.1. La preuve du titre de propriété concernant des parts sociales peut être apportée par l'enregistrement d'un associé dans le registre des associés. Des certificats de ces enregistrements pourront être émis et signés par le président du conseil de gérance, par deux gérants ou par le gérant unique, selon le cas, sur requête et aux frais de l'associé en question.

8.2. La Société ne reconnaît qu'un seul propriétaire par part sociale. Si une part sociale est détenue par plus d'une personne, ces personnes doivent désigner un mandataire unique qui sera considéré comme le seul propriétaire de la part sociale à l'égard de la Société. Celle-ci a le droit de suspendre l'exercice de tous les droits attachés à une telle part sociale jusqu'à ce qu'une personne soit désignée comme étant propriétaire unique.

8.3. Les parts sociales sont librement cessibles entre associés. Les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné par les associés, y compris le cédant, représentant au moins soixante-quinze pour cent (75%) du capital social. Sauf stipulation contraire par la loi, en cas de décès d'un associé, les parts sociales de ce dernier ne peuvent être transmises à des non-associés que moyennant l'agrément, donné par les associés, représentant au moins soixante-quinze pour cent (75%) des droits de vote des associés survivants.

8.4. Toute cession de part social doit être documentée par un contrat de cession écrite sous seing privé ou sous forme authentique, le cas échéant, et ce transfert sera opposable à la Société et aux tiers sur notification de la cession à la Société ou par l'acceptation de la cession par la Société, suite auxquelles tout gérant peut enregistrer la cession.

8.5. La Société, par l'intermédiaire de n'importe lequel de ses gérants, peut aussi accepter et entrer dans le registre des associés toute cession à laquelle toute correspondance ou tout autre document fait référence et établit les consentements du cédant et du cessionnaire.

C. Assemblée générale des associés

Art. 9. Pouvoirs de l'assemblée générale des associés.

9.1. Les associés de la Société exercent leurs droits collectifs dans l'assemblée générale des associés, qui constitue un des organes de la Société.

9.2. Si la Société ne possède qu'un seul associé, cet associé exercera les pouvoirs de l'assemblée générale des associés. Dans ce cas et lorsque le terme „associé unique" n'est pas expressément mentionné dans les présents statuts, une référence à „l'assemblée générale des associés" utilisée dans les présents statuts doit être lue comme une référence à „l'associé unique".

9.3. L'assemblée générale des associés est investie des pouvoirs qui lui sont expressément réservés par la loi et par les présents statuts.

9.4. En cas de pluralité d'associés et si le nombre d'associés n'excède pas vingt-cinq (25), les associés peuvent, au lieu de tenir une assemblée générale d'associés, voter par résolution écrite, aux termes et conditions prévus par la loi. Le cas échéant, les dispositions des présents statuts concernant les assemblées générales des associés s'appliqueront au vote par résolution écrite.

Art. 10. Convocation de l'assemblée générale des associés.

10.1. L'assemblée générale des associés de la Société peut à tout moment être convoquée par le conseil de gérance, par le(s) commissaire(s) aux comptes, le cas échéant, ou par les associés représentant au moins cinquante pour cent (50%) du capital social de la Société, pour être tenue aux lieu et date précisés dans l'avis de convocation.

10.2. Si la Société compte plus de vingt cinq (25) associés, une assemblée générale annuelle des associés doit être tenue dans la commune où le siège social de la Société est situé ou dans un autre lieu tel que spécifié dans l'avis de convocation à cette assemblée. L'assemblée générale annuelle des associés doit être convoquée dans un délai de six (6) mois à compter de la clôture des comptes de la Société.

10.3. L'avis de convocation à toute assemblée générale des associés doit contenir l'ordre du jour, le lieu, la date et l'heure de l'assemblée, et cet avis doit être envoyé à chaque associé par lettre recommandée au moins huit (8) jours avant la date prévue de l'assemblée.

10.4. Si tous les associés sont présents ou représentés à une assemblée générale des associés et s'ils déclarent avoir été dûment informés de l'ordre du jour de l'assemblée, l'assemblée générale des associés peut être tenue sans convocation préalable.

Art. 11. Conduite de l'assemblée générale des associés – Vote par résolution écrite.

11.1. Un bureau de l'assemblée doit être constitué à toute assemblée générale des associés, composé d'un président, d'un secrétaire et d'un scrutateur, chacun étant désigné par l'assemblée générale des associés, sans qu'il soit nécessaire qu'ils soient associés ou membres du conseil de gérance. Le bureau de l'assemblée s'assure spécialement que l'assemblée soit tenue conformément aux règles applicables et, en particulier, en accord avec celles relatives à la convocation, aux exigences de majorité, au décompte des votes et à la représentation des associés.

11.2. Une liste de présence doit être tenue à toute assemblée générale des associés.

11.3. Quorum et vote

11.3.1. Chaque part sociale donne droit à un (1) vote.

11.3.2. Sauf exigence contraire dans la loi ou dans les présents statuts, les résolutions des associés sont valablement prises si elles ont été adoptées par les associés représentant au premier vote plus de cinquante pour cent (50%) du capital social de la Société. Si cette majorité n'a pas été obtenue au premier vote, les associés seront convoqués ou consultés une deuxième fois. Au deuxième vote, les résolutions seront valablement adoptées avec une majorité de voix valablement exprimées, quelle que soit la portion du capital présent ou représenté.

11.4. Un associé peut agir à toute assemblée générale des associés en désignant une autre personne, associé ou non, comme son mandataire, par procuration écrite et signée, transmise par courrier, télécopie, courrier électronique ou par tout autre moyen de communication, une copie de cette procuration étant suffisante pour la prouver. Une personne peut représenter plusieurs ou même tous les associés.

11.5. Tout associé qui prend part à une assemblée générale des associés par conférence téléphonique, vidéoconférence ou par tout autre moyen de communication permettant son identification et que toutes les personnes participant à l'assemblée s'entendent mutuellement sans discontinuité et puissent participer pleinement à l'assemblée, est censé être présent pour le calcul du quorum et de la majorité.

11.6. Le conseil de gérance peut déterminer toutes les autres conditions à remplir par les associés pour pouvoir prendre part à toute assemblée générale des associés.

Art. 12. Modification des statuts. Sous réserve des termes et conditions prévus par la loi, les présents statuts peuvent être modifiés par une décision de l'assemblée générale des associés, adoptée par (i) la majorité des associés (ii) représentant au moins soixante-quinze pour cent (75%) du capital social de la Société.

Art. 13. Procès-verbaux des assemblées générales des associés.

13.1. Le bureau de toute assemblée générale des associés rédige le procès-verbal de l'assemblée, qui doit être signé par les membres du bureau de l'assemblée ainsi que par tout associé qui en fait la demande.

13.2. De même, l'associé unique, le cas échéant, rédige et signe un procès-verbal de ses décisions.

13.3. Toute copie et extrait de procès-verbaux destinés à servir dans une procédure judiciaire ou à être délivrés à un tiers, doivent être certifiés conformes à l'original par le notaire ayant la garde de l'acte authentique, dans le cas où l'assemblée a été inscrite dans un acte notarié, ou signés par le président du conseil de gérance, par deux gérants ou par le gérant unique, le cas échéant.

D. Gestion

Art. 14. Pouvoirs du conseil de gérance.

14.1. La Société sera gérée par un ou plusieurs gérants qui ne doivent pas nécessairement être des associés. En cas de pluralité de gérants, les gérants constituent un conseil de gérance, étant l'organe chargé de la gérance et de la représentation de la Société. La Société peut avoir différentes catégories de gérants. Dans la mesure où le terme „gérant unique" n'est pas expressément mentionné dans les présents statuts, une référence au „conseil de gérance" utilisée dans les présents statuts doit être lue comme une référence au „gérant unique".

14.2. Le conseil de gérance est investi des pouvoirs les plus larges pour prendre toute action nécessaires ou utiles à l'accomplissement de l'objet social, à l'exception des pouvoirs que la loi ou les présents statuts réservent à l'associé/aux associés.

14.3. La gestion journalière de la Société ainsi que représentation de la Société en ce qui concerne cette gestion, peut être déléguée à un ou plusieurs gérants ou à toute autre personne, associé ou non, susceptibles d'agir seuls ou conjointement comme mandataires de la Société. Leur désignation, révocation et pouvoirs sont déterminés par une décision du conseil de gérance.

14.4. La Société pourra également conférer des pouvoirs spéciaux par procuration notariée ou sous seing privé à toute personne agissant seule ou conjointement avec d'autres personnes comme mandataire de la Société.

Art. 15. Composition du conseil de gérance. Le conseil de gérance doit choisir un président du conseil de gérance parmi ses membres. Il peut aussi choisir un secrétaire, qui peut n'être ni associé ni membre du conseil de gérance.

Art. 16. Election et Révocation des gérants et Terme du mandat.

16.1. Les gérants seront élus par l'assemblée générale des associés, qui déterminera leurs émoluments et la durée de leur mandat.

16.2. Tout gérant peut être révoqué à tout moment, sans préavis et sans cause, par l'assemblée générale des associés. Un gérant, étant également associé de la Société, ne sera pas exclu du vote sur sa propre révocation.

16.3. Tout gérant exercera son mandat jusqu'à ce que son successeur ait été élu. Tout gérant sortant peut également être réélu pour des périodes successives.

Art. 17. Convocation des réunions du conseil de gérance.

17.1. Le conseil de gérance se réunit sur convocation du président ou de deux (2) de ses membres au lieu indiqué dans l'avis de convocation tel que décrit au prochain alinéa.

17.2. Un avis de convocation écrit à toute réunion du conseil de gérance doit être donné à tous les gérants par courrier, télécopie, courrier électronique ou tout autre moyen de communication, au moins vingt-quatre (24) heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas l'avis de convocation devra mentionner la nature et les raisons de cette urgence. Il peut être passé outre à la nécessité de pareille convocation en cas d'assentiment écrit de chaque gérant par courrier, télécopie, courrier électronique ou tout autre moyen de communication, une copie d'un tel document écrit étant suffisante pour le prouver. Un avis de convocation n'est pas non plus requis pour des réunions du conseil de gérance se tenant à des heures et à des endroits déterminés dans une résolution préalablement adoptée par le conseil de gérance. De même, un tel avis n'est pas requis dans le cas où tous les membres du conseil de gérance sont présents ou représentés à une réunion du conseil de gérance, ou dans le cas de décisions écrites conformément aux présents statuts.

Art. 18. Conduite des réunions du conseil de gérance.

18.1. Le président du conseil de gérance préside à toute réunion du conseil de gérance. En son absence, le conseil de gérance peut provisoirement élire un autre gérant comme président temporaire.

18.2. Quorum

Le conseil de gérance ne peut délibérer et agir valablement que si au moins la moitié de ses membres est présente ou représentée à une réunion du conseil de gérance.

18.3. Vote

Les décisions sont prises à la majorité des votes des gérants présents ou représentés à chaque réunion du conseil de gérance. Le président de la réunion n'a pas de voix prépondérante.

18.4. Tout gérant peut se faire représenter à toute réunion du conseil de gérance en désignant sous forme écrite par courrier, télécopie, courrier électronique ou tout autre moyen de communication tout autre gérant comme son mandataire, une copie étant suffisante pour le prouver. Un gérant peut représenter un ou plusieurs de ses collègues.

18.5. Tout gérant qui prend part à une réunion du conseil de gérance par conférence téléphonique, vidéoconférence ou par tout autre moyen de communication permettant son identification et que toutes les personnes participant à la réunion s'entendent mutuellement sans discontinuité et puissent participer pleinement à cette réunion, est censé être présent pour le calcul du quorum et de la majorité. Une réunion qui s'est tenue par les moyens de communication susvisés sera censée s'être tenue au siège social de la Société.

18.6. Le conseil de gérance peut à l'unanimité prendre des résolutions écrites ayant le même effet que des résolutions adoptées lors d'une réunion du conseil de gérance dûment convoqué et s'étant régulièrement tenu. Ces résolutions écrites sont adoptées une fois datées et signées par tous les gérants sur un document unique ou sur des documents séparés, une copie d'une signature originale envoyée par courrier, télécopie, courrier électronique ou toute autre moyen de communication étant considérée comme une preuve suffisante. Le document unique avec toutes les signatures ou, le cas échéant, les actes séparés signés par chaque gérant, le cas échéant, constitueront l'acte prouvant l'adoption des résolutions, et la date de ces résolutions sera la date de la dernière signature.

Art. 19. Procès-verbaux des réunions du conseil de gérance.

19.1. Le secrétaire ou, s'il n'a pas été désigné de secrétaire, le président rédige le procès-verbal de toute réunion du conseil de gérance, qui est signé par le président et par le secrétaire, le cas échéant.

19.2. Le gérant unique, le cas échéant, rédige et signe également un procès-verbal de ses résolutions.

19.3. Toute copie et extrait de procès-verbaux destinés à servir dans une procédure judiciaire ou à être délivrés à un tiers seront signés par le président du conseil de gérance, par deux gérants ou par le gérant unique, le cas échéant.

Art. 20. Rapports avec les tiers. Vis-à-vis des tiers, la Société sera valablement engagée en toute circonstance par la seule signature de n'importe quel membre du conseil de gérance ou par la signature du gérant unique, ou par les signatures conjointes ou la seule signature de toute(s) personne(s) à laquelle/auxquelles pareil pouvoir de signature aura été délégué par le conseil de gérance ou par le gérant unique. La Société sera valablement engagée vis-à-vis des tiers par la signature de tout/tous mandataire(s) auquel/auxquels le pouvoir quant à la gestion journalière de la Société aura été délégué, agissant seul ou conjointement, conformément aux règles et aux limites d'une telle délégation.

E. Surveillance de la société

Art. 21. Commissaire(s) aux comptes statutaire(s) – Réviseur(s) d'entreprises agréé(s).

21.1. Si la Société compte plus que vingt-cinq (25) associés, les opérations de la Société seront surveillées par un ou plusieurs commissaires aux comptes statutaires, qui peuvent être des associés ou non.

21.2. L'assemblée générale des associés détermine le nombre de(s) commissaire(s) aux comptes statutaire(s), nomme celui-ci/ceux-ci et fixe la rémunération et la durée de son/leur mandat. Un ancien commissaire aux comptes ou un commissaire aux comptes sortant peut être réélu par l'assemblée générale des associés.

21.3. Tout commissaire aux comptes statutaire peut être démis de ses fonctions à tout moment, sans préavis et sans cause, par l'assemblée générale des associés.

21.4. Les commissaires aux comptes statutaires ont un droit illimité de surveillance et de contrôle permanents de toutes les opérations de la Société.

21.5. Les commissaires aux comptes statutaires peuvent être assistés par un expert pour vérifier les livres et les comptes de la Société. Cet expert doit être approuvé par la Société.

21.6. Dans le cas où il existe plusieurs commissaires aux comptes statutaires, ceux-ci constituent un conseil des commissaires aux comptes, qui devra choisir un président parmi ses membres. Il peut également désigner un secrétaire, qui n'a pas à être ni associé, ni commissaire aux comptes. Les règles des présents statuts concernant la convocation et la conduite des réunions du conseil de gérance s'appliquent à la convocation et à la conduite des réunions du conseil des commissaires aux comptes.

21.7. Dans l'hypothèse où la Société remplirait deux (2) des trois (3) critères stipulés dans le premier paragraphe de l'article 35 de la loi du 19 décembre 2002 sur le registre du commerce et des sociétés et sur la comptabilité et les comptes annuels des entreprises, sur une période de temps prévue à l'article 36 de cette même loi, les commissaires aux comptes

statutaires sont remplacés par un ou plusieurs réviseurs d'entreprises agréés, choisis parmi les membres de l'Institut des réviseurs d'entreprises agréés, pour être nommés par l'assemblée générale des associés, qui détermine la durée de son/leur mandat.

F. Exercice social – Bénéfices – Dividendes - Provisoires

Art. 22. Exercice social. L'exercice social de la Société commence le premier janvier de chaque année et se termine le trente-et-un décembre de la même année.

Art. 23. Bénéfices.

23.1. Sur les bénéfices annuels nets de la Société, au moins cinq pour cent (5 %) seront affectés à la réserve légale. Cette affectation cessera d'être obligatoire dès que et tant que le montant total de la réserve de la Société atteindra dix pour cent (10%) du capital social de la Société.

23.2. Les sommes allouées à la Société par un associé peuvent également être affectées à la réserve légale, si l'associé en question accepte cette affectation.

23.3. En cas de réduction de capital, la réserve légale de la Société pourra être réduite en proportion afin qu'elle n'excède pas dix pour cent (10%) du capital social.

23.4. Aux conditions et termes prévus par la loi et sur recommandation du conseil de gérance l'assemblée générale des associés décidera de la manière dont le reste des bénéfices annuels nets sera affecté, conformément à la loi et aux présents statuts.

Art. 24. Dividendes intérimaires – Prime d'émission.

24.1. Le conseil de gérance ou l'assemblée générale des associés pourra procéder à la distribution de dividendes intérimaires, sous réserve que

(i) des comptes intérimaires ont été établis, démontrant suffisamment de fonds disponibles, (ii) le montant à distribuer n'excède pas la somme totale des bénéfices faites depuis la fin du dernier exercice social pour lequel les comptes annuels ont été approuvés, plus tous les bénéfices reportés et sommes reçues de réserves disponibles à cette fin, moins des pertes reportées et toutes les sommes qui doivent être mises à la réserve conformément aux dispositions de la loi ou des statuts présents et (iii) le commissaire aux comptes de la Société, le cas échéant, a considéré dans son rapport au conseil de gérance, que les deux premières conditions ont été satisfaites.

24.2. La prime d'émission, le cas échéant, est librement distribuable aux associés par une résolution des associés/de l'associé ou des gérants/du gérant, sous réserve de toute disposition légale concernant l'inaliénabilité du capital social et de la réserve légale.

G. Liquidation

Art. 25. Liquidation. En cas de dissolution de la Société, la liquidation sera effectuée par un ou plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale des associés qui décide de la dissolution de la Société et qui fixera les pouvoirs et émoluments de chacun.

H. Loi applicable

Art. 26. Loi applicable. Les présents statuts doivent être lus et interprétés selon le droit luxembourgeois, auquel ils sont soumis. Pour tous les points non spécifiés dans les présents statuts, les parties se réfèrent aux dispositions de la loi du 10 août 1915, telle que modifiée, concernant les sociétés commerciales.

Dispositions transitoires

1) Le premier exercice social de la Société commencera le jour de la constitution de la Société et se terminera le trente-et-un (31) décembre 2012.

2) Les bénéfices provisoires peuvent aussi être distribués pendant le premier exercice social de la Société.

Souscription et Paiement

Toutes les parts sociales ont été souscrites comme suit:

Stichting Monier 1, susnommée, a payé douze mille cinq cents euros (EUR 12.500) pour une souscription à douze mille cinq cents (12.500) parts sociales.

Toutes les parts sociales ont été entièrement libérées en numéraire, de sorte que la somme de douze mille cinq cents euros (EUR 12.500) est dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire soussigné.

Frais

Le montant des dépenses, frais, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution sont évalués à environ mille euros.

Assemblée générale des associés

L'associé constituant, représentant l'intégralité du capital social de la Société, a immédiatement procédé à l'adoption des résolutions suivantes.

1) Monsieur Yves Cheret, né le 1 er mai 1966 à Eupen, Belgique, ayant son adresse personnelle au 35 rue Tresch, L-8373 Hobscheid, Grand-duché de Luxembourg, est nommé gérant unique de la Société.

2) Le mandat du gérant unique gérants se termine à la date à laquelle l'assemblée générale des associés/l'associé unique, selon le cas, décide de l'approbation des comptes de la Société pour l'exercice social 2012 ou à toute date antérieure déterminée par l'assemblée générale des associés/l'associé unique, selon le cas.

3) L'adresse du siège social de la Société est fixée au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-duché de Luxembourg.

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande de la comparante, le présent acte est rédigé en langue anglaise, suivi d'une traduction en français. Sur demande de la même comparante et en cas de divergences entre le texte anglais et le texte français, le texte anglais fait foi.

Dont acte fait et passé à Luxembourg, Grand-duché de Luxembourg, à la date indiquée au début de ce document.

L'acte ayant été lu au représentant de la comparante, la représentante a signé avec le notaire le présent acte.

Signé: C. KRÖGER, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 17 avril 2012. Relation: EAC/2012/4972. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): M. HALSDORF.

Référence de publication: 2012046287/651.

(120062290) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2012.

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

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

R.C.S. Luxembourg B 163.281.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *19 juin 2012* à 10:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012062326/795/15.

Oevole Anlage A.G., Société Anonyme.

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

R.C.S. Luxembourg B 102.513.

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Le quorum requis par l'article 67-1 de la loi modifiée du 10 août 1915 sur les sociétés commerciales n'ayant pas été atteint lors de l'Assemblée Générale Statutaire tenue le 7 mai 2012, l'assemblée n'a pas pu statuer sur l'ordre du jour.

Avis de convocation

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui aura lieu le *2 juillet 2012* à 9.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Les décisions sur l'ordre du jour seront prises quelle que soit la portion des actions présentes ou représentées et pour autant qu'au moins les deux tiers des voix des actionnaires présents ou représentés se soient prononcés en faveur de telles décisions.

Le Conseil d'Administration.

Référence de publication: 2012062321/795/19.

Luxembourg Investment Partners S.A., Société Anonyme.

Siège social: L-2338 Luxembourg, 1, rue Plaetis.

R.C.S. Luxembourg B 141.957.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *18 juin 2012* à 13:30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012062319/795/15.

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

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

R.C.S. Luxembourg B 141.274.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *19 juin 2012* à 11:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012062322/795/17.

Selected Absolute Strategies, Société d'Investissement à Capital Variable (en liquidation).

Siège social: L-1470 Luxembourg, 52, route d'Esch.

R.C.S. Luxembourg B 63.046.

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Par le présent avis, les actionnaires sont conviés à assister à:

l'ASSEMBLEE GENERALE ORDINAIRE

de Selected Absolute Strategies, qui se tiendra au 3, rue Jean Piret, L-2965 Luxembourg, le *3 juillet 2012* à 11h00, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport sur les résultats de la liquidation et indication des causes empêchant la finalisation de la liquidation.
2. Publication du bilan de la Société.
3. Divers.

Pour être admis à l'Assemblée Générale, tout propriétaire d'actions au porteur doit déposer ses titres aux sièges et agences de ING Luxembourg, et faire part de son désir d'assister à l'Assemblée, le tout cinq jours francs au moins avant l'Assemblée.

ING Investment Management Luxembourg S.A.,
Liquidateur de Selected Absolute Strategies

Référence de publication: 2012062324/755/19.

SOCLINPAR S.A., Société Luxembourgeoise d'Investissements et de Participations, Société Anonyme Holding.

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

R.C.S. Luxembourg B 16.980.

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Les Actionnaires sont priés de bien vouloir assister à:

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social de la société en date du *20 juin 2012* à 10.00 heures avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation et acceptation du rapport de gestion du Conseil d'Administration
2. Présentation et acceptation du rapport du Commissaire aux Comptes
3. Présentation et approbation des comptes annuels arrêtés au 31 décembre 2011
4. Affectation du résultat
5. Décharge à donner aux Administrateurs et au Commissaire aux Comptes
6. Divers

Les dépôts d'actions en vue de cette Assemblée seront reçus jusqu'au 13 juin 2012 aux guichets de la Banque Générale du Luxembourg S.A., 14, rue Aldringen, Luxembourg, ainsi qu'au siège social.

Le Conseil d'Administration.

Référence de publication: 2012062325/802/20.

Valparsa 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 32.998.

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Messieurs les actionnaires de la Société Anonyme VALPARSA S.A.-SPF sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le lundi, *18 juin 2012* à 10.00 heures au siège social de la société à Luxembourg, 9b, bd Prince Henri.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2011.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012062327/750/15.

Larrainvial Asset Management Sicav, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 162.041.

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IN THE YEAR TWO THOUSAND AND TWELVE, ON THE 12 th OF MARCH.

Before Us Maître Cosita DELVAUX, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of shareholders (the "Meeting") of LARRAINVIAL ASSET MANAGEMENT SICAV (hereafter referred to as the "Company"), a société d'investissement à capital variable having its registered office at 14, boulevard Royal in L-2449 Luxembourg, Grand Duchy of Luxembourg (R.C.S. Luxembourg B 162.041), incorporated on the 29 th June 2011 by a deed, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1565 of 2011, page 75074.

The Meeting was opened at 2.00 p.m. with Nicole Pires, professionally residing in 14, boulevard Royal in L-2449 Luxembourg, as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Isabelle BRANGBOUR, professionally residing in 14, boulevard Royal in L-2449 Luxembourg.

The Meeting elected as scrutineer Mrs Nicole Hoffmann, professionally residing in 14, boulevard Royal in L-2449 Luxembourg.

The bureau of the Meeting having thus been constituted, the Chairman declared and requested the notary to state:

I. The shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the shareholders, the proxies of the represented

shareholders and by the bureau of the Meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

II.- That the convocation containing the agenda were sent by special delivery registered mail to all registered shareholders of the Company as all the shares issued by the Company are in registered form on the 28 th February, 2012.

The numbers supporting these notices are filed in the bureau.

III.- That the agenda of the meeting is the following:

1. Amendment of the articles of association of the SICAV with regards to the Luxembourg law of 17 December 2010 relating to undertakings for collective investment and implementing the Directive 2009/65/EC.

2. Rewriting of the articles of association of the SICAV.

IV. As appears from the attendance list, out of the 19,530 shares in issue, 480 shares are present or duly represented at this Meeting. As appears from the attendance list, out of 20,000 shares class I in issue, all shares are present or duly represented at this meeting.

V. The meeting is therefore regularly constituted and can validly deliberate and decide on the above cited agenda of the meeting of which the shareholders have been informed before the meeting.

All these facts having been explained by the chairman and recognised correct by the members of the meeting, the meeting proceeds to its agenda. The meeting having considered the agenda, the chairman submits to the vote of the members of the meeting the following resolutions which are adopted in each case of unanimous vote.

First resolution

The extraordinary general meeting of shareholders resolves to amend the articles of association of the SICAV with regards to the Luxembourg law of 17 December 2010 relating to undertakings for collective investment and implementing the Directive 2009/65/EC and to rewrite the articles of association of the SICAV so that now, they will be read as follows:

LARRAINVIAL ASSET MANAGEMENT SICAV

Articles of Incorporation

Section I. - Corporate name - Registered office - Duration - Corporate object

Art. 1. Corporate name. There exists among the subscriber(s) and all those who subsequently become shareholders, a société anonyme in the form of a Société d'investissement à capital variable (SICAV), i.e. an open-ended investment company, denominated LARRAINVIAL ASSET MANAGEMENT SICAV (the "Company").

Art. 2. Registered office. The registered office of the Company is in Luxembourg City in the Grand Duchy of Luxembourg. The Company may, by decision of the board of directors of the SICAV, open branches or offices in the Grand Duchy of Luxembourg or elsewhere. The registered office may be moved within the City of Luxembourg by decision of the board of directors of the SICAV. If allowed by law, and to the extent of this authorisation, the board of directors of the SICAV may also decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg.

Should the board of directors of the SICAV deem that extraordinary political or military events have occurred or are imminent that could compromise normal activity at the registered office or ease of communications with this office or from this office to parties abroad, it may temporarily transfer the registered office abroad until the complete cessation of these abnormal circumstances. Such a temporary measure shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, shall remain a Luxembourg company.

Art. 3. Duration. The Company is created for an indefinite period. It may be dissolved by a resolution of the general meeting of shareholders in the same way as for an amendment to the Articles of Incorporation.

Art. 4. Object. The Company's sole object is to invest the funds at its disposal in transferable securities, money market instruments and other liquid financial assets authorised in Part I of the Luxembourg Law of 17 December 2010 on undertakings for collective investment (the "Law of 2010"), in order to spread the investment risks and enable its shareholders to benefit from earnings generated from the management of its portfolio. The Company may take any measures and carry out any transactions that it deems necessary for the accomplishment and development of its object in the broadest sense permitted under Part I of the Law of 2010.

Section II. - Share capital - Characteristics of shares

Art. 5. Share capital. The Company's share capital is represented by fully paid-up shares without par value. The company's capital is expressed in US Dollars and shall at all times be equal to the total net assets in US Dollars of all compartments comprising the Company, as defined in Article 13 of these Articles of Incorporation. The minimum share capital of the Company is one million two hundred and fifty thousand Euros (EUR 1,250,000.00) or the equivalent in another currency. The minimum share capital must be reached within six months starting from the registration of the Company.

Art. 6. Compartments and classes of shares. Shares may, when decided by the board of directors of the SICAV, be from different compartments (which may be, on decision of the board of directors of the SICAV, denominated in different currencies) and the proceeds from the issue of shares in each compartment will be invested, in accordance with the investment policy decided by the board of directors of the SICAV, in accordance with the investment restrictions established by the Law of 2010 and from time to time by the board of directors of the SICAV.

The board of directors of the SICAV may decide, for any compartment, to create classes of shares, the features of which are described in the prospectus of the Company (the "Prospectus").

The shares of one class may be distinguished from the shares of one or more classes by characteristics such as, among others, a particular fee structure, a distribution or a policy of hedging specific risks, that is determined by the board of directors of the SICAV. If classes are created, the references to the compartments in these Articles of Incorporation shall, to the extent required, be interpreted as references to these classes.

Each whole share gives its holder the right to vote at the general meetings of shareholders.

The board of directors of the SICAV may decide to split or to reverse split the shares of a compartment or of a class of shares of the Company.

Art. 7. Form of shares. The shares are issued without par value and are fully paid-up. Any share of any compartment and any class in said compartment may be issued:

1. either in registered form in the name of the subscriber, recorded by subscriber's registration in the shareholders' register. The subscriber's registration in the register may be confirmed in writing. No registered share certificate will be issued.

The shareholders' register shall be kept by the Company or by one or more individuals or legal entities that the Company designates for this purpose. The registration must indicate each registered shareholder's name, their place of residence or elected domicile, number of registered shares held. All transfers of registered shares between living persons or as the result of a death will be recorded in the shareholders' register.

If a named shareholder fails to provide the Company with an address, this may be reported in the shareholders' register, and the shareholder's address shall be presumed to be at the Company's registered office or at any other address defined by the Company, until another address has been provided by the shareholder. Shareholders may at any time request that the address recorded for them in the shareholders' register be changed by sending a written notice to the Company at its registered office or any other address indicated by the Company.

The named shareholder must inform the Company of any change in personal information contained in the shareholders register to allow the Company to update said personal information.

Shares may be issued in fractions of shares, to the extent allowed in the Prospectus. The rights attached to fractions of shares are exercised in proportion to the fraction held by the shareholder, except for the voting right, which can only be exercised for a whole number of shares.

The Company only recognises one shareholder per share. If there are several owners of one share, the Company shall be entitled to suspend the exercise of all the rights attached to it until a single person has been designated as being the owner.

Art. 8. Issue and subscription of shares. Within each compartment, the board of directors of the SICAV is authorised, at any time and without limitation, to issue additional fully paid-up shares, without reserving a preemptive subscription right for existing shareholders.

If the Company offers shares for subscription, the price per share offered, irrespective of the compartment and class in which the share is issued, shall be equal to the net asset value of the share as determined pursuant to these Articles of Incorporation. Subscriptions are accepted on the basis of the price established for the applicable Valuation Day, as specified in the Prospectus. This price may be increased by fees and commissions, including a dilution levy, as stipulated in this Prospectus. The price thus determined will be payable within the normal deadlines as specified in the Prospectus and taking effect on the applicable Valuation Day.

Unless specified differently in the Prospectus, subscription requests may be expressed in number of shares or by amount.

Subscription requests accepted by the Company are final and commit the subscriber except when the calculation of the net asset value of the shares for subscription is suspended. The board of directors of the SICAV, however, may but is not required to do so, agree to a modification or a cancellation of a subscription order when there is an obvious error on the part of the subscriber on condition that the modification or cancellation is not detrimental to the other shareholders in the Company.

Shares are only issued on acceptance of a corresponding subscription order. Shares issued upon acceptance of a corresponding subscription order but for which all or part of the subscription price will not have been received by the Company shall be considered as shares issued on the Bank Business Day in Luxembourg following the applicable Valuation Day and the subscription price or the portion of the subscription price not yet received by the Company shall be considered as a receivable of the Company with respect to the subscriber concerned.

Subscriptions may also be made by contribution of transferable securities and other authorised assets other than cash, where authorised by the board of directors of the SICAV, which may refuse its authorisation at its sole discretion and without providing justification. Such securities and other authorised assets must satisfy the investment policy and restrictions defined for each compartment. They are valued according to the valuation principles specified in the Prospectus and these Articles of Incorporation. To the extent required by the amended Luxembourg Law of 10 August 1915 on commercial companies or by the board of directors of the SICAV, such contributions shall be the subject of a report drafted by the Company's independent authorised auditor. The expenses related to subscription by in-kind contribution shall not be borne by the Company unless the board of directors of the SICAV considers that the in-kind subscription is favourable to the Company, in which case all or part of the costs may be borne by the Company.

The board of directors of the SICAV can delegate to any director or to any other legal person approved by the Company for such purposes, the tasks of accepting the subscriptions and receiving payments for the new shares to issue.

All subscriptions for new shares must, in order to avoid being declared null and void, be fully paid up. The issued shares carry the same rights as the shares existing on the day of issue.

The board of directors of the SICAV may refuse subscription requests, at any time, at its sole discretion and without providing justification.

Art. 9. Redemption of shares. All shareholders are entitled at any time to request the Company to redeem some or all of the shares they hold.

The redemption price of a share shall be equal to its net asset value, as determined for each class of shares, according to these Articles of Incorporation. Redemptions are based on the prices established for the applicable Valuation Day determined according to this Prospectus. The redemption price may be reduced by the Redemption fees, commissions and the dilution levy stipulated in this Prospectus. Payment of the redemption must be made in the currency of the class of shares and is payable in the normal deadlines, as set more precisely in the Prospectus and taking effect on the applicable Valuation Day, or on the date on which the share certificates will have been received by the Company, if this date is later.

Neither the Company nor the board of directors of the SICAV may be held liable for a failure to pay or a delay in payment of the redemption price if such a failure or delay results from the application of foreign exchange restrictions or other circumstances beyond the control of the Company and/or the board of directors of the SICAV.

All redemption requests must be submitted by the shareholder (i) in writing to the Company's registered office or to another legal entity designated by the Company for the redemption of shares or (ii) by requesting by any electronic means approved by the Company. The request must specify the name of the investor, the compartment, the class, the number of shares or the amount to be redeemed, and the payment instructions for the redemption price and/or any other information specified in the Prospectus or the redemption form available at the registered office of the Company or from another legal person authorised to process share redemptions.

Subscription requests accepted by the Company are final and commit the shareholder except when the calculation of the net asset value of the shares for redemption is suspended. However, the board of directors of the SICAV may, but is not required to do so, agree to modify or cancel a redemption request when there is an obvious error on the part of the shareholder that requested the redemption, on condition that the modification or cancellation is not detrimental to the other shareholders in the Company.

Shares redeemed by the Company shall be cancelled.

When agreed by the shareholders concerned, the board of directors of the SICAV may, on a case-by-case basis, decide to make in-kind payments, while complying with the principle of equal treatment of shareholders, by allocating to or for shareholders that request redemption of their shares, transferable securities from the portfolio of the compartment concerned, the value of which is equal to the redemption price of the shares. To the extent required by applicable laws and regulations or by the board of directors of the SICAV, all in-kind payments will be valued in a report prepared by the Company's independent authorised auditor and will be equitably conducted. The expenses related to redemptions by in-kind contribution shall not be borne by the Company unless the board of directors of the SICAV considers that the in-kind redemption is favourable to the Company, in which case all or part of the costs may be borne by the Company.

The board of directors of the SICAV can delegate to (i) any director or to (ii) any other legal person approved by the Company for such purposes the tasks of accepting the redemptions and paying the price for shares to redeem.

In the event of redemption and/or conversion requests in a compartment bearing on 10% or more of the net assets of the compartment or a threshold below 10% deemed critical by the board of directors of the SICAV, this latter may either:

- postpone the payment of the redemption price of such requests to a date at which the Company will have sold the necessary assets and it will have at its disposal the proceeds from such sales;

- postpone all or some of such requests to a later Valuation Day determined by the board of directors of the SICAV, when the Company will have sold the necessary assets, taking into consideration the interests of all shareholders and when it will have at its disposal the proceeds from such sales. These requests shall be treated with priority over any other request.

In addition, the Company can postpone the payment of all requests for redemption and/or conversion for a compartment:

- in case anyone of the stock exchanges and/or other markets against which the compartment concerned is broadly exposed, in the opinion of the board of directors of the SICAV, is closed or;

- in case transactions on stock exchanges and/or other markets against which the compartment concerned is broadly exposed, in the opinion of the board of directors of the SICAV, is restricted or suspended.

If, following the acceptance and execution of a redemption order, the value of the remaining shares held by the shareholder in the compartment or in the class of shares falls below a minimum amount as may be determined by the board of directors of the SICAV for the compartment or the class of shares, the board of directors of the SICAV can rightfully believe that the shareholder has requested the redemption of all of its shares held in that compartment or class of shares. The board of directors of the SICAV can, in this case at its sole discretion, execute a forced redemption of the remaining shares held by the shareholder in the compartment or the class concerned.

Art. 10. Conversion of shares. Subject to any restrictions set by the board of directors of the SICAV, shareholders are entitled to switch from one compartment or one class of shares to another compartment or another class of shares and to request conversion of the shares they hold in one compartment or one share class to shares belonging to another compartment or share class.

Conversion is based on the net asset values of the class of shares of the relevant compartment as determined in accordance with these Articles of Incorporation on the common Valuation Day set in accordance with the provisions of the Prospectus, taking into consideration any prevailing exchange rate between the currencies of the two compartments on the Valuation Day. The board of directors of the SICAV may set the restrictions that it deems necessary for the frequency of conversions. It may impose payment of conversion fees the amount of which it will reasonably determine.

Conversion requests accepted by the Company are final and commit the shareholder except when the calculation of the net asset value of the shares for conversion is suspended. The board of directors of the SICAV, however, may but is not required to do so, agree to a modification or a cancellation of a conversion request when there is an obvious error on the part of the shareholder that requested the conversion on condition that the modification or cancellation is not detrimental to the other shareholders in the Company.

All conversion requests must be submitted by the shareholder (i) in writing to the Company's registered office or to another legal entity designated by the Company for the conversion of shares or (ii) by requesting by any electronic means approved by the Company. The request must specify the name of the investor, the compartment, the class of shares held, the number of shares or the amount to convert, as well as the compartment and the class of shares to obtain in exchange and/or any other information specified in the Prospectus or the conversion form available at the registered office of the Company or from another legal person authorised to process share redemptions.

The board of directors of the SICAV can set a minimum threshold for conversion of each class of shares. Such a threshold may be defined in number of shares or in amount.

The board of directors of the SICAV may decide to allocate any fractions of shares generated by the conversion or pay a cash amount corresponding to these fractions to the shareholders requesting conversion.

Those shares which have been converted into other shares shall be cancelled.

The board of directors of the SICAV may delegate to any director or to any other legal person approved by the Company for such purposes the tasks of accepting the conversions and paying the price for shares to convert.

In the event of redemption and/or conversion requests in a compartment bearing on 10% or more of the net assets of the compartment or a threshold below 10% deemed critical by the board of directors of the SICAV, the board may either:

- postpone the payment of the redemption price of such requests to a date at which the Company will have sold the necessary assets and it will have at its disposal the proceeds from such sales;

- postpone all or some of such requests to a later Valuation Day determined by the board of directors of the SICAV, when the Company will have sold the necessary assets, taking into consideration the interests of all shareholders and when it will have at its disposal the proceeds from such sales. These requests shall be treated with priority over any other request.

In addition, the Company may postpone the payment of all requests for redemption and/or conversion for a compartment:

- in case anyone of the stock exchanges and/or other markets on which the compartment concerned is broadly exposed, in the opinion of the board of directors of the SICAV, is closed or;

- in case transactions on stock exchanges and/or other markets on which the compartment concerned is broadly exposed, in the opinion of the board of directors of the SICAV, is restricted or suspended.

If, following the acceptance and execution of a conversion order, the value of the remaining shares held by the shareholder in the compartment or in a class of shares from which the conversion is requested falls below a minimum amount as may be determined by the board of directors of the SICAV for the compartment or the class of shares, the board of directors of the SICAV may rightfully believe that the shareholder has requested the conversion of all of its shares held in that compartment or class of shares. The board of directors of the SICAV may, in this case at its sole discretion, execute a forced conversion of the remaining shares held by the shareholder in the compartment of the class concerned in which the conversion is requested.

Art. 11. Transfer of shares. All transfers of registered shares between living persons or as the result of a death will be recorded in the shareholders' register.

The transfer of registered shares will be executed by recording in the register following remittance to the Company of the transfer documents required by the Company including a written declaration of transfer provided to the shareholders' register, dated and signed by the transferor and the transferee or by their duly authorised representatives.

The Company may for registered shares, consider the person in whose name the shares are recorded in the shareholders' register as the owner of the shares and the Company will incur no liability towards third parties resulting from transactions on these shares and shall rightfully refuse to acknowledge any rights, interests or pretentions of any other person on these shares; these provisions, however, do not deprive those who have the right to request to record registered shares in the shareholders' register or request a change in the record in the shareholders' register.

Art. 12. Restrictions on the ownership of shares. The Company may restrict, prevent or prohibit ownership of shares of the Company by any individual or legal entity, including by persons from the United States of America as defined hereinafter.

The Company may moreover issue restrictions that it deems necessary in order to make sure that no share of the Company is acquired or held by (a) a person who has violated the laws or requirements of any country or governmental authority, (b) any person whose situation, in the opinion of the board of directors of the SICAV, could lead the Company or its shareholders to incur a risk of legal, fiscal or financial consequences, that it would not have incurred or that it would not have otherwise incurred or (c) a person from the United States (each of these persons referred to in (a), (b) and (c) being defined hereinafter as a "Prohibited Person").

In this regard:

1. The Company may refuse to issue shares and record share transfers if it appears that this issue or transfer would or could result in a Prohibited Person being granted share ownership.

2. The Company may request any person, included in the shareholders' register or requesting a shares' transfer to be recorded, to provide it with all the information and certificates that it deems necessary, accompanied by a sworn statement if appropriate, in order to determine whether these shares are or will be effectively owned by a Prohibited Person.

3. The Company may carry out a forced redemption if it appears that a Prohibited Person, either acting alone or with others, has ownership of Company shares. In this case, the following procedure shall be applied:

a) The Company shall send a notice (hereinafter the "redemption notice") to the shareholder owning the shares or indicated in the shareholders' register as being the owner of the shares. The redemption notice shall specify the shares to be redeemed, the redemption price to be paid and the location where this price is to be paid to the shareholder. The redemption notice may be sent by registered letter to the shareholder at the shareholder's last known address or to the address recorded in the shareholders' register.

As soon as the offices are closed on the day specified in the redemption notice, the shareholder in question shall cease to be the owner of the shares specified in the redemption notice; for registered shares, the shareholder's name shall be removed from the shareholders' register.

b) The price at which the shares specified in the redemption notice shall be repurchased ("redemption price") shall be the redemption price based on the net asset value of the shares of the Company (appropriately reduced as specified in these Articles of Incorporation) immediately preceding the redemption notice. From the date of the redemption notice, the shareholder in question shall lose all shareholders' rights.

c) The payment shall be made in the currency determined by the board of directors of the SICAV. The redemption payment will be deposited by the Company for the shareholder in a bank, in Luxembourg or elsewhere, specified in the redemption notice, that will send it to the shareholder in question upon remittance of the certificate(s) indicated in the redemption notice. As soon as the redemption price has been paid under these conditions, no party with an interest in the shares mentioned in the redemption notice shall have any right over these shares or be able to take any action against the Company or its assets, with the exception of the right of the shareholder appearing as the owner of the shares to receive the redemption price (without interests) deposited at the bank upon delivery of the certificate(s) indicated in the redemption notice.

d) The Company's use of the powers conferred in this article may not, under any circumstances, be contested or invalidated on the grounds that there is insufficient proof of the ownership of the shares by any person or that a share belonged to another person who the Company had not recognised when sending out the redemption notice, provided the Company acts in good faith.

4. The Company may refuse, at any general meeting of the shareholders, the voting right to any Prohibited Person and to any shareholder to whom a redemption notice has been sent for the shares indicated in the redemption notice.

The term "person from the United States of America", as used in these Articles of Incorporation means any expatriate, citizen or resident of the United States of America or of one of the territories or possessions under its jurisdiction, or persons who normally reside there (including the succession of any persons or companies or associations established or organised there). This definition may be amended if necessary by the board of directors of the SICAV and specified in the Prospectus.

If the board of directors of the SICAV is aware or reasonably suspects that a shareholder owns shares and does not meet the required conditions for ownership stipulated for the compartment or the class of shares in question, the Company may:

- either execute a forced redemption of the shares in question in accordance with the procedure for redemptions described above;

- or execute a forced conversion of shares to shares in another class within the same compartment for which the shareholder in question meets the conditions of ownership (provided that a class exists with similar characteristics concerning, inter alia, the investment objective, the investment policy, the currency, the frequency of calculation of the net asset value, the distribution policy). The Company will inform the shareholder in question about on this conversion.

Art. 13. Calculation of the net asset value of shares. Regardless of the compartment and class in which a share is issued, the net asset value per share shall be determined in the currency chosen by the board of directors of the SICAV as a figure obtained by dividing the net assets of such compartment or such class on the Valuation Day defined in these Articles of Incorporation by the number of shares issued in that compartment and in that class.

The valuation of the net assets of the different compartments shall be calculated as follows:

The net assets of the Company consist of the Company's assets as defined hereinafter minus the Company's liabilities as defined hereinafter on the Valuation Day on which the net asset value of the shares is determined.

I. The assets of the Company consist of:

a) all cash on hand or on deposit, including accrued and outstanding interest;

b) all bills and notes due on demand, as well as accounts receivable, including proceeds from the sale of securities, the price of which has not yet been collected;

c) all securities, units, shares, bonds, options' or subscriptions' rights, and other investments and securities that are owned by the Company;

d) all dividends and distributions due to the Company in cash or securities insofar as the Company can reasonably have knowledge thereof (the Company may nevertheless make adjustments to account for fluctuations in the market value of transferable securities caused by practices such as ex-dividend or ex-right trading);

e) all accrued and outstanding interest generated by the securities owned by the Company, unless this interest is included in the principal amount of these securities;

f) the Company's incorporation expenses, insofar as these have not been amortised;

g) any other assets of any kind whatsoever, including prepaid expenses.

The value of these assets shall be determined as follows:

a) The value of cash on hand or on deposit, bills and notes due on demand, accounts receivable, prepaid expenses, dividends, and interest declared or due but not yet received consists of the nominal value of these assets, unless it is unlikely that this value will be received, in which event, the value shall be determined by deducting an amount which the Company deems adequate to reflect the accurate value of these assets.

b) The value of all transferable securities, money-market instruments and financial derivative instruments that are listed on a stock exchange or traded on another regulated market that operates regularly, and is recognised and open to the public, is determined based on the most recent available price.

c) In case of Company investments listed on a stock exchange or traded on another regulated market that operates regularly, is recognised and open to the public and traded by market makers outside the stock exchange on which the investments are listed or of the market on which they are traded, the board of directors of the SICAV may determine the main market for the investments in question that will then be evaluated at the last available price on that market.

d) Financial derivative instruments not listed on an official stock exchange or traded on any another regulated operating market that is recognised and open to the public, shall be valued in accordance with market practices as may be described in greater detail in the Prospectus.

e) Money market instruments and fixed-interest securities, the residual maturity of which is less than one year, may be valued on the basis of amortised cost, a method that consists after purchase in taking into account a straight-line amortisation to arrive at the redemption price at the security's maturity.

f) The value of securities representative of an open-ended undertaking for collective investment shall be determined according to the last official net asset value per unit or according to the last estimated net asset value if it is more recent than the official net asset value, and provided that the Company is assured that the valuation method used for this estimate is consistent with that used for the calculation of the official net asset value.

g) To the extent that

- any transferable securities, money market instruments and/or financial derivative instruments held in the portfolio on the Valuation Day are not listed or traded on a stock exchange or other regulated market that operates regularly and is recognised and open to the public or,

- for transferable securities, money market instruments and/or financial derivative instruments listed and traded on a stock exchange or another market but for which the price determined pursuant to sub-paragraphs b) is not, in the opinion

of the board of directors of the SICAV, representative of the accurate value of these transferable securities, money market instruments and/or financial derivative instruments or,

- for financial derivative instruments traded over-the-counter and/or securities representing undertakings for collective investment, the price determined in accordance with sub-paragraphs d) or f) is not, in the opinion of the board of directors of the SICAV, representative of the real value of these financial derivative instruments or securities representing undertakings for collective investment,

the board of directors of the SICAV estimates the probable realisation value prudently and in good faith.

h) Securities expressed in a currency other than that of the respective compartments shall be converted at the last known price. If such prices are not available, the currency exchange rate will be determined in good faith.

i) If the principles for valuation described above do not reflect the valuation method commonly used on specific markets or if these principles of valuation do not seem to precise for determining the value of the Company's assets, the board of directors of the SICAV may set other principles for valuation in good faith and in accordance with the generally accepted principles and procedures for valuation.

j) The board of directors of the SICAV is authorised to adopt any other principle for the evaluation of assets of the Company in the case in which extraordinary circumstances would prevent or render inappropriate the valuation of the assets of the Company on the basis of the criteria referred to above.

k) In the best interests of the Company or of shareholders (to prevent Market Timing practices for example), the board of directors of the SICAV may take any appropriate measure such as applying a method for setting the fair value in order to adjust the value of the assets of the Company, as more fully described in the Prospectus.

II. The liabilities of the Company consist of:

a) all borrowings, bills and other accounts payable;

b) all expenses, mature or due, including, if any, for the compensation of investment advisors, the investment managers, the Management Company, the Custodian Bank, the Central Administration, the domiciliation agent, representatives and agents of the Company;

c) all known liabilities, whether due or not, including all matured contractual liabilities payable either in cash or in assets, including the amount of dividends declared by the Company but not yet paid if the Valuation Day coincides with the date on which the determination is made of the person who is or shall be entitled to them;

d) an appropriate provision allocated for the subscription tax and other taxes on capital and income, accrued until Valuation Day and established by the board of directors of the SICAV, and other provisions authorised or approved by the board of directors of the SICAV;

e) all of the Company's other commitments of whatever nature, with the exception of those represented by the shares of the Company. To value the amount of these commitments, the Company will take into consideration all expenses payable by it, including fees and expenses as described in Article 31 of these Articles of Incorporation. To value the amount of these liabilities, the Company may take into account administrative and other regular or recurring expenses by estimating them for the year or any other period, and spreading the amount proportionally over that period.

III. The net assets attributable to all the shares of a compartment are constituted by the assets of the compartment minus the liabilities of the compartment at the Valuation Day on which the net asset value of the shares is determined.

Without prejudice to the applicable legal and regulatory provisions, the net asset value of shares will be final and committing for all subscribers, shareholders that have requested redemption or conversion of shares and the other shareholders of the Company.

If, after closing of markets on a given Valuation Day, a substantial change affects the prices on the market on which a major portion of the assets of the Company are listed or traded or a substantial change affects the debts and commitments of the Company, the board of directors of the SICAV may, but is not required to do so, calculate the net asset value per share adjusted for this Valuation Day taking into consideration the changes in question. The adjusted net asset value per share will apply for subscribers and shareholders that have requested redemption or conversion of shares and other shareholders of the Company.

If there are any subscriptions or redemptions of shares in a specific class of a given compartment, the net assets of the compartment attributable to all the shares of this class shall be increased or reduced by the net amounts received or paid by the Company as a result of these shares' subscriptions or redemptions.

IV. The board of directors of the SICAV shall establish for each compartment a pool of assets that shall be attributed, as stipulated below, to the shares issued for the compartment concerned pursuant to the provisions of this article. In this regard:

1. The proceeds from the issue of shares belonging to a given compartment shall be attributed to that compartment in the Company's books, and the assets, liabilities, income and expenses related to that compartment shall be attributed to that compartment.

2. If an asset is derived from another asset, this derivative asset shall be attributed in the Company's books to the same compartment as the asset from which it was derived, and on each revaluation of an asset, the increase or decrease in value shall be attributed to the compartment to which the asset belongs.

3. When the Company has a liability that relates to an asset in a particular compartment or to a transaction conducted in regard to an asset of a particular compartment, the liability shall be attributed to that compartment.

4. If an asset or a liability of the Company cannot be attributed to a particular compartment, the asset or liability shall be attributed to all the compartments in proportion to the net values of the shares issued for the different compartments.

5. Following the payment of dividends to distribution shares belonging to a given compartment, the net asset value of the compartment attributable to these distribution shares shall be reduced by the amount of these dividends.

6. If several classes of shares have been created within a compartment in accordance with these Articles of Incorporation, the rules for allocation described above apply mutatis mutandis to these classes.

V. For the purposes of this article:

1. each share of the Company which is in the process of being redeemed in accordance with these Articles of Incorporation shall be considered as a share cancelled starting from the Bank Business Day in Luxembourg following the Valuation Day applicable to the redemption of that share and its price shall be considered as a liability of the Company;

2. each share to be issued by the Company in accordance with subscription requests received shall be processed as having been issued starting from the Bank Business Day in Luxembourg following the Valuation Day on which its issue price was determined, and its price shall be considered as being an amount due to the Company until such time as it has been received by the Company;

3. all investments, cash balances or other assets of the Company expressed in a currency other than the respective currency of each compartment shall be valued taking into account the latest exchange rates available; and

4. any purchase or sale of securities made by the Company shall be effective on the Valuation Day insofar as this is possible.

VI. To the extent and during the time that, among the shares corresponding to a specific compartment, shares of different classes shall have been issued and shall be in circulation, the value of the net assets of this compartment, established in accordance with the provisions of this article, shall be distributed between all the shares of each class.

If there are subscriptions or redemptions of shares in a specific class of a given compartment, the net assets of the compartment attributable to all the shares of this class shall be increased or reduced by the net amounts received or paid by the Company as a result of these shares' subscriptions or redemptions. At any given time, the net asset value of a share belonging to a particular compartment and class shall be equal to the amount obtained by dividing the net assets of this compartment attributable at the time to all the shares of this class by the total number of shares of this class issued and currently in circulation.

VII.

1. The board of directors of the SICAV may invest and manage all or part of the common asset pools created for one or more compartments (hereinafter referred to as "Participating Funds") when application of this formula is useful in consideration of the sectors of investment concerned. Any extended pool of assets ("Extended Pool of Assets") will first be created by transferring the money or (in application of the limitations referred to below) other assets from each of the Participating Funds. Subsequently, the board of directors of the SICAV may execute other transfers adding to the Extended Pool of Assets on a case-by-case basis. The board of directors of the SICAV may also transfer assets from the Extended Pool of Assets to the Participating Fund concerned. Assets other than liquidities may only be allocated to an Extended Pool of Assets when they belong to the investment sector of the Extended Pool of Assets concerned.

2. The contribution of a Participating Fund in an Extended Pool of Assets will be valued by reference to fictional units ("units") having a value equivalent to that of the Extended Pool of Assets. In the creation of an Extended Pool of Assets, the board of directors of the SICAV will determine, at its sole and complete discretion, the initial value of a unit, and this value being expressed in the currency of the board of directors of the SICAV deems appropriate and will be assigned to each unit of the Participating Fund having a total value equal to the amount of liquidities (or to the value of the other assets) contributed. The fraction of units, calculated as specified in the Prospectus, shall be determined by dividing the net asset value of the Extended Pool of Assets (calculated as specified below) by the number of remaining units.

3. If liquidities or assets are contributed to or withdrawn from an Extended Pool of Assets, the assignment of units of the Participating Fund in question will, as the case may be, be increased or decreased by the number of shares determined by dividing the amount of the liquidities or the value of the assets contributed or withdrawn by the current value of one unit. Cash contributions may, for calculation purposes, be processed after reducing their value by the amount that the board of directors of the SICAV deems appropriate to reflect the taxes, transaction and subscription fees that may be incurred by the investment of the concerned liquidities. For cash withdrawals, a corresponding addition may be made in order to reflect the costs likely to be incurred upon the sale of such the transferable securities and other assets that are part of the Extended Pool of Assets.

4. The value of the assets, withdrawn from or contributed to, at any time the Extended Pool of Assets and the net asset value of the Extended Pool of Assets shall be determined, mutatis mutandis, in accordance with the provisions of Article 13, provided that the value of the assets referenced here above is determined on the day of said contribution or withdrawal.

5. The dividends, interests or other distributions having the character of an income received with respect to the assets belonging to an Extended Pool of Assets shall be immediately allocated to the Participating Fund, in proportion to the respective rights attached to the relevant assets of the Extended Pool of Assets at the time they are received.

Art. 14. Frequency and temporary suspension of the net asset value calculation, issues, redemptions and conversions of shares.

I. Frequency of the net asset value calculation

To calculate the per share issue, redemption and conversion price, the Company will determine the net asset value of shares of the relevant share class of each compartment for the day (defined as the "Valuation Day") and in a frequency determined by the board of directors of the SICAV and specified in the Prospectus.

The net asset value of the classes of shares of each compartment will be expressed in the currency of the share class concerned.

II. Temporary suspension of the net asset value calculation

Without prejudice to any legal causes, the Company may suspend the calculation of the net asset value of shares and the subscription, redemption and conversion of its shares, generally or with respect to one or more specific compartments, if any of the following circumstances should occur:

- during all or part of a period of closure, restriction of trading or suspension of trading for the main stock markets or other markets on which a substantial portion of the investments of one or more compartments is listed, except during closures for normal holidays,

- when there is an emergency situation as a consequence of which the Company is unable to value or dispose of the assets of one or more compartments,

- in case of suspension of the calculation of the net asset value of one or more undertakings for collective investment in which a compartment has invested a major portion of its assets,

- when a service breakdown interrupts the means of communication and calculation necessary for determining the price or value of the assets or market prices for one or more compartments in the conditions defined in the first indent above,

- during any period in which the Company is unable to repatriate funds in order to make payments to redeem shares of one or more compartments or in which the transfers of funds involved in realising or acquiring investments or payments due for the redemption of shares cannot, in the opinion of the board of directors of the SICAV, be performed at normal exchange rates,

- in case of publication of (i) the notice for a general meeting of shareholders at which the dissolution and liquidation of the Company or compartments are proposed or of (ii) the notice informing the shareholders of the decision of the board of directors of the SICAV to liquidate one or more compartments, or to the extent that such a suspension is justified by the need to protect shareholders, (iii) of the meeting notice for a general meeting of the shareholders to deliberate on the merger of the Company or of one or more compartments or (iv) of a notice informing the shareholders of the decision of the board of directors of the SICAV to merge one or more compartments,

- the value of the assets or the debts and liabilities attributable to the Company or to the compartment in question, cannot be promptly or accurately determined,

- regarding a feeder compartment, its master UCITS temporarily suspends the redemption, reimbursement or subscription of its shares whether on its own initiative or on request of competent authorities, for a duration equal to that of the suspension imposed on the master UCITS,

- for all other circumstances, the lack of suspension could create for the Company, one of its compartments or shareholders, certain liabilities, financial disadvantages or any other damage that the Company, the compartment or its shareholders would not otherwise experience.

The Company will inform the shareholders of such a suspension of the calculation of the net asset value, for the compartments concerned, in compliance with the applicable laws and regulations and according to the procedures determined by the board of directors of the SICAV. Such a suspension shall have no effect on the calculation of the net asset value, or the subscription, redemption or conversion of shares in compartments that are not involved.

III. Restrictions applicable to subscriptions and incoming conversions into certain compartments

A compartment may be closed definitively or temporarily to new subscriptions or to conversions applied for (but not for redemptions or outgoing conversions), if the Company deems that such a measure is necessary for the protection of the interests of existing shareholders.

Section III. - Administration and monitoring of the Company

Art. 15. Directors. The Company is managed by a board of directors of the SICAV composed of at least three members, who need not be shareholders. The directors are appointed by the general meeting of shareholders for a time that cannot exceed six years. All directors may be removed from office with or without a reason or be replaced at any time by a decision of the general meeting of shareholders.

Should a director position become vacant following death, resignation or for other reasons, the vacancy may be filled on a provisional basis in observance of procedures laid down by law. In this case, the general meeting of shareholders shall approve the final appointment at its next meeting.

Art 16. Meetings of the board of directors of the SICAV. The board of directors of the SICAV will choose a chairman from among its members. It may also choose one or more vice-chairmen and appoint a secretary (who does not need to be a member of the board of directors of the SICAV). The board of directors of the SICAV meets on invitation of the chairman, or failing this, of two directors. Meetings are called as often as the interests of the Company require and are held at the place designated in the meeting notice. Meeting notices may be made by any means including verbally.

The board of directors of the SICAV may only validly deliberate and give a ruling if at least half of its members are present or represented.

The meeting of the board of directors of the SICAV is chaired by the chairman of the board of directors of the SICAV or, when absent, by one of the directors present chosen by the majority of the members of the board of directors of the SICAV present at the meeting of the board.

Any director may mandate, in writing, by fax, e-mail or any other means approved by the board of directors of the SICAV, including by any other means of electronic communication proving such proxy and authorised by law, another director to represent him at a meeting of the board of directors of the SICAV and vote therein at its location and place on the items on the agenda of the meeting. One director may represent several other directors.

The decisions are taken on the majority of the votes of directors present or represented. In the event of a tie vote, the person chairing the meeting has the tie-breaking vote.

In an emergency, directors may cast their vote on the items on the agenda by letter, fax, email or by any other means approved by the board of directors of the SICAV including by any other means of electronic communication proving such proxy and authorised by law.

All directors may participate in a meeting of the board of directors of the SICAV by telephone conference, video conference or by other similar means of communication that allows them to be identified. These means of communication must meet technical characteristics guaranteeing effective participation in the meeting of the board of directors of the SICAV, the deliberations of which are continuously retransmitted. The meeting held by such means of remote communication is deemed to take place at the registered office of the Company.

A resolution signed by all the members of the board of directors of the SICAV has the same value as a decision taken during a meeting of the board of directors of the SICAV. The signatures of directors may be placed on one or more copies of the same resolution. They may be approved by letter, fax, scan, telecopy or any other similar means, including any means of electronic communication authorised by law.

The deliberations of board meetings are recorded in minutes signed by all the board members present or by the chairman of the board or when absent by the director who chaired the meeting. Copies or extracts to be submitted for legal or similar purposes shall be signed by the chairman or managing director or two directors.

Art. 17. Powers of the board of directors of the SICAV. The board of directors of the SICAV, in application of the principle of risk spreading, has the power to determine the general focus of management and the investment policy as well as the code of conduct to follow in the administration of the Company.

The board of direction will also set all the restrictions that shall be periodically applicable to the Company's investments, in accordance with Part I of the Law of 2010.

The board of directors of the SICAV may decide that the Company's investments are made (i) in transferable securities and money market instruments listed or traded on a regulated market within the meaning of Directive 2004/39/EC of the European Parliament and the Council of 21 April 2004 concerning the financial instruments markets, (ii) in transferable securities and money market instruments traded on another market in a Member State of the European Union that is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted for official listing on a securities exchange in a country in Eastern or Western Europe, in Africa, in the American and Asian continents and in Oceania or traded on another market in the above-mentioned countries, on condition that such a market is regulated, operates regularly, and is recognised and open to the public, (iv) in newly issued transferable securities and money market instruments, provided that the conditions of issue include the commitment that the application for official listing on a securities exchange or on another above-mentioned regulated market has been submitted and provided that the application has been executed within one year following the issue; as well as (v) in any other securities, instruments or other securities in accordance with the restrictions determined by the board of directors of the SICAV in compliance with applicable laws and regulations referred to in the Prospectus.

The board of directors of the SICAV may decide to invest up to 100% of the net assets of each compartment of the Company in different transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union approved by the Luxembourg supervisory authority, including Singapore and Brazil or by international public institutions of which one or more Member States of the European Union are members, any member of the OECD and any other State considered as appropriate by the board of directors of the SICAV with respect to the investment objective of the compartment in question, provided that, in the event in which the Company decides to avail itself of this provision, it holds, for the compartment, securities belonging to at least six different issues and that the

securities belonging to one single issue do not exceed 30% of the total amount of the net assets of the compartment concerned.

The board of directors of the SICAV may decide that the Company's investments are made in financial derivative instruments, including equivalent cash-settled instruments, traded on a regulated market as defined by the Law of 2010 and/or financial derivative instruments traded over-the-counter derivatives provided that, among others, that the underlying consists of instruments covered by Article 41(1) of the Law of 2010, in financial indices, interest rates, foreign exchange rates or currencies, in which the Company is allowed to invest according to its investment objectives, as laid down in the Prospectus.

As allowed by the Law of 2010 and by applicable regulations and in respect of the provisions in the Prospectus, a compartment may subscribe for, acquire and/or hold shares to issue or already issued by one or more other compartments of the Company. In this case and in accordance with the conditions laid down by applicable Luxembourg laws and regulations, any voting rights attached to these shares are suspended as long as they are held by the compartment in question. Moreover, as long as these shares are held by a compartment, their value shall not be taken into consideration in calculating the net assets of the Company for the purpose of verifying the minimum threshold of net assets imposed by the Law of 2010.

The board of directors of the SICAV may decide that the investments of a compartment are made in a manner that seeks to replicate the composition of an equities index or bond index provided that the index concerned is recognised by the Luxembourg supervisory authority as being adequately diversified, that it is a representative benchmark of the market to which it refers and is subject to appropriate publication.

In accordance with applicable Luxembourg laws and regulations, the board of directors of the SICAV may, when it deems necessary and to the broadest extent allowed by the applicable Luxembourg regulations but in accordance with the provisions in the Prospectus, (i) create a compartment qualified as either a feeder UCITS or a master UCITS, (ii) convert an existing compartment into a feeder UCITS or (iii) change the master UCITS for one of its feeder compartments.

Anything that is not expressly reserved for the general meeting of shareholders by law or by the Articles of Incorporation falls within the powers of the board of directors of the SICAV.

Art. 18. Company's commitment to third parties. With respect to third parties, the Company shall be validly bound by the joint signature of two directors or the sole signature of any person to whom such powers of signature have been specially delegated by the board of directors of the SICAV.

Art. 19. Delegation of powers. The board of directors of the SICAV may delegate powers of day-to-day management of the Company's affairs, either to one or more directors, or to one or more other agents that do not necessarily have to be shareholders of the Company.

Art. 20. Custodian Bank. The Company shall sign an agreement with a Luxembourg bank, under the terms of which the bank shall carry out the functions of custodian of the Company's assets, in accordance with the Luxembourg Law of 2010.

Art. 21. Personal interest of the directors. No contract or any transaction that the Company could enter into with any other company may be affected by or invalidated on account of one or more directors or representatives of the Company having an interest in such other company, or because such a director or representative of the Company serves as director, partner, manager, official representative or employee of such a company. Any director or representative of the Company who serves as a director, partner, manager, representative or employee of any company with which the Company has signed contracts or with which this director or representative of the Company is otherwise engaged in business will not, as a result of such affiliation and/or relationship with such other company, be prevented from deliberating, voting and acting upon any matters with respect to such contracts or other business.

Should a director or representative of the Company have a personal interest in conflict with that of the Company in any business of the Company subject to the approval of the board of directors of the SICAV, this director or representative of the Company must inform the board of directors of the SICAV of this conflict. This director or representative of the Company will not deliberate and will not take part in the vote on this business. A report thereof should be made at the next shareholders' meeting.

The previous paragraph does not apply when the decision of the board of directors of the SICAV or of the director concerns common transactions concluded in ordinary conditions.

The term "Personal Interest" as it is used here above will not apply to the relations, interests, situations or transactions of any type involving any entity promoting the Company or, any subsidiary company of that entity or any other company or entity determined solely by the board of directors of the SICAV as long as such personal interest is not considered as a conflict of interest in accordance with applicable laws and regulations.

Art. 22. Compensation of directors. The Company may compensate any director or authorised representative and their successors, testamentary executors or legal administrators for reasonable expenses incurred by them in relation with any action, process or procedure in which they participate or are involved due to the circumstance of their being a director or authorised representative of the Company, or due to the fact that they held such a post at the Company's request in another company in which the Company is a shareholder or creditor. This compensation applies to the extent

that they are not entitled to compensation by the other entity, except concerning matters for which they are ultimately found guilty of gross neglect or poor management in the context of the action or procedure. In the event of an out-of-court settlement, such an indemnity shall only be granted if the Company is informed by its independent legal counsel that the person to be indemnified is not guilty of such breach of duty. The above-described right to compensation will not exclude other individual rights of these directors and representatives of the Company.

Art. 23. Monitoring of the Company. In compliance with the Law of 2010, all aspects of the assets of the Company shall be subject to the control of an authorised independent auditor. The statutory auditor will be appointed by the general meeting of the shareholders. The authorised independent auditor may be replaced by the general meeting of the shareholders in conditions specified by applicable laws and regulations.

Section IV. - General meeting

Art. 24. Representation. The general meeting of shareholders represents all shareholders. It has the widest powers to order, carry out or ratify all acts relating to the operations of the Company.

The decisions of the general meeting of the shareholders are binding on all shareholders of the Company regardless of the compartment whose shares they hold. When the deliberation of the general meeting of shareholders has the effect of changing the respective rights of shareholders of different compartments, the deliberation shall, in compliance with applicable laws, also be deliberated by the compartments concerned.

Art. 25. General meetings. All general meetings of the shareholders are convened by the board of directors of the SICAV.

The general meeting of the shareholders is convened in the prescribed times and in accordance with procedures laid down by law.

In conditions laid down by applicable laws and regulations, the meeting notice for any general meeting of the shareholders may specify that the conditions of quorum and majority required shall be determined with respect to shares issued and outstanding as of a certain date and time preceding the meeting ("Date of Registration"), considering that a shareholder's right to participate in a general meeting of shareholders and to exercise the right to vote attached to its share(s) shall be determined according to the number of shares held by said shareholder on the Date of Registration.

The annual general meeting of shareholders shall be held in the Grand Duchy of Luxembourg, at the place indicated in the meeting notice, on the first Friday of the month of May every year at 10.00 am, and for the first time in 2012. If this day is a public holiday, the general meeting of shareholders shall be held on the following Bank Business Day in Luxembourg.

The board of directors of the SICAV may in accordance with applicable laws and regulations decide to hold a general meeting of the shareholders at another date and/or other time or other location than those specified in the preceding paragraph, provided that the meeting notice indicates this other date, other time or other place.

Other general meetings of shareholders of the Company or of compartments may be held at the locations and on the dates indicated in the respective notices of these meetings. Shareholders' meetings of compartments may be held to deliberate on any matter that concerns only those compartments. Two or more compartments may be considered as one single compartment if such compartments are affected in the same manner by the proposals requiring approval by shareholders of the compartments in question.

Moreover, any general meeting of the shareholders must be convened such that it is held within one month, when shareholders representing one tenth of the share capital submit a written request to the board of directors of the SICAV indicating the items to include on the meeting agenda.

One or more shareholders, together owning at least ten percent of the share capital, may request the board of directors of the SICAV to include one or more items in the meeting agenda of any general meeting of the shareholders. This request must be sent to the registered office of the Company by registered letter at least five days before the meeting.

Any general meeting of the shareholders may be held abroad if the board of directors of the SICAV, acting on its own authority, decides that this is warranted by exceptional circumstances.

The business conducted at a general meeting of shareholders shall be limited to the points on the agenda and to matters related to these points.

Art. 26. Meetings without prior convening notice. A general meeting of the shareholders may be held without prior notice whenever all the shareholders are present or represented and they agree to be considered as duly convened and confirm they are aware of the agenda items for deliberation.

Art. 27. Votes. Each share gives the right to one vote regardless of the compartment to which it belongs and irrespective of its net asset value in the compartment in which it is issued. A voting right may only be exercised for a whole number of shares. Any fractional shares are not considered in the calculation of votes and quorum condition. Shareholders may have themselves represented at shareholders' general meetings by a representative in writing, by fax or any other means of electronic communication capable of proving this proxy and allowed by law. Such a proxy will remain valid for any general meeting of shareholders reconvened (or postponed by decision of the board of directors of the SICAV) to pass resolutions on an identical meeting agenda unless said proxy is expressly revoked. The board of directors of the SICAV

may also authorise a shareholder to participate in any general meeting of shareholders by video conference or by any other means of telecommunication that allows to identify the shareholder in question. These means must allow the shareholder to act effectively in such a meeting, that must be retransmitted in a continuous manner to said shareholder. All general meetings of shareholders held exclusively or partially by video conference or by any other means of telecommunication are deemed to take place at the location indicated in the meeting notice.

All shareholders have the right to vote by correspondence, using a form available at the registered office of the Company. Shareholders may only use proxy voting instruction forms provided by the Company indicating at least:

- the name, the address or the official registered office of the shareholder concerned,

- the number of shares held by the shareholder concerned participating in the vote indicating, for the shares in question, the compartment and if any, of the class of shares, of which they are issued,

- the place, the date and the time of the general meeting of the shareholders,

- the meeting agenda,

- the proposals subject to the decision of the general meeting of the shareholders, as well as

- for each proposal, three boxes allowing the shareholder to vote for, against, or abstain from voting for any of the proposed resolutions by checking the appropriate box.

Voting forms that do not indicate the direction of the vote or abstention are void.

The board of directors of the SICAV may determine any other conditions that must be fulfilled by shareholders in order to participate in a general meeting of shareholders.

Art. 28. Quorum and majority requirements. The general meeting of shareholders deliberates in accordance with the prescriptions of the amended Luxembourg Law of 10 August 1915 on commercial companies.

Unless otherwise required by law or in these Articles of Incorporation, decisions of the general meeting of shareholders shall be taken by a majority of shareholders validly cast, regardless of the portion of capital represented. The votes expressed do not include those attached to shares represented at the meeting of shareholders that have not voted, have abstained, or have submitted blank or empty proxy voting forms.

Section V. - Financial year - Distribution of profits

Art. 29. Financial year and accounting currency. The Financial Year shall begin on the January 1 st each year and end on the December 31 st of the same year.

The Company's accounts shall be expressed in the currency of the share capital of the Company as indicated in Article 5 of these Articles of Incorporation. Should there be multiple compartments, as laid down in these Articles of Incorporation, the accounts of those compartments shall be converted into the currency of the Company's share capital and combined for the purposes of establishing the financial statements of the Company.

In compliance with the provisions of the Law of 2010, the annual financial statements of the Company shall be examined by the independent authorised auditor appointed by the Company.

Art. 30. Distribution of annual profits. In all compartments of the corporate assets, the general meeting of shareholders, on the proposal of the board of directors of the SICAV, shall determine the amount of the dividends or interim dividends to distribute to distribution shares, within the limits prescribed by the Luxembourg Law of 2010. The proportion of distributions, income and capital gains attributable to accumulation shares will be capitalised.

The board of directors of the SICAV may declare and pay interim dividends in relation to distribution shares in all compartments, subject to the applicable laws and regulations.

Dividends may be paid in the currency chosen by the board of directors of the SICAV at the time and place of its choosing and at the exchange rate in forth on the payment date. Any declared dividend that has not been claimed by its beneficiary within five years of its allocation may no longer be claimed and shall revert to the Company. No interest will be paid on a dividend declared by the Company and held by it or by any other representative authorised for this purpose by the Company, at the disposal of its beneficiary.

In exceptional circumstances, the board of directors of the SICAV may, at its sole discretion, allow an in-kind distribution on one or more securities held in the portfolio of a compartment, provided that such an in-kind distribution applies to all shareholders of the compartment concerned, notwithstanding the class of share held by the shareholder concerned. In such circumstances, the shareholders will receive a portion of the assets of the compartment assigned to the class of shares in proportion to the number of shares held by the shareholders of that class of shares.

Art. 31. Expenses borne by the Company. The Company shall be responsible for the payment of all of its operating expenses, in particular:

- fees and reimbursement of expenses to the board of directors of the SICAV;

- compensation of investment advisors, investment managers, the Management Company, the Custodian Bank, Central Administration, authorised representatives of the financial department, paying agents, independent authorised auditor, legal advisors of the Company as well as other advisors or agents which the Company may call upon;

- brokerage fees;

- the fees for the production, printing and distribution of the Prospectus, the key investor information document ("KIID"), and the annual and semi-annual reports;

- fees and expenses incurred in the set-up of the Company;

- taxes and duties, including the subscription tax and governmental rights related to its activity;

- insurance costs of the Company, its directors and managers;

- fees and expenses related to the Company's registration and continued registration with government organisations and Luxembourg and foreign stock exchanges;

- expenses for publication of the net asset value and the prices of subscription and redemption or any other document including the expenses for the preparation and printing in all languages deemed useful in the interest of the shareholders;

- expenses related to the sales and distribution of the shares of the Company including the marketing and advertising expenses determined in good faith by the board of directors of the SICAV of the Company;

- expenses related to the creation, hosting, maintenance and updating of the Company's Internet sites;

- legal expenses incurred by the Company or its Custodian Bank when acting in the interests of the Company's shareholders;

- all exceptional expenses, including, but without limitation, legal expenses, interests and the total amount of all taxes, duties, rights or any similar expenses imposed on the Company or its assets.

The Company is a single legal entity. The assets of a given compartment shall only be liable for the debts, liabilities and obligations concerning that compartment. Expenses that cannot be directly attributed to a particular compartment shall be spread across all compartments in proportion to the net assets of each compartment and shall be charged in priority against the revenues of the compartments.

The incorporation fees of the Company may be amortised over a maximum of five years starting from the launch date of the first compartment, in proportion to the number of operational compartments, at that time.

If a compartment is launched after the launch date of the Company, the set-up expenses for the launch of the new compartment shall be charged solely to that compartment and may be amortised over a maximum of five years from the compartment's launch date.

Section VI. - Liquidation / Merger

Art. 32. Liquidation of the Company. The Company may be dissolved by a resolution of the general meeting of shareholders acting in the same way as for an amendment to the Articles of Incorporation.

In the case of the Company's dissolution, the liquidation shall be managed by one or more liquidators appointed in accordance with the Luxembourg Law of 2010, the amended Law of 10 August 1915 on commercial companies and the present Company's Articles of Incorporation. The net proceeds from the liquidation of each compartment shall be distributed, in one or more payments, to shareholders in the class in question in proportion to the number of shares they hold in that class. In respect of the principle of equal treatment of shareholders, all or part of the net liquidation proceeds may be paid in cash or in kind in transferable securities and other assets held by the Company. An in-kind payment will require the prior approval of the shareholder concerned.

Amounts not claimed by shareholders at the close of liquidation shall be consigned with the Caisse de Consignation in Luxembourg. If not claimed within the legally prescribed period, the amounts thus consigned shall be forfeited.

If the Company's share capital falls below two-thirds of the minimum capital required, the directors must refer the question of dissolution of the Company to a general meeting of shareholders, for which no quorum shall be required and which shall decide by a simple majority of the shares validly cast.

If the Company's share capital falls below a quarter of the minimum capital required, the directors must refer the question of the Company's dissolution to a general meeting of shareholders, for which no quorum shall be required; dissolution may be decided by shareholders holding one quarter of the shares validly cast.

The meeting notice must be made in such a manner that the general meeting of shareholders is held within forty (40) days of the assessment that the net assets have fallen below two-thirds or one-quarter of the minimum share capital.

Art. 33. Liquidation of compartments or Classes. The board of directors of the SICAV may decide to liquidate a compartment or a class of the Company, in the case where (1) the net assets of the compartment or of the class of the Company are lower than an amount deemed insufficient by the board of directors of the SICAV or (2) when there is a change in the economic or political situation relating to the compartment or to the class concerned or (3) economic rationalisation or (4) the interest of the shareholders of the compartment or of the class justifies the liquidation. The liquidation decision shall be notified to the shareholders of the compartment or of the class and the notice will indicate the reasons. Unless the board of directors of the SICAV decides otherwise in the interest of the shareholders or to ensure egalitarian treatment of shareholders, the shareholders of the compartment or of the class concerned may continue to request redemption or conversion of their shares, taking into consideration the estimated amount of the liquidation fees.

In the case of a liquidation of a compartment and in respect of the principle of equal treatment of shareholders, all or part of the net liquidation proceeds may be paid in cash or in-kind in transferable securities and other assets held by the compartment in question. An in-kind payment will require the prior approval of the shareholder concerned.

The net proceeds of liquidation may be distributed in one or more payments. The net proceeds of liquidation that cannot be distributed to shareholders or legal claimant at the time of closure of the liquidation of the compartment or of the class concerned shall be deposited at the Caisse de Consignation on behalf of their beneficiaries.

In addition, the board of directors of the SICAV may recommend the liquidation of a compartment or of a class to the general meeting of the shareholders of this compartment or of this class. The general meeting of the shareholders will be held without a quorum requirement and the decisions taken will be adopted on simple majority of the votes expressed.

In the case of the liquidation of a compartment that would result in the Company ceasing to exist, the liquidation will be decided by a meeting of shareholders to which would apply the conditions of quorum and majority that apply for a modification of these Articles of Incorporation, as laid down in Article 32 above.

Art. 34. Merger of compartments. The board of directors of the SICAV may decide to merge compartments by applying the rules for merger of UCITS laid down in the Law of 2010 and its regulatory implementations. The board of directors of the SICAV may however decide that the decision to merge shall be passed to the general meeting of shareholders of the absorbed compartment(s). No quorum is required for this general meeting and the decisions shall be approved by simple majority of the votes validly cast.

If, following the merger of compartments, the Company ceases to exist, the merger shall be decided by the general meeting of shareholders held in the conditions of quorum and majority required for amending these Articles of Incorporation.

Art. 35. Forced conversion of one class of shares to another class of shares. In the same circumstances as those described in Article 33 above, the board of directors of the SICAV may decide to force the conversion of one class of shares to another class of shares of the same compartment. This decision and the related procedures are notified to the shareholders concerned by notice or publication in accordance with the provisions in the Prospectus. The publication will contain the information on the new class. The publication will be made at least one month before the forced conversion becomes effective in order to allow the shareholders to apply for redemption or conversion of their shares into other classes of shares of the same compartment or into classes of another compartment, without Redemption fees except for such fees if any that are paid to the Company as specified in the Prospectus, before the transaction becomes effective. At the end of this period, all remaining shareholders will be bound by the forced conversion.

Art. 36. Division of compartments. In the same circumstances as those described in Article 33 above, the board of directors of the SICAV may decide to reorganise a compartment by dividing it into several compartments of the Company. The division of a compartment may also be decided by the shareholders of the compartment that may be divided at a general meeting of the shareholders of the compartment in question. No quorum is required for this general meeting and the decisions shall be approved by simple majority of the votes validly cast.

Art. 37. Division of classes. In the same circumstances as those described in Article 33 above, the board of directors of the SICAV may decide to reorganise a class of shares by dividing it into several classes of shares of the Company. Such a division may be decided by the board of directors of the SICAV if needed in the best interest of the concerned shareholders. This decision and the related procedures for dividing the class are notified to the shareholders concerned by notice or publication in accordance with the provisions in the Prospectus. The publication will contain the information on the new classes thus created. The publication will be made at least one month before the division becomes effective in order to allow the shareholders to apply for redemption or conversion of their shares, without redemption or conversion fees, before the transaction becomes effective. At the end of this period, all remaining shareholders will be bound by the decision.

Section VII. - Amendments to the Articles of Incorporation - Applicable law

Art. 38. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and majority conditions required under Luxembourg law. Any amendment to the Articles of Incorporation affecting the rights of shares belonging to a particular compartment in relation to the rights of shares belonging to other compartments, and any amendment to the Articles of Incorporation affecting the rights of shares in one class of shares in relation to the rights of shares in another class of shares, shall be subject to the quorum and majority conditions required by the amended Luxembourg Law of 10 August 1915 on commercial companies.

Art. 39. Applicable law. For any points not specified in these Articles of Incorporation, the parties shall refer to and be governed by the provisions of the Luxembourg Law of 10 August 1915 on commercial companies and its amendments, together with the Law of 2010.

Nothing else being on the agenda, the meeting was then adjourned at 2:30 pm, and these minutes signed by the members of the bureau and by the notary.

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

The document having been read to the appearing persons, all of whom are known to the notary by their names, surnames, civil status and residences, the said persons appearing signed together with us, the notary, the present original deed.

Signé: N. PIRES, I. BRANGBOUR, N. HOFFMANN, C. DELVAUX.

Enregistré à Redange/Attert, le 14 mars 2012. Relation: RED/2012/338. 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 la publication au Mémorial C, Recueil des Sociétés et Associations.

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

Référence de publication: 2012046267/889.

(120061895) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2012.

Weldpart S.A., Société Anonyme.

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

R.C.S. Luxembourg B 98.634.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE Statutaire

qui aura lieu le *20 juin 2012* à 16:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012062328/795/15.

Sofigepar 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 20.022.

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Messieurs les actionnaires de la Société Anonyme SOFIGEPAR S.A. - SPF sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le vendredi, *8 juin 2012* à 16.00 heures au siège social de la société à Luxembourg, 9b, boulevard du Prince Henri.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2011.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012059197/750/16.

Almagev S.A., Société Anonyme.

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

R.C.S. Luxembourg B 73.095.

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Messieurs les actionnaires de la Société Anonyme ALMAGEV S.A. sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le vendredi, *8 juin 2012* à 11.30 heures au siège social de la société à Luxembourg, 9b, boulevard du Prince Henri.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.

2. Approbation des comptes annuels et affectation des résultats au 31.12.2011.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012059196/750/16.

Agemar S.A., Société Anonyme.

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

R.C.S. Luxembourg B 10.368.

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Messieurs les actionnaires de la Société Anonyme AGEMAR S.A. sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le vendredi, *8 juin 2012* à 11.00 heures au siège social de la société à Luxembourg, 9b, boulevard du Prince Henri.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2011.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012059195/750/16.

FMF 1 S.C.I., Société Civile Immobilière.

Siège social: L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch.

R.C.S. Luxembourg E 4.760.

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STATUTS

L'an deux mille douze.

Le vingt-trois avril.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg.

Ont comparu:

1.- Monsieur Carlo MULLER, médecin-pneumologue, né à Esch-sur-Alzette, le 30 décembre 1965, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch;

2.- Madame Diane KNEIP, employée privée, née à Luxembourg, le 16 février 1964, épouse de Monsieur Carlo MULLER, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch;

3.- Monsieur Max MULLER, étudiant, né à Paris/14 e (France), le 5 avril 1994, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch;

4.- Monsieur Felix MULLER, étudiant, né à Esch-sur-Alzette, le 20 mars 1996, mineur, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch;

5.- Madame Fanny MULLER, étudiante, née à Esch-sur-Alzette, le 11 décembre 1997, mineure, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch.

Pour les comparants ci-avant qualifiés sub 4.- et 5.- acceptent et stipulent aux présentes leurs parents Monsieur Carlo MULLER et Madame Diane KNEIP, préqualifiés, agissant en leur qualité d'administrateurs légaux de leurs enfants mineurs.

Les comparants sub 1.- à 3.- sont ici représentés par Monsieur Patrick WILWERT, expert-comptable, demeurant professionnellement à L-4240 Esch-sur-Alzette, 36, rue Emile Mayrisch, en vertu d'une procuration sous seing privé lui délivrée.

Laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera enregistrée.

Lesquels comparants ont déclaré avoir constitué une société civile immobilière dont ils ont arrêté les statuts comme suit.

Art. 1 er . Il est formé par les présentes une société civile immobilière familiale régie par les articles 1832 et suivants du code civil ainsi que par les présents statuts.

Art. 2. La société a pour objet la mise en valeur et la gestion de tous immeubles qu'elle pourrait acquérir tant au Luxembourg qu'à l'étranger, à l'exclusion de toute activité commerciale.

Art. 3. La société prend la dénomination de FMF 1 S.C.I., société civile immobilière.

Art. 4. La société est constituée pour une durée indéterminée.

Art. 5. Le siège social est à Esch-sur-Alzette, Grand-Duché de Luxembourg. Il pourra être transféré en tout autre endroit du Grand-Duché de Luxembourg par simple décision de la gérance.

Art. 6. Le capital social est fixé à mille deux cents euros (1.200,- EUR). Il est représenté par cent vingt (120) parts sociales de dix euros (10,- EUR) chacune.

Ces parts sociales ont été souscrites comme suit:

1.- Monsieur Carlo MULLER, médecin-pneumologue, né à Esch-sur-Alzette, le 30 décembre 1965, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch, soixante (60) parts sociales en usufruit;

2.- Madame Diane KNEIP, employée privée, née à Luxembourg, le 16 février 1964, épouse de Monsieur Carlo MULLER, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch, soixante (60) parts sociales en usufruit;

3.- Monsieur Max MULLER, étudiant, né à Paris/14 e (France), le 5 avril 1994, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch, quarante (40) parts sociales en nue-propriété;

4.- Monsieur Felix MULLER, étudiant, né à Esch-sur-Alzette, le 20 mars 1996, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch, quarante (40) parts sociales en nue-propriété;

5.- Madame Fanny MULLER, étudiante, née à Esch-sur-Alzette, le 11 décembre 1997, demeurant à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch, quarante (40) parts sociales en nue-propriété.

La mise des associés ne pourra être augmentée que de leur accord unanime. L'intégralité de l'apport devra être souscrite sur demande du gérant ou des associés. Les intérêts courent à partir de la date de l'appel des fonds ou apports.

Art. 7. La cession de la pleine propriété, de la nue-propriété ou de l'usufruit des parts s'opère par acte authentique ou sous seing privé en observant l'article 1690 du Code Civil.

La pleine propriété, la nue-propriété et l'usufruit des parts sociales sont librement cessibles entre associés.

Ces droits ne peuvent être cédés entre vifs et la pleine- ou la nue-propriété ne peut être transmise à cause de mort à des non-associés qu'avec l'accord unanime de tous les associés. Cet agrément n'est pas requis, lorsque les droits sont transmis à des héritiers en ligne directe.

Tout associé désirant céder tout ou partie de ses droits sur les parts à un tiers, doit en informer le gérant, qui, à cet effet, convoquera une assemblée générale extraordinaire ayant à son ordre du jour l'agrément du cessionnaire.

Lorsque l'assemblée générale extraordinaire refuse d'agréer le cessionnaire, la société est en droit de racheter les droits sur les parts, visés à l'alinéa précédent, pour son propre compte ou pour compte de personnes à désigner par elle.

Le non-exercice du droit de rachat par la société ouvre un droit de préemption sur les droits au profit de tous les co-associés du cédant au prorata de leurs parts dans la société.

Sauf accord du cédant le droit de rachat et le droit de préemption doivent être exercés sur la totalité des droits.

Le rachat effectué par la société sans désignation de tiers cessionnaires comporte l'obligation de procéder concomitamment à l'annulation des parts dont la pleine propriété est acquise et à la réduction correspondante de son capital.

L'interdiction, la faillite ou la déconfiture d'un associé font naître le droit de rachat au profit de la société et subsidiairement le droit de préemption au profit des co-associés de l'interdit, du failli ou de l'associé en déconfiture conformément aux stipulations précédentes.

En cas de décès d'un associé, la société a le droit de racheter à tout moment les droits sur les parts recueillis par les héritiers pour son propre compte ou pour compte de personnes à désigner par elle.

Les alinéas précédents s'appliquent à cette hypothèse, y comprise la clause que les héritiers en ligne directe sont agréés automatiquement.

Art. 8. Chaque part donne droit dans la propriété de l'actif social et dans la répartition des bénéfices à une fraction proportionnelle au nombre des parts existantes, étant entendu qu'en cas de démembrement du droit de propriété des parts sociales en usufruit et en nue-propriété, celle-ci donne proportionnellement droit dans la propriété de l'actif social, tandis que celui-là donne proportionnellement droit dans la répartition des bénéfices.

Art. 9. Dans leurs rapports respectifs, les associés sont tenus des dettes de la société, chacun dans la proportion du nombre de parts qu'il possède. En cas de démembrement du droit de propriété des parts sociales en usufruit et en nue-propriété, le nu-propriétaire et l'usufruitier supporteront les dettes en fonction des pourcentages établis par l'Administration de l'Enregistrement.

Vis-à-vis des créanciers de la société, les associés sont tenus de ces dettes conformément à l'article 1863 du Code Civil. Dans tous actes qui contiendront des engagements au nom de la société, le ou les gérants devront, sauf accord contraire et unanime des associés, sous leur responsabilité, obtenir des créanciers une renonciation formelle au droit d'exercer une action personnelle contre les associés, de telle sorte que lesdits créanciers ne puissent intenter d'action et de poursuite que contre la présente société et sur les biens qui lui appartiennent.

Art. 10. La société ne sera pas dissoute par le décès d'un ou de plusieurs associés, titulaires de la pleine ou de la nue-propriété, mais continuera entre le ou les survivants et les héritiers ou ayants cause de l'associé ou des associés décédés, sous réserve de l'application des dispositions pré-visées à l'article 7.

L'interdiction, la faillite ou la déconfiture d'un ou de plusieurs associés ne mettra pas fin à la société, qui continuera entre les autres associés, à l'exclusion du ou des associés en état d'interdiction, de faillite ou de déconfiture.

Chaque part est indivisible à l'égard de la société.

Les copropriétaires indivis sont tenus, pour l'exercice de leurs droits, de se faire représenter auprès de la société par un seul d'entre eux ou par un mandataire commun pris parmi les autres associés.

Le démembrement du droit de propriété des parts sociales en usufruit et en nue-propriété ne tombe pas sous la clause pré-visée.

Les droits et obligations attachés à chaque part la suivent dans quelque main qu'elle passe. La propriété d'une part comporte de plein droit adhésion aux statuts et aux résolutions prises par l'assemblée générale.

Art. 11. La société est gérée et administrée par un ou plusieurs gérants, associés ou non, nommés par l'assemblée générale qui fixe leur nombre et la durée de leur mandat.

En cas de décès, de démission ou d'empêchement d'un des gérants il sera pourvu à son remplacement par décision des associés.

Art. 12. Le ou les gérants sont investis des pouvoirs les plus étendus pour agir au nom de la société en toutes circonstances et faire ou autoriser tous les actes et opérations d'administration et de disposition rentrant dans son objet.

Le ou les gérants peuvent acheter et vendre tous immeubles, contracter tous prêts et consentir toutes hypothèques.

Ils administrent les biens de la société et ils la représentent vis-à-vis des tiers et toutes administrations, ils consentent, acceptent et résilient tous baux et locations, pour le terme et aux prix, charges et conditions qu'ils jugent convenables. Ils touchent les sommes dues à la société à tel titre et pour telle cause que ce soit. Ils paient toutes celles qu'elle peut devoir ou en ordonne le paiement.

Ils règlent et arrêtent tous comptes avec tous créanciers et débiteurs. Ils exercent toutes les actions judiciaires, tant en demandant qu'en défendant.

Ils autorisent ainsi tous traités, transactions, compromis, tous acquiescements et désistements, ainsi que toutes subrogations, prêts et toutes mainlevées d'inscription, saisies, oppositions et autres droits, avant ou après paiement.

Ils arrêtent les états de situation et les comptes qui doivent être soumis à l'assemblée générale des associés. Ils statuent sur toutes propositions à faire à l'assemblée générale des associés et arrêtent son ordre du jour.

Ils peuvent confier à telles personnes que bon leur semble des pouvoirs pour un ou plusieurs objets déterminés.

La présente énumération est énonciative et non limitative.

Art. 13. Chacun des associés a un droit illimité de surveillance et de contrôle sur toutes les affaires de la société.

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

Art. 15. Les associés se réunissent au moins une fois par an à l'endroit qui sera indiqué dans l'avis de convocation.

Les associés peuvent être convoqués extraordinairement par le ou les gérants quand ils le jugent convenable, mais ils doivent être convoqués dans le délai d'un mois.

Les convocations aux réunions ordinaires ou extraordinaires ont lieu au moyen de lettres recommandées adressées aux associés au moins cinq jours à l'avance et doivent indiquer sommairement l'objet de la réunion.

Les associés peuvent même se réunir sur convocation verbale et sans délai si tous les associés sont présents ou représentés.

A4rt. 16. Dans toutes les réunions chaque part donne droit à une voix. Tant que le démembrement de la propriété des parts sociales en nue-propriété et en usufruit existe, le droit de vote est exclusivement réservé à l'usufruitier, y compris dans les cas prévus aux articles 17 et 18.

Les résolutions sont prises à la majorité simple des voix des associés présents ou représentés à moins de dispositions contraires des statuts.

Art. 17. Les associés peuvent apporter toutes modifications aux statuts, quelqu'en soit la nature et l'importance.

Ces décisions portant modification aux statuts ne sont prises qu'à l'unanimité de toutes les parts existantes.

Art. 18. En cas de dissolution anticipée de la société, la liquidation de la société se fera par les soins du ou des gérants ou de tout autre liquidateur qui sera nommé et dont les attributions seront déterminées par les associés.

Le ou les liquidateurs peuvent, en vertu d'une délibération des associés, faire l'apport à une autre société civile ou commerciale, de la totalité ou d'une partie des biens, droits et obligations de la société dissoute ou la cession à une société ou à toute autre personne de ces mêmes droits, biens et obligations.

Le produit net de la liquidation, après le règlement des engagements sociaux, est réparti entre les associés proportionnellement au nombre des parts possédées par chacun d'eux, en tenant compte de la valeur attachée à l'usufruit.

Disposition transitoire

Le premier exercice commencera aujourd'hui et se terminera le 31 décembre 2012.

Frais

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge, à raison de sa constitution, à environ neuf cents euros.

Assemblée générale extraordinaire

Et à l'instant, les associés se sont constitués en assemblée générale extraordinaire et ont à l'unanimité des voix pris les résolutions suivantes:

a) Monsieur Carlo MULLER, prénommé, est nommé gérant pour une durée indéterminée, avec le pouvoir d'engager la société par sa seule signature.

b) Le siège social est établi à L-4240 Esch-sur-Alzette, 18, rue Emile Mayrisch.

Dont acte, fait et passé à Esch-sur-Alzette, à la date pré-mentionnée.

Et après lecture faite et interprétation donnée aux comparants, ceux-ci ont signé avec le notaire le présent acte.

Signé: Patrick WILWERT, Jean SECKLER.

Enregistré à Grevenmacher, le 25 avril 2012. Relation GRE/2012/1434. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): G. SCHLINK.

POUR COPIE CONFORME

Junglinster, le 25 avril 2012.

Référence de publication: 2012048733/161.

(120066997) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2012.

VORSORGE Luxemburg Lebensversicherung S.A., Société Anonyme.

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

R.C.S. Luxembourg B 56.908.

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Auszug aus dem Protokoll über die ordentliche Generalversammlung der VORSORGE Luxemburg Lebensversicherung S.A. Société Anonyme am 23. April 2012 in Munsbach

Gemäß der Tagesordnung haben die Gesellschafter einstimmig folgende Beschlüsse gefasst:

Sechster Beschluss

Die Generalversammlung beschließt, die Anzahl der Verwaltungsräte mit dem 01.05.2012 auf fünf festzusetzen.

Siebenter Beschluss

Die Generalversammlung wählt Herrn Dr. Andreas Jahn, geboren in Leverkusen (Deutschland) am 15.09.1968, wohnhaft in D-40593 Düsseldorf, Saddeler Straße 15, einstimmig zum Mitglied des Verwaltungsrates der Vorsorge Luxemburg Lebensversicherung S.A.. Bestellungsdatum: 23.04.2012, Dauer des Mandates: begrenzt, bis zur Generalversammlung, die im Jahre 2017 stattfinden wird.

Achter Beschluss

Die Generalversammlung wählt Herrn Frank Wittholt, geboren in Hamm-Heessen (Deutschland) am 22.11.1968, wohnhaft in D-40545 Düsseldorf, Steffenstr. 7, einstimmig zum Mitglied des Verwaltungsrates der Vorsorge Luxemburg Lebensversicherung S.A.. Bestellungsdatum: 23.04.2012, Dauer des Mandates: begrenzt, bis zur Generalversammlung, die im Jahre 2017 stattfinden wird.

Neunter Beschluss

Die Generalversammlung wählt Herrn Jochen Specht, geboren in Wuppertal (Deutschland) am 12.11.1969, wohnhaft in D-53347 Alfter, Margaretenweg 18, einstimmig zum Mitglied des Verwaltungsrates der Vorsorge Luxemburg Lebensversicherung S.A.. Bestellungsdatum: 23.04.2012, Dauer des Mandates: begrenzt, bis zur Generalversammlung, die im Jahre 2017 stattfinden wird.

Munsbach, den 23. April 2012.

Rainer Schu

Der Vorsitzende der Generalversammlung

Référence de publication: 2012051276/30.

(120070059) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

AFC International, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 137.958.

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Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012049114/9.

(120067437) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Alis S.A., Société Anonyme.

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

R.C.S. Luxembourg B 132.284.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 26 avril 2012. Signature.

Référence de publication: 2012049117/10.

(120067806) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

ALLDATA Luxembourg Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.502,00.

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

R.C.S. Luxembourg B 160.765.

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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 25 avril 2012.

Référence de publication: 2012049118/11.

(120067237) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Cippus S.A., Société Anonyme.

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

R.C.S. Luxembourg B 145.290.

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Extrait du procès-verbal de l'assemblée générale ordinaire qui s'est tenue le 26 avril 2012 à 16.00 heures à Luxembourg 1, rue Joseph Hackin

- Le mandat des administrateurs et du commissaire aux comptes venant à échéance lors de la présente Assemblée, il a été décidé, à l'unanimité, de renouveler le mandat:

A) des administrateurs de:

- Monsieur Joseph WINANDY, Administrateur de sociétés, demeurant rue de l'Horizon, 92 à L-5960 Itzig,

- La société Cosafin SA, société anonyme, domiciliée au 1, rue Joseph Hackin, L-1746 Luxembourg, représentée par Monsieur Jacques Bonnier, 1, rue Joseph Hackin Luxembourg,

- la société Jalyne SA, société anonyme, domiciliée au 1, rue Joseph Hackin, L-1746 Luxembourg, représentée par Monsieur Jacques Bonnier, 1, rue Joseph Hackin Luxembourg.

B) du commissaire aux comptes la Fiduciaire HRT, 3A, rue Guillaume Kroll à L-1882 Luxembourg.

- Les mandats des Administrateurs et du Commissaire aux Comptes viendront à échéance à l'Assemblée Générale Ordinaire qui statuera sur les comptes clôturés au 31 décembre 2012.

Pour copie conforme
JALYNE SA
Signatures
Administrateur / Administrateur

Référence de publication: 2012050256/24.

(120069921) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

Almacantar, Société Anonyme.

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

R.C.S. Luxembourg B 149.157.

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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.

Junglinster, le 25 avril 2012.

Pour copie conforme

Référence de publication: 2012049119/11.

(120067216) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Alpha International Business S.à r.l., Société à responsabilité limitée.

Siège social: L-1249 Luxembourg, 15, rue du Fort Bourbon.

R.C.S. Luxembourg B 161.450.

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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.

Junglinster, le 26 avril 2012.

Pour copie conforme

Référence de publication: 2012049122/11.

(120067892) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Cefarg Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 129.274.

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Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire des Actionnaires tenue en date du 27 avril 2012:

L'Assemblée prend acte de la démission de Messieurs Roland DE CILLIA, Jeannot DIDERRICH et Romain WAGNER de leur fonction d'Administrateurs;

L'Assemblée appelle aux fonctions d'Administrateurs:

- Monsieur Soni SHREEKANT, consultant en finance, demeurant au demeurant au Camino De LLoixaNr 2, Bwl 19, 03001 Alicante San Juan, Espagne

- Monsieur Carlos GARCIA, avocat, demeurant au Calle Empedrada, 6. 49950 CASARRUBIOS DEL MONTE (TOLEDO), Espagne;

- Madame Limara HAQUE, administrateur de société, demeurant au Camino De LLoixa Nr 2, Bwl 19; 03001 Alicante San Juan, Espagne

Les nouveaux administrateurs termineront le mandat de ceux qu'ils remplacent jusqu'à l'Assemblée Générale statuant sur les comptes de l'exercice 2017.

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

CEFARG FINANCE S.A.

Référence de publication: 2012050254/21.

(120069764) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

Amivo S.A., Société Anonyme.

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

R.C.S. Luxembourg B 48.448.

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Le bilan au 31/12/2010 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 26 avril 2012.

Référence de publication: 2012049123/10.

(120067755) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Anderson Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 106.017.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

FIDUPAR
1, rue Joseph Hackin
L-1746 Luxembourg
Signatures

Référence de publication: 2012049124/13.

(120067733) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

BNP Paribas S.B Ré, Société Anonyme.

Siège social: L-2540 Luxembourg, 16, rue Edward Steichen.

R.C.S. Luxembourg B 145.794.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire qui s'est tenue à Luxembourg le mardi 24 avril 2012

L'Assemblée Ordinaire de l'Actionnaire unique de la Société a pris les résolutions suivantes:

Troisième résolution

L'Assemblée prend acte du Tait que Monsieur Jean-Louis Marlier n'a pas souhaité voir son poste d'Administrateur renouvelé.

Certains mandats d'Administrateurs venant à échéance lors de la présente Assemblée, l'Assemblée nomme comme Administrateurs les personnes suivantes:

- Monsieur Eric Martin, Administrateur et Président du Conseil d'Administration, demeurant au 65, Avenue Guillaume, L-165)1 Luxembourg
- Monsieur Christian Crétin, Administrateur, demeurant au 59, rue de la République, F-93100 Montreuil S/Bois
- Monsieur Joseph Winandy, Administrateur, demeurant au 92, rue de l'Horizon, L-5690 Itzig
- Monsieur Yvan Juchem, Administrateur, demeurant au 1, rue Belle-Vue, L-8832 Rombach
- Monsieur Stanislas Chevalet, Administrateur, demeurant au 17, rue du Commerce, F-75015 Paris
- Monsieur Jean-Gil Saby, Administrateur, demeurant au 1-3 Rue Louis Le Grand F-75450 Paris

Les mandats de ces Administrateurs prendront fin à l'issue de l'Assemblée Générale à tenir en 2013, qui aura à statuer sur les comptes de l'exercice social de 2012.

Quatrième résolution

L'Assemblée décide de nommer Mazars Luxembourg S.A (RCS Luxembourg B 159 962), comme réviseur d'entreprises indépendant. Ce mandat viendra à expiration à l'issue de l'assemblée générale appelée à se prononcer sur les comptes au 31 décembre 2012.

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

Pour extrait sincère et conforme
Signature
Un Mandataire

Référence de publication: 2012050221/31.

(120069612) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

Lime Consulting S.A., Société Anonyme.

Siège social: L-8080 Bertrange, 2, rue Pletzer.

R.C.S. Luxembourg B 154.235.

—

Je soussigné Philippe CRABIT déclare démissionner du poste d'administrateur de la société Lime Consulting S.A. Cette démission sera présentée au prochain conseil d'administration extraordinaire.

A Bertrange, le 10 Janvier 2012. Philippe CRABIT.

Référence de publication: 2012051272/10.

(120070068) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

BNP Paribas InstiCash, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 65.026.

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EXTRAIT

Administrateurs

L'Assemblée Générale Ordinaire tenue le 29 septembre 2006 a pris note de la démission de Madame Annyse GUILLAUME de son poste d'administrateur de la Société avec effet au 18 août 2006.

Délégué à la gestion journalière: Secrétaire Général

Suite à une résolution circulaire datée du 22 avril 2010, le Conseil d'Administration de la Société a pris note de la démission de Madame Paola ESTEVES de son poste de Secrétaire Général de la Société avec effet immédiat.

Il est porté à la connaissance de tous que Madame Annyse GUILLAUME a démissionné de son poste de Secrétaire Général de la Société avec effet au 13 novembre 2006.

Suite à une résolution circulaire du 15 avril 2011, le Conseil d'Administration de la Société a pris note de la nomination de la personne suivant au poste de Secrétaire Général de la Société, avec effet au 1 er mai 2011 et ce pour une période indéterminée:

Madame Claire COLLET, née le 17 janvier 1973 à Lyon, France et domiciliée professionnellement au 33, rue de Gasperich, L-5826 Hesperange, Grand-Duché de Luxembourg.

Luxembourg, le 25 avril 2012.

Pour extrait sincère et conforme

Pour BNP PARIBAS INSTICASH

Signature

Référence de publication: 2012051263/25.

(120069955) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

LBPOL William II S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 18.142.010,00.

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

R.C.S. Luxembourg B 116.517.

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EXTRAIT

Il résulte des résolutions des associés prises en date du 26 avril 2012 que:

- M. Rodolpho Amboss, jusqu'à présent gérant de catégorie B de la Société, est désormais gérant de catégorie A de la Société à compter du 26 avril 2012 et pour une durée indéterminée; et

- Mme. Corine Frérot, jusqu'à présent gérante de catégorie A de la Société, est désormais gérante de catégorie B de la Société à compter du 26 avril 2012 et pour une durée indéterminée.

Depuis le 26 avril 2012, le conseil de gérance de la Société est composé comme suit:

Gérante de catégorie A:

- Monsieur Christophe Mathieu

- Monsieur Rodolpho Amboss

Gérants de catégorie B:

- Madame Corine Frérot

- Monsieur Michael Tsoulies

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

Luxembourg, le 26 avril 2012.

Pour extrait conforme

LBPOL William II S.à r.l.

Signature

Référence de publication: 2012051271/26.

(120069994) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2012.

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