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RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1543

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**Katla Manager Selection, Société d'Investissement à Capital Variable,
(anc. Kaupthing Manager Selection).**

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

R.C.S. Luxembourg B 72.942.

IN THE YEAR TWO THOUSAND AND TWELVE,

ON THE JUNE 11 (ELEVEN).

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 KAUPTHING MANAGER SELECTION (hereafter referred to as the "SICAV"), a public limited company («société anonyme») qualifying as an investment company with variable share capital pursuant to the law of 20 December 2002 on undertakings for collective investment (the «2002 Law») with its registered office in Luxembourg, incorporated formerly under the name of LIFIS, SICAV, pursuant to a deed Maître Edmond SCHROEDER, former notary residing in Mersch, on December 17, 1999, published in the Mémorial C, number 137 of February 10, 2000, and the articles of incorporation were amended for the last time by deed of the notary Jean-Joseph WAGNER, residing in Sanem, on May 20, 2005, published in the Mémorial C N°576 on June 13, 2005.

The Meeting was opened at 10:00 a.m. with Mrs Nicole HOFFMANN, professionally residing in 14, boulevard Royal in L-2449 Luxembourg, as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Mrs Nicole PIRES, professionally residing in 14, boulevard Royal in L-2449 Luxembourg.

The Meeting elected as scrutineer Mrs Lydie MOULARD, 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 present Meeting has been convened by letter sent on May 8, 2012 to the shareholders and by convening notice published:

- in the Grand-Duchy of Luxembourg in the «Mémorial, Recueil des Sociétés et Associations», dated May 8, 2012 and May 25, 2012,

- in the Grand-Duchy of Luxembourg in the «Luxemburger Wort» dated May 8, 2012 and May 25, 2012,

- in Iceland in the «Frettabladid» dated May 8, 2012. The numbers supporting these notices are filed in the bureau.

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

1. Change of the name of the SICAV into KATLA MANAGER SELECTION and change of the name of the following sub-funds:

- KAUPTHING MANAGER SELECTION - GLOBAL EQUITY into KATLA MANAGER SELECTION - GLOBAL EQUITY

- KAUPTHING MANAGER SELECTION - BRIC into KATLA MANAGER SELECTION - BRIC

2. 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

3. Change of the consolidation currency of the SICAV from dollar of the United States of America to euro

4. Rewriting of the articles of association of the SICAV

5. Change of name of the share class A (C) EUR into share class C1

6. Removal of the non-operational share classes A (D) EUR and A (D) ISK

7. Merger of:

- KAUPTHING MANAGER SELECTION - GLOBAL EQUITY A (C) ISK share class into KAUPTHING MANAGER SELECTION - GLOBAL EQUITY C1 share class

- KAUPTHING MANAGER SELECTION - BRIC A (C) ISK share class into KAUPTHING MANAGER SELECTION - BRIC C1 share class.

with effect on 11 June 2012 or a later date decided by the shareholders' meeting.

IV. As appears from the attendance list, out of the 830,273 (eight hundred thirty thousand two hundred seventy three) shares in issue, 583,604 (five hundred eighty three thousand six hundred four) 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 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 change the name of the SICAV into KATLA MANAGER SELECTION and change of the name of the following sub-funds:

- KAUPTHING MANAGER SELECTION - GLOBAL EQUITY into KATLA MANAGER SELECTION - GLOBAL EQUITY

- KAUPTHING MANAGER SELECTION - BRIC into KATLA MANAGER SELECTION - BRIC.

This resolution was taken by 583,604 (five hundred eighty three thousand six hundred four) votes, voting in favour of the amendment.

Second 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.

Third resolution

The extraordinary general meeting of shareholders resolves to change of the consolidation currency of the SICAV from dollar of the United States of America to euro.

This resolution was taken by 583,604 (five hundred eighty three thousand six hundred four) votes, voting in favour of the amendment.

Fourth resolution

The extraordinary general meeting of shareholders resolves to rewrite the SICAV's articles of incorporation; so that now, the articles of incorporation will be read as follows:

KATLA MANAGER SELECTION

Société d'Investissement à Capital Variable

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

R.C.S. Luxembourg B72942

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

Art. 1. Corporate name. There exists between the subscriber(s) and all those who will become shareholders, a société anonyme in the form of a Société d'investissement à capital variable (SICAV), i.e. an open-ended investment company, KATLA MANAGER SELECTION ("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, 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. If allowed by law, and to the extent of this authorisation, the board of directors 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 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 authorised assets authorised in Part I of the Luxembourg Law of 17 December 2010 on undertakings for collective investment ("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 euro and shall at all times be equal to the total net assets in euro of all sub-funds 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 (€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. Sub-funds and Classes of shares. Shares may, when decided by the board of directors, be from different sub-funds (which may be, on decision of the board of directors, denominated in different currencies) and the proceeds from the issue of shares in each sub-fund will be invested, in accordance with the investment policy decided by the board of directors, in accordance with the investment restrictions established by the Law of 2010 and from time to time by the board of directors.

The board of directors may decide, for any sub-fund, to create classes of shares, the features of which are described in the prospectus of the Company ("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. If classes are created, the references to the sub-funds 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 may decide to split or to reverse split the shares of a sub-fund 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 sub-fund and any class in said sub-fund 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.

2. either as uncertificated or certificated bearer shares. The board of directors may decide for any sub-funds or share classes that bearer shares will be issued only in the form of global certificate held in custody by a clearing and settlement system. The board of directors may also decide that bearer shares may be represented by single or multiple share certificates in the forms and denominations that the board of directors can decide but that will however only represent whole numbers of shares. When necessary, the portion of subscription proceeds exceeding the number of whole bearer shares will be automatically reimbursed to the subscriber. The costs involved in the physical delivery of single or multiple bearer share certificates may be invoiced to the applicant prior to being sent and the delivery of such certificates may depend on prior payment of such delivery fees. If a shareholder of bearer shares requests to change their certificates for certificates of a different denomination, they may be charged the cost of the exchange.

A shareholder may at any time request to convert their bearer shares to registered shares, or the inverse. In this case, the Company shall be entitled to charge the shareholder for any costs incurred.

As allowed by Luxembourg laws and regulations, the board of directors may decide, at its sole discretion, to require the exchange of bearer shares to registered shares provided that it publishes a notice in one or several newspapers determined by the board of directors.

Bearer share certificates are signed by two directors. Both signatures may be handwritten, printed, or stamped. However, one of the signatures may be affixed by a person delegated by the board of directors for this purpose, in which case it must be handwritten, if and where required by law. The Company may issue temporary certificates in forms determined by the board of directors.

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 in the eyes of the Company.

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

If the Company offers shares for subscription, the price per share offered, irrespective of the sub-funds 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 of the Company. 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 more precisely in the Prospectus and taking effect on the applicable Valuation Day.

Unless specified differently in the Prospectus, subscription requests may be expressed in the 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, 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. Moreover, the board of directors of the Company may, but is not required to do so, cancel the subscription request if the depositary has not received the subscription price within the common delays, such as determined in the Prospectus and starting as from the applicable Valuation Day. Subscription price already received by the depositary at the time of the cancellation's decision of subscription request will be returned to the subscribers concerned without application of interests.

The board of directors of the Company may also decide, at its own discretion, to cancel the initial offering subscription of shares for a sub-fund or a share class. In this case subscribers who have already made subscription requests will be informed in due form and, by way of derogation from the preceding paragraph, subscription requests received will be cancelled. Any subscription price that has been already received by the depositary will be returned to the subscribers concerned without application of interests.

In general, in case of refusal of a subscription request by the board of directors, any subscription price that has been already received by the depositary at the time of the refusal decision will be returned to the subscribers concerned without application of interests, unless legal or regulatory provisions prevent or prohibit the return of the subscription price.

Shares are only issued on acceptance of a corresponding subscription order. For the 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, 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.

Subject to receipt of the full subscription price, the single or multiple bearer share certificates shall normally be delivered, if applicable, within the normal deadlines.

Subscriptions may also be made by contribution of transferable securities and other authorised assets other than cash, where authorised by the board of directors, 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 sub-fund. 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 director, 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 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 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, under pain of 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 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 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.

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 sub-fund, 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. The redemption request must be accompanied, as necessary, by the appropriate single or multiple bearer share certificate(s) issued and the necessary documents to perform their transfer, as well as any additional information requested by the Company or by any person authorised by the Company, before the redemption price can be paid.

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 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 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 or assets other than transferable securities and cash from the portfolio of the sub-fund 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, 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 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 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 of a security of a subfund bearing on 10% or more of the net assets of the sub-fund or a threshold below 10% deemed critical by the board of directors, 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 the proceeds from such sales;

- postpone all or some of such requests to a later Valuation Day determined by the board of directors, when the Company will have sold the necessary assets, taking into consideration the interests of all shareholders and when it will have 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 sub-fund:

- if any one of the stock exchanges and/or other markets on which the sub-fund concerned were broadly exposed, in the opinion of the board of directors, were closed or;

- if transactions on stock exchanges and/or other markets on which the sub-fund concerned were broadly exposed, in the opinion of the board of directors, were 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 sub-fund or in the class of shares falls below a minimum amount as may be determined by the board of directors for the sub-fund or the class of shares, the board of directors can rightfully believe that the shareholder has requested the redemption of all of its shares held in that sub-fund or class of shares. The board of directors can, in this case at its sole discretion, execute a forced redemption of the remaining shares held by the shareholder in the sub-fund or the class concerned.

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

Conversion is based on the net asset values of the class of shares of the relevant sub-fund 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 sub-funds on the Valuation Day. The board of directors 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, 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 sub-fund, the class of shares held, the number of shares or the amount to convert, as well as the sub-fund 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 conversions. If any, it must be accompanied by single or collective bearer share certificates issued. If single and/or collective bearer share certificates can be issued for the class to which the conversion transaction is effected, new single and/or collective bearer share certificates can be reissued to the shareholder on express request of the shareholder in question.

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

The board of directors 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.

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

The board of directors 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 of a security of a subfund bearing on 10% or more of the net assets of the sub-fund or a threshold below 10% deemed critical by the board of directors, 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 the proceeds from such sales;
- postpone all or some of such requests to a later Valuation Day determined by the board of directors, when the Company will have sold the necessary assets, taking into consideration the interests of all shareholders and when it will have 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 sub-fund:

- if any one of the stock exchanges and/or other markets on which the sub-fund concerned were broadly exposed, in the opinion of the board of directors, were closed or;
- if transactions on stock exchanges and/or other markets on which the sub-fund concerned were broadly exposed, in the opinion of the board of directors, were restricted or suspended.

The board of director may reject all conversion request for an amount lower than the minimum conversion amount as set from time to time by the board of directors and indicated in the Prospectus.

If, following the acceptance and execution of a conversion order, the value of the remaining shares held by the shareholder in the sub-fund 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 for the sub-fund or the class of shares, the board of directors may rightfully believe that the shareholder has requested the conversion of all of its shares held in that sub-fund or class of shares. The board of directors may, in this case at its sole discretion, execute a forced conversion of the remaining shares held by the shareholder in the sub-fund of the class concerned in which the conversion is requested.

Art. 11. Transfer of shares. All transfers, inter vivo or because of decease, of registered shares will be recorded in the shareholders' register.

Transfers of bearer shares represented by single or multiple bearer share certificates will be executed by the delivery of corresponding bearer shares represented by single or multiple bearer share certificates. The transfer of bearer shares, represented by global certificates of shares held in custody by a clearing and settlement system, will be executed by the registration of the shares transfer with the clearing entity in question.

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 bearer shares, consider the bearer and, 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 toward third parties resulting from transactions on these shares and shall rightfully refuse to acknowledge any rights, interests or pretensions 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 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, 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 shares' transfer 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 or it appears that confirmations given by a shareholder were not exact or have ceased to be exact. 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. The shareholder in question shall be required to immediately return the single or multiple bearer share certificates specified in the redemption notice.

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; if they are registered shares, the shareholder's name shall be removed from the shareholders' register; if they are bearer shares, the single or multiple bearer share certificates representing these shares shall be cancelled in the books of the Company.

b) The price at which the shares specified in the redemption notice shall be repurchased ("redemption price") shall be the redemption price based on 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 shareholder's rights.

c) The payment shall be made in the currency determined by the board of directors. 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 and specified in the Prospectus.

If the board of directors is aware or reasonably suspects that a shareholder owns shares and does not meet the required conditions for ownership stipulated for the sub-fund 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 redemption described above;

- or execute forced conversion of shares to shares in another class within the same sub-fund 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 on this conversion.

Art. 13. Calculation of the net asset value of shares. Regardless of the sub-fund 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 as a figure obtained by dividing the net assets of such sub-fund or such class on the Valuation Day defined in these articles of incorporation by the number of shares issued in that sub-fund and in that class.

The valuation of the net assets of the different sub-funds 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 not paid interests;
- 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, option's or subscription's 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 could 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 real 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 the case of Company investments that are 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 may determine the main market for the investments in question that will be then evaluated at the last available price on that market.
- d) The financial derivative instruments that are 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 Evaluation 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 on other market but for which the price determined pursuant to sub-paragraphs b) is not, in the opinion of the board of directors, representative of the real 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, representative of the real value of these financial derivative instruments or securities representing undertakings for collective investment,the board of directors estimates the probable realisation value prudently and in good faith.
- h) Securities expressed in a currency other than that of the respective sub-funds 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 be precise for determining the value of the Company's assets, the board of directors 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 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 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 portfolio managers, the Management Company, the depositary, the central administration, the domiciliary 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 incomes, accrued up until the Valuation Day and established by the board of directors, and other provisions authorised or approved by the board of directors;
- 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 sub-fund are constituted by the assets of the sub-fund minus the liabilities of the sub-fund 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 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 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 sub-fund, the net assets of the sub-fund 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 shall establish for each sub-fund a pool of assets that shall be attributed, as stipulated below, to the shares issued for the sub-fund concerned pursuant to the provisions of this article. In this regard:

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

2. If an asset is derived from another asset, this derivative asset shall be attributed in the Company's books to the same sub-fund 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 sub-fund to which the asset belongs.

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

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

5. Following the payment of dividends to distribution shares belonging to a given sub-fund, the net asset value of the sub-fund 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 sub-fund 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 shall be considered as a share which is issued and existing until the close of business on the Valuation Day applying to redemption of that share and its price shall, with effect from this date and until such time as its price is paid, 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 close of business on the Valuation Day on which its issue price has been determined and its price shall be treated as an amount due to the Company until such time as the Company has received it;

3. all investments, cash balances or other assets of the Company expressed in a currency other than the respective currency of each sub-fund 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. Assets' pooling:

1. The board of directors may invest and manage all or part of the common asset pools created for one or more sub-funds (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 may execute other transfers adding to the Extended Pool of Assets on a case-by-case basis. The board of directors 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 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 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, 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 deems appropriate to reflect the taxes, brokerage and subscription fees that may be incurred by the investment of the concerned liquidities. For cash withdrawals, a corresponding addition may be effected 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 or contributed at any time in an 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 a Extended Pool of Assets shall be immediately allocated to the Participating Fund, in proportion to the respective rights attached to the assets that comprise 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 calculate the net asset value of shares of each sub-fund on the day (defined as the "Valuation Day") and in a frequency determined by the board of directors and specified in the Prospectus.

The net asset value of the classes of shares of each sub-fund will be expressed in the reference 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 sub-funds, 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 sub-funds 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 subfunds,
- in the case of the suspension of the calculation of the net asset value of one or more undertakings for collective investment in which a sub-fund 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 sub-funds 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 sub-funds or in which the transfers of funds involved in sale or acquiring investments or payments due for the redemption of shares cannot, in the opinion of the board of directors, be performed at normal exchange rates,
- in the case of the publication of (i) the notice for a general meeting of shareholders at which the dissolution and liquidation of the Company or sub-funds are proposed or (ii) of the notice informing the shareholders of the decision of

the board of directors to liquidate one or more sub-funds, 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 sub-funds or (iv) of a notice informing the shareholders of the decision of the board of directors to merge one or more sub-funds,

- when for any other reason, the value of the assets or the debts and liabilities attributable to the Company or to the sub-fund in question, cannot be promptly or accurately determined,

- regarding a feeder sub-fund, when 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 in which the lack of suspension could create for the Company, one of its sub-funds or shareholders, certain liabilities, financial disadvantages or any other damage that the Company, the subfund or its shareholders would not otherwise experienced.

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

III. Restrictions applicable to coming subscriptions and conversions into certain sub-funds

A sub-fund may be closed definitively or temporarily to new subscriptions or to conversions applied for (but not for outgoing redemptions or 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 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, it may be filled the vacancy on a provisional basis in observance of procedures laid down by law. In this case, the general meeting of shareholders shall make a final appointment at its next meeting.

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

The board of directors may only validly deliberate and decide if at least half of its members are present or represented.

The meeting of the board of directors is presided by the chairman of the board of directors or, when absent, by one of the directors present chosen by the majority of the members of the board of directors 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, 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 and vote therein at its location and place on the items in 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 of the agenda by letter, fax, email or by any other means approved by the board of directors 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 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, 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 has the same value as a decision taken during a meeting of the board of directors. 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. The board of directors, in application of the principle of risks' 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 directors 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 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 in compliance with applicable laws and regulations referred to in the Prospectus.

The board of directors may decide to invest up to 100% of the net assets of each sub-fund 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, Brazil, Russia and Indonesia 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 with respect to the investment objective of the sub-fund in question, provided that, in the event in which the Company decides to avail itself of this provision, it holds, for the sub-fund, securities belong to at least six different issues and that the securities belonging to a single issue do not exceed thirty percent of the total amount of the net assets of the sub-fund concerned.

The board of directors 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 sub-fund may subscribe for, acquire and/or hold shares to issue or already issued by one or more other sub-funds 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 sub-fund in question. Moreover, and as long as these shares are held by a sub-fund, 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 may decide that the investments of a sub-fund 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.

The Company will not invest more than 10% of the net assets of a sub-fund in undertakings for collective investment as defined in article 41 (1) (e) of the Law of 2010 unless it is decided otherwise for a specific sub-fund in the corresponding fact sheets in the Prospectus. In accordance with applicable Luxembourg laws and regulations, the board of directors 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 sub-fund qualified as either a feeder UCITS or a master UCITS, (ii) convert an existing sub-fund into a feeder UCITS or (iii) change the master UCITS of one if its feeder subfunds.

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.

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 other persons to whom such powers of signature have been specially delegated by the board of directors.

Art. 19. Delegation of powers. The board of directors 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. Depositary. The Company shall sign an agreement with a Luxembourg bank, under the terms of which the bank shall carry out the functions of depositary 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 another 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, this director or representative of the Company must inform the board of directors 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 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 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 most 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 sub-fund 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 sub-funds, the deliberation shall, in compliance with applicable laws, also be deliberated by sub-funds concerned.

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

The general meeting of the shareholders is convened in the delays and in accordance with procedures laid down by law. If any bearer shares are in circulation, the meeting notice shall be published in the forms and the delays prescribed by law.

Holders of bearer shares must, to participate in general meetings, deposit their shares in an institution indicated in the meeting notice at least five calendar days prior to the date of the meeting.

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 general meeting of shareholders shall be held in the Grand Duchy of Luxembourg, at the place indicated in the meeting notice, on the 28th April every year at 11.00 a.m. If this day is a public holiday, the general meeting of shareholders shall be held on the following bank business day.

The board of directors 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 subfunds may be held at the locations and on the dates indicated in the respective notices of these meetings. Shareholders' meetings of sub-funds may be held to deliberate on any matter relating that concerns only those sub-funds. Two or more sub-funds may be considered as one single subfund if such sub-funds are affected in the same manner by the proposals requiring approval by shareholders of the sub-funds 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 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 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, 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 contained in 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 sub-fund to which it belongs and irrespective of its net asset value in the sub-fund 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) to pass resolutions on an identical meeting agenda unless said proxy is expressly revoked. The board of directors 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 instructions 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, of the subfund 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 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 laws and regulations or in these articles of incorporation, decisions of the general meeting of shareholders shall be taken by a majority of shareholders present and voting. 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 1st January each year and end on the 31st December 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 sub-funds, as laid down in these articles of incorporation, the accounts of those sub-funds 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 sub-funds of the Company, the general meeting of shareholders, on the proposal of the board of directors, 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, incomes and capital gains attributable to accumulation shares will be capitalised.

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

Dividends may be paid in the currency chosen by the board of directors at the time and place of its choosing and at the exchange rate in force 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 may, at its sole discretion, allow an in-kind distribution on one or more securities held in the portfolio of a sub-fund, provided that such an in-kind distribution applies to all shareholders of the sub-fund 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 sub-fund 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;
- compensation of investment advisors, investment managers, the Management Company, the depositary, its 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 KIID, and the annual and half-year reports;
- the printing of single or multiple bearer share certificates;
- 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 Company;
- expenses related to the creation, hosting, maintenance and updating of the Company's Internet sites;
- legal expenses incurred by the Company or its depositary when acting in the interests of the Company's shareholders;
- legal expenses of directors, partners, managers, official representatives, employees and agents of the Company incurred by themselves in relation with any action, lawsuit or process in which they are involved in consequence of they are or have been directors, partners, managers, official representatives, employees and agents of the Company.
- 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 sub-fund shall only be liable for the debts, liabilities and obligations concerning that sub-fund. Expenses that cannot be directly attributed to a particular subfund shall be spread across all sub-funds in proportion to the net assets of each sub-fund.

The incorporation fees of the Company may be amortised over a maximum of five years starting from the date of launching of the first subfund, in proportion to the number of operational sub-funds, at that time.

If a sub-fund is launched after the launch date of the Company, the set-up expenses for the launch of the new sub-fund shall be charged solely to that sub-fund and may be amortised over a maximum of five years from the sub-fund'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 sub-fund 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 present or represented at the meeting.

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 present or represented at the meeting.

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 sub-funds or classes. The board of directors may decide to liquidate a sub-fund or a class of the Company, in the case where (1) the net assets of the sub-fund or of the class of the Company are lower than an amount deemed insufficient by the board of directors or (2) when there is a change in the economic or political situation relating to the sub-fund or to the class concerned or (3) economic rationalisation or (4) the interest of the shareholders of the sub-fund or of the class justifies the liquidation. The liquidation decision shall be notified to the shareholders of the sub-fund or of the class and the notice will indicate the reasons. Unless the board of directors decides otherwise in the interest of the shareholders or to ensure egalitarian treatment of shareholders, the shareholders of the sub-fund 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 sub-fund 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 sub-fund 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 creditors at the time of closure of the liquidation of the subfund or of the class concerned shall be deposited at the Caisse de Consignation on behalf of their beneficiaries.

In addition, the board of directors may recommend the liquidation of a sub-fund or of a class to the general meeting of the shareholders of this sub-fund 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 sub-fund 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 sub-funds. The board of directors may decide to merge sub-funds by applying the rules for merger of UCITS laid down in the Law of 2010 and its regulatory implementations. The board of directors may however decide that the decision to merge shall be passed to the general meeting of shareholders of the absorbed sub-fund(s). No quorum is required for this general meeting and the decisions shall be approved by simple majority of the votes cast.

If, following the merger of sub-funds, 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 may decide to force the conversion of one class of shares to another class of shares of the same sub-fund. 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 subfund or into classes of another sub-fund, 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 sub-funds. In the same circumstances as those described in article 33 above, the board of directors may decide to reorganise a sub-fund by dividing it into several sub-funds of the Company. The division of a sub-fund may also be decided by the shareholders of the sub-fund that may be divided at a general meeting of the shareholders of the sub-fund in question. No quorum is required for this general meeting and the decisions shall be approved by simple majority of the votes cast.

Art. 37. Division of classes. In the same circumstances as those described in article 33 above, the board of directors 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 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 sub-fund in relation to the rights of shares belonging to other sub-funds, 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.

This resolution was taken by 583,604 (five hundred eighty three thousand six hundred four) votes, voting in favour of the amendment.

Fifth resolution

The extraordinary general meeting of shareholders resolves to rename the share class A (C) EUR into share class C1 and remove the non-operational share classes A (D) EUR and A (D) ISK.

This resolution was taken by 150,084 (hundred fifty thousand eighty four) votes, voting in favour of the amendment.

Sixth resolution

The extraordinary general meeting of shareholders resolves,

a) to merge KAUPTHING MANAGER SELECTION - GLOBAL EQUITY A (C) ISK share class into KAUPTHING MANAGER SELECTION - GLOBAL EQUITY C1 share class,

b) to merge KAUPTHING MANAGER SELECTION - BRIC A (C) ISK share class into KAUPTHING MANAGER SELECTION - BRIC C1 share class.

with effect on June 11, 2012.

The extraordinary general meeting of shareholders decides that the share exchange parity will be valued on the basis of the net asset value of the A (C) ISK share class and the A (C) EUR share class dated the day following the extraordinary general meeting deciding on the merger of the A (C) ISK share class of the respective sub-funds. The independent authorised auditor of the SICAV by conducting its legal audit mission will verify the share exchange parity. Fees relating to the merger of the share classes will be borne by Arion Banki HF.

This resolution was taken by 150,084 (hundred fifty thousand eighty four) votes, voting in favour of the amendment.

Nothing else being on the agenda, the meeting closed at 10.30 a.m. 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,

Signé: N. HOFFMANN, N. PIRES, L. MOULARD, C. DELVAUX.

Enregistré à Redange/Attert le 14 juin 2012. Relation: RED/2012/800. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH.

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

Redange-sur-Attert, le 14 juin 2012.

M^e Cosita DELVAUX.

Référence de publication: 2012069561/963.

(120098920) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2012.

Omega Investment Corporation S.A., Société Anonyme.

Siège social: L-1637 Luxembourg, 1, rue Goethe.

R.C.S. Luxembourg B 48.273.

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DIVISION PROPOSAL

This proposal related to the proposed division of Omega investment Corporation S.A., as further described under section I. A) (the Company), to be carried out by way of incorporation of Elimat S.à r.l., as further described under section I. B) (the New Company).

The Company and the New Company are collectively referred to as the Companies.

The board of directors of the Company has decided at its meeting of June 14, 2012 to propose to the sole shareholder of the Company to divide the Company, without dissolution, by the incorporation of the New Company and subsequent contribution of the 1598 class B shares the Company holds in Windsor Beheer B.V., a Dutch limited liability company located at De Scheper 302, 5090 AA Oirschot, Netherlands and registered under number 17058638 at the chamber of commerce (the Shares) to the New Company.

Pursuant to article 288 of the the law of August 10, 1915 on commercial companies, as amended (the Law), a division by incorporation of new companies is the operation whereby a company shall [...] transfer all or part of its assets and liabilities to one or more newly incorporated companies in exchange for the allocation to its members of shares or corporate units in the recipient companies and a cash payment, if any, not exceeding 10% of the nominal value of the shares or corporate units allocated or, in the absence of a nominal value, of their accounting par value.

As a result, the board of directors of the Company has decided to draft the following terms of the division in accordance with the provisions of article 307 of the Law and to present the draft terms of the division (the Division Proposal) to its sole shareholder (the Sole Shareholder).

I. The Companies

A) The Company

The Company is a public limited liability company (société anonyme), incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 1, rue Goethe, L-1637 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 48.273, incorporated by a deed enacted in 1994, registered in the Mémorial C, Recueil des Sociétés et Associations, number 459 of 1994. The articles of association of the Company have been amended for the last time pursuant to a deed of Maître Alex Weber, notary residing in Bascharage, Grand Duchy of Luxembourg, dated January 10, 2011, published in the Mémorial C, Recueil des Sociétés et des Associations, number 822 of April 27, 2011.

B) The New Company

Pursuant to article 307 (3) of the Law, the draft deed relating to the incorporation of New Company is attached to the present division proposal in substantially the form attached hereto as Schedule 1.

The registered office, the corporate denomination and the amount of the share capital of the New Company will be as follows:

Elimat S.à r.l., a private limited liability company (société à responsabilité limitée), with a share capital of EUR 6,900,000 (six million nine hundred thousand euro) divided into 6,900 (six thousand nine hundred) shares with a par value of EUR 1,000 (one thousand euro) each, and with registered office at 1, rue Goethe, L-1637 Luxembourg.

II. The allocation of the Shares to the New Company

The board of directors of the Company has approved the division of the Company whereby, the Company, without being dissolved, will transfer to the New Company the Shares in accordance with article 288 of the Law and this Division Proposal.

The board of directors of the Company shall convene the Sole Shareholder to resolve, by way of written resolutions to be taken in front of a Luxembourg notary, on this project of division pursuant to article 291 of the Law (the Extraordinary General Meeting). Such Extraordinary General Meeting shall only take place after the term of one month provided for by article 290 of the Law has elapsed, term during which, the publication of this Division Proposal shall be made in accordance with articles 9 and 290 of the Law.

Based on the present Division Proposal and in accordance with articles 288 and 307 of the Law, the Company, without being dissolved, will transfer the Shares to the New Company at the Extraordinary General Meeting.

The Shares held by the Company as of the date of the Extraordinary General Meeting will, ipso jure, both as between the Company and vis-à-vis third parties, be transferred to the New Company in accordance with, and subject to articles 302 and 303 of the Law.

The Shares held by the Company on basis of the financial statements as per December 31, 2011 of the Company as evidenced in Schedule 2 of the present Division Proposal, valued at fair market value by the board of directors of the

Company, according to the generally accepted accounting principle in Luxembourg (Lux GAAP), to the aggregate amount of EUR 6,900,000 (six million nine hundred thousand euro), will be allocated to the New Company.

The Shares are the only asset that shall be allocated to the New Company. No liabilities shall be allocated to the New Company as a result of the division.

The transfer of the Shares to the New Company will be effective as of the date of incorporation of the New Company.

The fees and costs of the division of the Company and all the fiscal debts related to the assets contributed will be borne by the New Company in proportion to the transferred assets.

III. Allocation of the shares of New Company to the Sole Shareholder

All the shares of the New Company shall be allocated to the Sole Shareholder of the Company.

IV. Special reports

According to article 307 (5) of the Law, the various special reports mentioned under articles 293, 294 and 295 §(1), c), d) and e) on the division shall not be issued, given that 100% of the shares to be issued by the New Company will be allocated to the Sole Shareholder of the Company.

No share exchange ratio shall be determined as the Sole Shareholder of the Company will hold 100% of the shares in the New Company.

All the shares of the New Company will be in registered form.

V. Effective date of the division from an accounting point of view

The New Company shall be entitled to the Shares of the Company as from the date of the Extraordinary General Meeting incorporating the New Company.

The Sole Shareholder of the Company shall participate in the equity and the profits of the New Company as from the date of incorporation of the latter without any restriction or limitation.

For accounting purposes, all operations, rights and obligations related to the Shares shall be treated, as per January 1, 2012 as being carried out on behalf of the New Company.

VI. Peculiar rights / advantages resulting from the division

The Company has not issued to any person any securities other than the shares held by the Sole Shareholder in the share capital of the Company.

No particular rights shall be conferred, as a result of the division, by any of the Companies to member(s) having special rights and to the holder(s) of securities other than shares of the Companies, pursuant to article 289 (2).

No special advantage will be granted to the managers/directors of the Companies or to any of the persons (if any) referred to in article 289 (2) of the Law in connection with or as a result of the division.

VII. Employees

No change to the employment conditions of the Companies' employees as a result of the division has been foreseen.

VIII. Additional provisions

The Companies shall carry out all required and necessary formalities in order to carry out the division.

One or the other point of the present Division Proposal can still be changed by the Extraordinary General Meeting. The board of directors of the Company shall propose that, according to article 296 of the Law, the Sole Shareholder of the Company waive by a waiver letter to the benefit of articles 293 and article 295, paragraph (1) c) and d) of the Law.

The present document has been drafted in English, followed by a French version and in case of discrepancies between the English and the French texts, the English version will prevail.

Suit la version française du texte qui précède:

Ce projet concerne le projet de scission d'Omega Investment Corporation S.A., tel que décrit ci-après sous la section I. A) (la Société) à effectuer par voie de constitution de Elimat S.à r.l., tel que décrit ci-après sous la section I. B) (la Nouvelle Société).

La Société et la Nouvelle Société sont désignées ensemble sous le vocable les Sociétés.

Le conseil d'administration de la Société a décidé lors de sa réunion du 14 juin 2012 de proposer à l'actionnaire unique de la Société de scinder la Société, sans dissolution, par constitution de la Nouvelle Société et apport subséquent de l'ensemble des 1598 actions de classe B que la Société détient dans Windsor Beheer B.V., une société à responsabilité limitée de droit Néerlandais dont le siège se situe à De Scheper 302, 5090 AA Oirschot, Pays-Bas et enregistrée sous le numéro 17058638 auprès de la chambre de commerce (les Actions) à la Nouvelle Société.

En vertu de l'article 288 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), une scission par constitution de nouvelles sociétés est l'opération par laquelle une société transfère [...] tout ou partie de son patrimoine actif et passif à une ou plusieurs sociétés nouvellement constituées, moyennant l'attribution aux membres de la société scindée d'actions ou de parts des sociétés bénéficiaires et éventuellement d'un paiement en numéraire ne dé-

passant pas 10% de la valeur nominale des actions ou parts sociales attribuées ou, à défaut de valeur nominale, de leur pair comptable.

En conséquence de quoi le conseil d'administration de la Société a décidé de rédiger les conditions suivantes de la scission conformément aux dispositions de l'article 307 de la Loi et de présenter le projet des conditions de la scission (le Projet de Scission) à son actionnaire unique (l'Actionnaire Unique).

I. Les Sociétés

A) La Société

La Société est une société anonyme, constituée et régie par les lois du Grand-Duché de Luxembourg, ayant son siège social à L-1637 Luxembourg, 1, rue Goethe, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 48.273, constituée selon un acte en date de 1994, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 459 de 1994. Les statuts de la Société ont été modifiés pour la dernière fois suivant un acte de Maître Alex Weber, notaire de résidence à Bascharage, Grand-Duché de Luxembourg, du 10 janvier 2011, publié au Mémorial C, Recueil des Sociétés et des Associations, numéro 822 du 27 avril 2011.

B) La Nouvelle Société

Conformément à l'article 307 (3) de la Loi, le présent projet de scission contient le projet d'acte constitutif de la Nouvelle Société substantiellement dans la forme jointe au présent projet en tant qu'Annexe 1.

Le siège social, la dénomination sociale et le montant du capital social de la Nouvelle Société seront les suivants:

Elimat S.à r.l., une société à responsabilité limitée, aura un capital social de EUR 6.900.000,- (six millions neuf cent mille euro) divisé en 6.900 (six mille neuf cents) parts sociales d'une valeur nominale de EUR 1.000,- (mille euro) chacune, et son siège social au 1, rue Goethe, L-1637 Luxembourg.

II. Affectation des Actions à la Nouvelle Société

Le conseil d'administration de la Société a approuvé la scission de la Société par laquelle, sans être dissoute, la Société transférera à la Nouvelle Société les Actions conformément à l'article 288 de la Loi et à ce Projet de Scission.

Le conseil d'administration de la Société convoquera l'Actionnaire Unique afin d'approuver, par voie de résolutions écrites notariées, le présent projet de scission en conformité, conformément à l'article 291 de la Loi (l'Assemblée Générale Extraordinaire). Cette Assemblée Générale Extraordinaire ne se tiendra qu'après écoulement du délai d'un mois prévu à l'article 290 de la Loi, délai durant lequel la publication de ce Projet de Scission sera faite conformément aux articles 9 et 290 de la Loi.

Sur base du présent Projet de Scission et conformément aux articles 288 et 307 de la Loi, la Société, sans être dissoute, transférera les Actions à la Nouvelle Société lors de l'Assemblée Générale Extraordinaire.

Les Actions détenues par la Société à la date de l'Assemblée Générale Extraordinaire, seront, ipso jure, à la fois envers la Société et vis-à-vis des tiers, transférées à la Nouvelle Société conformément aux, et sous réserve des, articles 302 et 303 de la Loi.

Les Actions de la Société, sur base des états financiers de la Société établis en date du 31 décembre 2011, tels qu'annexé au présent Projet de Scission sous la référence Annexe 2, sont évaluées par le conseil d'administration de la Société, selon sur base des principes comptables généralement acceptés à Luxembourg (Lux GAAP), à un montant total de EUR 6.900.000,- (six millions neuf cent mille euro) et seront entièrement affectés à la Nouvelle Société.

Les Actions sont le seul actif qui sera affecté à la Nouvelle Société. Aucun passif ne sera affecté à la Nouvelle Société suite à la scission.

Le transfert des Actions à la Nouvelle Société sera effectif à la date de constitution de la Nouvelle Société.

Les frais et coûts de la scission de la Société et toutes les dettes fiscales seront supportées par la Nouvelle Société proportionnellement aux actifs transférés.

III. Affectation des parts sociales de la Nouvelle Société à l'Actionnaire Unique

Toutes les parts sociales de la Nouvelle Société seront affectées à l'Actionnaire Unique de la Société.

IV. Rapport spécial

En vertu de l'article 307 (5) de la Loi, les différents rapports spéciaux mentionnés aux articles 293, 294 et 295 §(1), c), d) et e) sur la scission ne seront pas émis, étant donné que 100% des parts sociales à émettre par la Nouvelle Société seront attribuées à l'Actionnaire Unique de la Société.

Aucun rapport d'échange des parts sociales n'est à déterminer dans la mesure où l'Actionnaire Unique de la Société aura 100% des parts sociales de la Nouvelle Société.

Toutes les parts sociales de la Nouvelle Société seront nominatives.

V. Date d'entrée en vigueur de la scission d'un point de vue comptable

La Nouvelle Société aura droit aux Actions à compter de la date de l'Assemblée Générale Extraordinaire constituant la Nouvelle Société.

L'Actionnaire Unique de la Société participera au capital et aux bénéfices de la Nouvelle Société à compter de la date de constitution de la dernière sans restriction ni limitation.

A dater du 1^{er} janvier 2012, toutes les opérations, droits et obligations relatifs aux Actions seront traités, à des fins comptables, comme étant effectués au nom de la Nouvelle Société.

VI. Droits particuliers / Avantages résultant de la scission

La Société n'émettra à une personne aucun titre autre que les actions que l'Actionnaire Unique détient dans le capital social de la Société.

Aucun droit particulier ne sera accordé, suite à la scission, par aucune des Sociétés au(x) membre(s) ayant des droits spéciaux et au(x) détenteur(s) de titres autres que des actions de la Société, en vertu de l'article 289 (2).

Aucun avantage spécial ne sera accordé aux gérants/administrateurs des Sociétés ou à une des personnes (le cas échéant) mentionnées à l'article 289 (2) de la Loi en relation avec ou en conséquence de la scission.

VII. Employés

Aucune modification des conditions de travail des employés des Sociétés suite à la scission n'a été envisagée.

VIII. Dispositions supplémentaires

Les Sociétés effectueront toutes les formalités requises et nécessaires afin d'accomplir la scission.

Le présent Projet de Scission peut encore être modifié par l'Assemblée Générale Extraordinaire. Le conseil d'administration de la Société proposera que, conformément à l'article 296 de la Loi, l'Actionnaire Unique de la Société renonce par lettre de renonciation au profit des articles 293 et article 295, paragraphe (1) c) et d), de la Loi.

Le présent document a été rédigé en anglais, suivi d'une version française et en cas de divergences entre les textes anglais et français, la version anglaise prévaudra.

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In Luxembourg, on 14/06/2012.

À Luxembourg, le 14/06/2012.

In the name and on behalf of Omega Investment Corporation S.A.
Au nom et pour le compte de Omega Investment Corporation S.A.
Ingor Meuleman / Signature
Director / Director

I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is Elimat S.à r.l. (the Company). The Company is a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg, in particular the law of August 10, 1915 on commercial companies, as amended (the Law), and these articles of incorporation (the Articles).

Art. 2. Registered office.

2.1. The Company's registered office is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within that municipality by a resolution of the board of managers. It may be transferred to any other location in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers. If the board of managers determines that extraordinary political or military developments or events have occurred or are imminent, and that those developments or events may interfere with the normal activities of the Company at its registered office, or with ease of communication between that office and persons abroad, the registered office may be temporarily transferred abroad until the developments or events in question have completely ceased. Any such temporary measures do not affect the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Corporate object.

3.1. The Company's object is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form, except by way of public offer. It may issue, by way of private placement only, notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds

of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

3.3. The Company may use any techniques, legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property which, directly or indirectly, favours or relates to its corporate object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited period.

4.2. The Company shall not be dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or more shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at six million nine hundred thousand Euro (EUR 6,900,000), represented by six thousand nine hundred (6,900) shares in registered form, having a nominal value of one thousand Euro (EUR 1,000) each.

5.2. The share capital may be increased or reduced once or more by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. The shares are indivisible and the Company recognises only one (1) owner per share.

6.2. The shares are freely transferable between shareholders.

6.3. When the Company has a sole shareholder, the shares are freely transferable to third parties.

6.4. When the Company has more than one shareholder, the transfer of shares (inter vivos) to third parties is subject to prior approval by shareholders representing at least three-quarters of the share capital.

6.5. The transfer of shares to third parties by reason of death must be approved by shareholders representing three-quarters of the rights owned by the survivors.

6.6. A share transfer shall only be binding on the Company or third parties following notification to, or acceptance by, the Company in accordance with article 1690 of the Luxembourg Civil Code.

6.7. A register of shareholders shall be kept at the registered office and may be examined by any shareholder on request.

6.8. The Company may redeem its own shares, provided:

- (i) it has sufficient distributable reserves for that purpose; or
- (ii) the redemption results from a reduction in the Company's share capital.

III. Management - Representation

Art. 7. Appointment and removal of managers.

7.1. The Company shall be managed by one or more managers appointed by a resolution of the shareholders, which sets the term of their office. The managers need not be shareholders.

7.2. The managers may be removed at any time, with or without cause, by a resolution of the shareholders.

Art. 8. Board of managers. If several managers are appointed, they shall constitute the board of managers (the Board).

8.1. Powers of the board of managers

(i) All powers not expressly reserved to the shareholders by the Law or the Articles fall within the competence of the Board, which has full power to carry out and approve all acts and operations consistent with the Company's corporate object.

(ii) The Board may delegate special or limited powers to one or more agents for specific matters.

8.2. Procedure

(i) The Board shall meet at the request of any two (2) managers, at the place indicated in the convening notice, which in principle shall be in Luxembourg.

(ii) Written notice of any Board meeting shall be given to all managers at least twenty-four (24) hours in advance, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

(iii) No notice is required if all members of the Board are present or represented and each of them states that they have full knowledge of the agenda for the meeting. A manager may also waive notice of a meeting, either before or after the meeting. Separate written notices are not required for meetings which are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant to another manager a power of attorney in order to be represented at any Board meeting.

(v) The Board may only validly deliberate and act if a majority of its members are present or represented. Board resolutions shall be validly adopted by a majority of the votes of the managers present or represented. Board resolutions shall be recorded in minutes signed by the chairperson of the meeting or, if no chairperson has been appointed, by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference, or by any other means of communication which allows all those taking part in the meeting to identify, hear and speak to each other. Participation by such means is deemed equivalent to participation in person at a duly convened and held meeting.

(vii) Circular resolutions signed by all the managers (Managers' Circular Resolutions) shall be valid and binding as if passed at a duly convened and held Board meeting, and shall bear the date of the last signature.

8.3. Representation

(i) The Company shall be bound towards third parties in all matters by the joint signature of any two (2) managers.

(ii) The Company shall also be bound towards third parties by the signature of any person(s) to whom special powers have been delegated by the Board.

Art. 9. Sole manager. If the Company is managed by a sole manager, all references in the Articles to the Board, the managers or any manager are to be read as references to the sole manager, as appropriate.

Art. 10. Liability of the managers. The managers shall not be held personally liable by reason of their office for any commitment they have validly made in the name of the Company, provided those commitments comply with the Articles and the Law.

IV. Shareholder(s)

Art. 11. General meetings of shareholders and shareholders' written resolutions.

11.1. Powers and voting rights

(i) Unless resolutions are taken in accordance with article 11.1.(ii), resolutions of the shareholders shall be adopted at a general meeting of shareholders (each a General Meeting).

(ii) If the number of shareholders of the Company does not exceed twenty-five (25), resolutions of the shareholders may be adopted in writing (Written Shareholders' Resolutions).

(iii) Each share entitles the holder to one (1) vote.

11.2. Notices, quorum, majority and voting procedures

(i) The shareholders may be convened to General Meetings by the Board. The Board must convene a General Meeting following a request from shareholders representing more than one-tenth (1/10) of the share capital.

(ii) Written notice of any General Meeting shall be given to all shareholders at least eight (8) days prior to the date of the meeting, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

(iii) When resolutions are to be adopted in writing, the Board shall send the text of such resolutions to all the shareholders. The shareholders shall vote in writing and return their vote to the Company within the timeline fixed by the Board. Each manager shall be entitled to count the votes.

(iv) General Meetings shall be held at the time and place specified in the notices.

(v) If all the shareholders are present or represented and consider themselves duly convened and informed of the agenda of the General Meeting, it may be held without prior notice.

(vi) A shareholder may grant written power of attorney to another person (who need not be a shareholder), in order to be represented at any General Meeting.

(vii) Resolutions to be adopted at General Meetings shall be passed by shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting, the shareholders shall be convened by registered letter to a second General Meeting and the resolutions shall be adopted at the second General Meeting by a majority of the votes cast, irrespective of the proportion of the share capital represented.

(viii) The Articles may only be amended with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital.

(ix) Any change in the nationality of the Company and any increase in a shareholder's commitment to the Company shall require the unanimous consent of the shareholders.

(x) Written Shareholders' Resolutions are passed with the quorum and majority requirements set forth above and shall bear the date of the last signature received prior to the expiry of the timeline fixed by the Board.

Art. 12. Sole shareholder. When the number of shareholders is reduced to one (1):

(i) the sole shareholder shall exercise all powers granted by the Law to the General Meeting;

(ii) any reference in the Articles to the shareholders, the General Meeting, or the Written Shareholders' Resolutions is to be read as a reference to the sole shareholder or the sole shareholder's resolutions, as appropriate; and

(iii) the resolutions of the sole shareholder shall be recorded in minutes or drawn up in writing.

V. Annual accounts - Allocation of profits - Supervision

Art. 13. Financial year and approval of annual accounts.

13.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

13.2. Each year, the Board must prepare the balance sheet and profit and loss accounts, together with an inventory stating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts owed by its managers and shareholders to the Company.

13.3. Any shareholder may inspect the inventory and balance sheet at the registered office.

13.4. The balance sheet and profit and loss accounts must be approved in the following manner:

(i) if the number of shareholders of the Company does not exceed twenty-five (25), within six (6) months following the end of the relevant financial year either (a) at the annual General Meeting (if held) or (b) by way of Written Shareholders' Resolutions; or

(ii) if the number of shareholders of the Company exceeds twenty-five (25), at the annual General Meeting.

13.5. The annual General Meeting (if held) shall be held at the registered office or at any other place within the municipality of the registered office, as specified in the notice, on the fourth Friday of May of each year at 11:00 a.m. If that day is not a business day in Luxembourg, the annual General Meeting shall be held on the following business day.

Art. 14. Auditors.

14.1. When so required by law, the Company's operations shall be supervised by one or more approved external auditors (réviseurs d'entreprises agréés). The shareholders shall appoint the approved external auditors, if any, and determine their number and remuneration and the term of their office.

14.2. If the number of shareholders of the Company exceeds twenty-five (25), the Company's operations shall be supervised by one or more commissaires (statutory auditors), unless the law requires the appointment of one or more approved external auditors (réviseurs d'entreprises agréés). The commissaires are subject to re-appointment at the annual General Meeting. They may or may not be shareholders.

Art. 15. Allocation of profits.

15.1. Five per cent (5%) of the Company's annual net profits must be allocated to the reserve required by law (the Legal Reserve). This requirement ceases when the Legal Reserve reaches an amount equal to ten per cent (10%) of the share capital.

15.2. The shareholders shall determine the allocation of the balance of the annual net profits. They may decide on the payment of a dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions.

15.3. Interim dividends may be distributed at any time, subject to the following conditions:

(i) the Board must draw up interim accounts;

(ii) the interim accounts must show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the Legal Reserve;

(iii) within two (2) months of the date of the interim accounts, the Board must resolve to distribute the interim dividends; and

(iv) taking into account the assets of the Company, the rights of the Company's creditors must not be threatened by the distribution of an interim dividend.

If the interim dividends paid exceed the distributable profits at the end of the financial year, the Board has the right to claim the reimbursement of dividends not corresponding to profits actually earned and the shareholders must immediately refund the excess to the Company if so required by the Board.

VI. Dissolution - Liquidation

16.1. The Company may be dissolved at any time by a resolution of the shareholders adopted with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital. The shareholders shall appoint one or more liquidators, who need not be shareholders, to carry out the liquidation, and shall determine their number, powers and remuneration. Unless otherwise decided by the shareholders, the liquidators shall have full power to realise the Company's assets and pay its liabilities.

16.2. The surplus (if any) after realisation of the assets and payment of the liabilities shall be distributed to the shareholders in proportion to the shares held by each of them.

VII. General provisions

17.1. Notices and communications may be made or waived, Managers' Circular Resolutions and Written Shareholders Resolutions may be evidenced, in writing, by fax, email or any other means of electronic communication.

17.2. Powers of attorney may be granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager, in accordance with such conditions as may be accepted by the Board.

17.3. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements for being deemed equivalent to handwritten signatures. Signatures of the Managers' Circular Resolutions, the resolutions adopted by the Board by telephone or video conference or the Written Shareholders' Resolutions, as the case may be, may appear on one original or several counterparts of the same document, all of which taken together shall constitute one and the same document.

17.4. All matters not expressly governed by these Articles shall be determined in accordance with the applicable law and, subject to any non-waivable provisions of the law, with any agreement entered into by the shareholders from time to time.

Transitional provision

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

Suit la version française du texte qui précède:

I. Dénomination - Siège social - Objet - Durée

Art. 1^{er}. Dénomination. Le nom de la société est Elimat S.à r.l. (la Société). La Société est une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg. Il peut être transféré dans cette même commune par décision du conseil de gérance. Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution des associés, selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du conseil de gérance. Lorsque le conseil de gérance estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou événements sont de nature à compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provisoires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

Art. 3. Objet social.

3.1. L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs mobilières et instruments financiers émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2. La Société peut emprunter sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de billets à ordre, d'obligations et de tous types de titres et instruments de dette ou de capital. La Société peut prêter des fonds, y compris notamment les revenus de tous emprunts, à ses filiales, sociétés affiliées (comprenant société mère et société soeur), ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

Art. 4. Durée.

4.1. La Société est formée pour une durée indéterminée.

4.2. La Société ne sera pas dissoute en raison de la mort, de la suspension des droits civils, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre événement similaire affectant un ou plusieurs associés.

II. Capital - Parts sociales

Art. 5. Capital.

5.1. Le capital social est fixé à six millions neuf cent mille euros (EUR 6.900.000), représenté par six mille neuf cents (6.900) parts sociales sous forme nominative, ayant une valeur nominale de mille euros (EUR 1.000) chacune.

5.2. Le capital social peut être augmenté ou réduit à une ou plusieurs reprises par une résolution des associés, adoptée selon les modalités requises pour la modification des Statuts.

Art. 6. Parts sociales.

6.1. Les parts sociales sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par part sociale.

6.2. Les parts sociales sont librement cessibles entre associés.

6.3. Lorsque la Société a un associé unique, les parts sociales sont librement cessibles aux tiers.

6.4. Lorsque la Société a plus d'un associé, la cession des parts sociales (inter vivos) à des tiers est soumise à l'accord préalable des associés représentant au moins les trois-quarts du capital social.

6.5. La cession de parts sociales à un tiers par suite du décès doit être approuvée par les associés représentant les trois-quarts des droits détenus par les survivants.

6.6. Une cession de parts sociales ne sera opposable à l'égard de la Société ou des tiers, qu'après avoir été notifiée à la Société ou acceptée par celle-ci conformément à l'article 1690 du Code Civil luxembourgeois.

6.7. Un registre des associés est tenu au siège social et peut être consulté à la demande de chaque associé.

6.8. La Société peut racheter ses propres parts sociales à condition ou:

(i) qu'elle ait des réserves distribuables suffisantes à cet effet; ou

(ii) que le rachat résulte de la réduction du capital social de la Société.

III. Gestion - Représentation

Art. 7. Nomination et révocation des gérants.

7.1. La Société est gérée par un ou plusieurs gérants nommés par une résolution des associés, qui fixe la durée de leur mandat. Les gérants ne doivent pas nécessairement être associés.

7.2. Les gérants sont révocables à tout moment, avec ou sans raison, par une décision des associés.

Art. 8. Conseil de gérance. Si plusieurs gérants sont nommés, ils constitueront le conseil de gérance (le Conseil).

8.1. Pouvoirs du conseil de gérance

(i) Tous les pouvoirs non expressément réservés par la Loi ou les Statuts aux associés sont de la compétence du Conseil, qui a tous les pouvoirs pour effectuer et approuver tous les actes et opérations conformes à l'objet social.

(ii) Des pouvoirs spéciaux ou limités peuvent être délégués par le Conseil à un ou plusieurs agents pour des tâches spécifiques.

8.2. Procédure

(i) Le Conseil se réunit sur convocation de deux (2) gérants au lieu indiqué dans l'avis de convocation, qui en principe, sera au Luxembourg.

(ii) Il sera donné à tous les gérants une convocation écrite de toute réunion du Conseil au moins vingt-quatre (24) heures à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence seront mentionnées dans la convocation à la réunion.

(iii) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et si chacun d'eux déclare avoir parfaitement connaissance de l'ordre du jour de la réunion. Un gérant peut également renoncer à la convocation à une réunion, que ce soit avant ou après ladite réunion. Des convocations écrites séparées ne sont pas exigées pour des réunions se tenant dans des lieux et à des heures fixés dans un calendrier préalablement adopté par le Conseil.

(iv) Un gérant peut donner une procuration à un autre gérant afin de le représenter à toute réunion du Conseil.

(v) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés. Les décisions du Conseil sont valablement adoptées à la majorité des voix des gérants présents ou représentés. Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président de la réunion ou, si aucun président n'a été nommé, par tous les gérants présents ou représentés.

(vi) Tout gérant peut participer à toute réunion du Conseil par téléphone ou visioconférence ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue.

(vii) Des résolutions circulaires signées par tous les gérants (des Résolutions Circulaires des Gérants) sont valables et engagent la Société comme si elles avaient été adoptées lors d'une réunion du Conseil valablement convoquée et tenue et portent la date de la dernière signature.

8.3. Représentation

(i) La Société est engagée vis-à-vis des tiers en toutes circonstances par les signatures conjointes de deux (2) gérants.

(ii) La Société est également engagée vis-à-vis des tiers par la signature de toute(s) personne(s) à qui des pouvoirs spéciaux ont été délégués par le Conseil.

Art. 9. Gérant unique. Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil ou aux gérants doit être considérée, le cas échéant, comme une référence au gérant unique.

Art. 10. Responsabilité des gérants. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

IV. Associé(s)

Art. 11. Assemblées générales des associés et résolutions écrites des associés.

11.1. Pouvoirs et droits de vote

(i) Sauf lorsque des résolutions sont adoptées conformément à l'article 11.1. (ii), les résolutions des associés sont adoptées en assemblée générale des associés (chacune une Assemblée Générale).

(ii) Si le nombre des associés de la Société ne dépasse pas vingt-cinq (25), les résolutions des associés peuvent être adoptées par écrit (des Résolutions Ecrites des Associés).

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

11.2. Convocations, quorum, majorité et procédure de vote

(i) Les associés peuvent être convoqués aux Assemblées Générales à l'initiative du Conseil. Le Conseil doit convoquer une Assemblée Générale à la demande des associés représentant plus de dix pourcent (10%) du capital social.

(ii) Une convocation écrite à toute Assemblée Générale est donnée à tous les associés au moins huit (8) jours avant la date de l'assemblée, sauf en cas d'urgence, auquel cas, la nature et les circonstances de cette urgence doivent être précisées dans la convocation à ladite assemblée.

(iii) Si des résolutions sont adoptées par écrit, le Conseil communique le texte des résolutions à tous les associés. Les associés votent par écrit et envoient leur vote à la Société endéans le délai fixé par le Conseil. Chaque gérant est autorisé à compter les votes.

(iv) Les Assemblées Générales sont tenues au lieu et heure précisés dans les convocations.

(v) Si tous les associés sont présents ou représentés et se considèrent comme ayant été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'Assemblée Générale peut se tenir sans convocation préalable.

(vi) Un associé peut donner une procuration écrite à toute autre personne, associé ou non, afin de le représenter à toute Assemblée Générale.

(vii) Les décisions de l'Assemblée Générale sont adoptées par des associés détenant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première Assemblée Générale, les associés sont convoqués par lettre recommandée à une seconde Assemblée Générale et les décisions sont adoptées par l'Assemblée Générale à la majorité des voix exprimées, sans tenir compte de la proportion du capital social représenté.

(viii) Les Statuts ne peuvent être modifiés qu'avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social.

(ix) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un associé dans la Société exige le consentement unanime des associés.

(x) Des Résolutions Ecrites des Associés sont adoptées avec le quorum de présence et de majorité détaillés ci-avant. Elles porteront la date de la dernière signature reçue endéans le délai fixé par le Conseil.

Art. 12. Associé unique. Dans le cas où le nombre des associés est réduit à un (1):

(i) l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale;

(ii) toute référence dans les Statuts aux associés, à l'Assemblée Générale ou aux Résolutions Circulaires des Associés doit être considérée, le cas échéant, comme une référence à l'associé unique ou aux résolutions de ce dernier; et

(iii) les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit.

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 13. Exercice social et approbation des comptes annuels.

13.1. L'exercice social commence le premier (1^{er}) janvier et se termine le trente et un (31) de chaque année.

13.2. Chaque année, le Conseil doit dresser le bilan et le compte de profits et pertes, ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes du ou des gérants et du ou des associés envers la Société.

13.3. Tout associé peut prendre connaissance de l'inventaire et du bilan au siège social.

13.4. Le bilan et le compte de profits et pertes doivent être approuvés de la façon suivante:

(i) si le nombre des associés de la Société ne dépasse pas vingt-cinq (25), dans les six (6) mois de la clôture de l'exercice social en question, soit (a) par l'Assemblée Générale annuelle (si elle est tenue), soit (b) par voie de Résolutions Ecrites des Associés; ou

(ii) si le nombre des associés de la Société dépasse vingt-cinq (25), par l'Assemblée Générale annuelle.

13.5. L'Assemblée Générale annuelle (si elle a lieu) se tient à l'adresse du siège social ou en tout autre lieu dans la municipalité du siège social, comme indiqué dans la convocation, le quatrième vendredi du mois de mai de chaque année à 11.00 heures. Si ce jour n'est pas un jour ouvré à Luxembourg, l'Assemblée Générale annuelle se tient le jour ouvré suivant.

Art. 14. Commissaires / réviseurs d'entreprises.

14.1. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises agréés, dans les cas prévus par la loi. Les associés nomment les réviseurs d'entreprises agréés, s'il y a lieu, et déterminent leur nombre, leur rémunération et la durée de leur mandat.

14.2. Si la Société a plus de vingt-cinq (25) associés, ses opérations sont surveillées par un ou plusieurs commissaires, à moins que la loi ne requière la nomination d'un ou plusieurs réviseurs d'entreprises agréés. Les commissaires sont sujets à la renomination par l'Assemblée Générale annuelle. Ils peuvent être associés ou non.

Art. 15. Affectation des bénéfices.

15.1. Cinq pour cent (5%) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi (la Réserve Légale). Cette affectation cesse d'être exigée quand la Réserve Légale atteint dix pour cent (10%) du capital social.

15.2. Les associés décident de l'affectation du solde des bénéfices nets annuels. Ils peuvent allouer ce bénéfice au paiement d'un dividende, l'affecter à un compte de réserve ou le reporter en respectant les dispositions légales applicables.

15.3. Des dividendes intérimaires peuvent être distribués à tout moment, aux conditions suivantes:

(i) le Conseil établit des comptes intérimaires;

(ii) ces comptes intérimaires doivent montrer que des bénéfices et autres réserves suffisants (y compris la prime d'émission) sont disponibles pour une distribution, étant entendu que le montant à distribuer ne peut excéder le montant des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et réduit par les pertes reportées et les sommes à affecter à la réserve légale;

(iii) le Conseil doit décider de distribuer les dividendes intérimaires dans les deux (2) mois suivant la date des comptes intérimaires; et

(iv) compte tenu des actifs de la Société, les droits des créanciers de la Société ne doivent pas être menacés.

Si les dividendes intérimaires qui ont été distribués dépassent les bénéfices distribuables à la fin de l'exercice social, le Conseil a le droit de réclamer la répétition des dividendes ne correspondant pas à des bénéfices réellement acquis et les associés doivent immédiatement reverser l'excès à la Société à la demande du Conseil.

VI. Dissolution - Liquidation

16.1. La Société peut être dissoute à tout moment, par une résolution des associés adoptée par la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social. Les associés nommeront un ou plusieurs liquidateurs, qui n'ont pas besoin d'être associés, pour réaliser la liquidation et détermineront leur nombre, pouvoirs et rémunération. Sauf décision contraire des associés, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

16.2. Le boni de liquidation après la réalisation des actifs et le paiement des dettes, s'il y en a, est distribué aux associés proportionnellement aux parts sociales détenues par chacun d'entre eux.

VII. Dispositions générales

17.1. Les convocations et communications, ainsi que les renoncations à celles-ci, peuvent être faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Ecrites des Associés peuvent être établies par écrit, par télécopie, e-mail ou tout autre moyen de communication électronique.

17.2. Les procurations peuvent être données par tout moyen mentionné ci-dessus. Les procurations relatives aux réunions du Conseil peuvent également être données par un gérant conformément aux conditions acceptées par le Conseil.

17.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition de satisfaire aux conditions légales pour être assimilées à des signatures manuscrites. Les signatures des Résolutions Circulaires des Gérants, des résolutions adoptées par le Conseil par téléphone ou visioconférence et des Résolutions Ecrites des Associés, selon le cas, sont apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

17.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la loi et, sous réserve des dispositions légales d'ordre public, à tout accord présent ou futur conclu entre les associés.

Disposition transitoire

Le premier exercice social de la Société commence à la date du présent acte et s'achèvera le 31 décembre 2012.

Référence de publication: 2012069881/603.

(120099516) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2012.

Koplast AG, Société Anonyme.

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

R.C.S. Luxembourg B 19.702.

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.

Nicolas Montagne / Signature.

Référence de publication: 2012058329/10.

(120082149) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

L.J.C. Patrimoine S.A., Société Anonyme.

Siège social: L-2550 Luxembourg, 38, avenue du X Septembre.

R.C.S. Luxembourg B 99.948.

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.

Référence de publication: 2012058331/9.

(120082410) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Paddock Fund Administration S.A., Société Anonyme.

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

R.C.S. Luxembourg B 147.823.

Extrait du procès-verbal de l'Assemblée Générale Extraordinaire du 30 novembre 2010

L'assemblée prend à l'unanimité des voix les résolutions suivantes:

Première résolution

L'assemblée a pris acte de la démission de Monsieur Paul Guillaume en tant que membre du conseil d'administration.

Deuxième résolution

L'assemblée décide de ratifier la cooptation du nouvel Administrateur, M. Thomas Kehder né le 2 Novembre 1964 à Heidelberg, demeurant au 13, Im Oberberg, D-54453 Nittel, pour un mandat venant à terme en 2012.

Luxembourg, le 18 mai 2012.

Certifié conforme et sincère

Paddock Fund Administration S.A.

Référence de publication: 2012058422/17.

(120081600) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

L-VB & Partners s.à r.l., Société à responsabilité limitée.

Siège social: L-9189 Vichten, 52F, rue Principale.

R.C.S. Luxembourg B 164.733.

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.

Triple A Consulting

Référence de publication: 2012058332/10.

(120081859) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Logwin AG, Société Anonyme.

Siège social: L-6776 Grevenmacher, 5, An de Längten.
R.C.S. Luxembourg B 40.890.

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EXTRAIT

Gemäß ordentlicher Generalversammlung des Notars Frank MOLITOR aus Düdelingen vom 11. April 2012, eingetragen in Esch-sur-Alzette A.C., am 26. April 2012, EAC/2012/5381, 75€, wurde(n)

1) die Herren Dr. Michael Kemmer, Dr. Yves Prussen, Dr. Antonius Wagner sowie Berndt -Michael Winter bis zum Ablauf der ordentlichen Jahreshauptversammlung 2013 als Geschäftsführer bestätigt .

2) die Wirtschaftsprüfungsgesellschaft Ernst & Young S.A., mit Sitz in L-5365 Munsbach, 7, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, zum Abschlussprüfer für das Geschäftsjahr 2012 bestellt .

Référence de publication: 2012058334/14.

(120081730) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Lux European Holdings Subsidiary S.à r.l., Société à responsabilité limitée.

Capital social: EUR 337.500,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 135.613.

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Par résolutions prises en date du 26 mars 2012, l'associé unique a pris les décisions suivantes:

1. nomination de Kevin Roseke, avec adresse professionnelle au 1100-10830, Jasper Avenue, T5J 2B3 Edmonton, Alberta, Canada au mandat de gérant de classe A, avec effet au 15 février 2012 et pour une durée indéterminée

2. acceptation de la démission de Vern Malcolm, avec adresse au 1100-10830, Jasper Avenue, T5J 2B3 Edmonton, Alberta, Canada de son mandat de gérant de classe A, avec effet au 15 février 2012.

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

Luxembourg, le 7 mai 2012.

Référence de publication: 2012058337/15.

(120082444) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mikra-Luxembourg S.A., Société Anonyme.

Siège social: L-5441 Remerschen, 10, Wisswee.
R.C.S. Luxembourg B 45.334.

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Auszug der Beschlüsse der ordentlichen Generalversammlung vom 9. Juni 2009

Im Jahre 2009, am 9. Juni sind die Gesellschafter der MIKRA LUXEMBOURG S.A. in einer ordentlichen Generalversammlung zusammengetreten und haben einstimmig folgende Beschlüsse angenommen:

Da das Mandat des Aufsichtskommissars:

- LUX-AUDIT S.A. mit Sitz in L-1510 Luxembourg, 57, avenue de la Faïencerie (H.R. Luxembourg B 25.797)

2008 abgelaufen ist, wird dieses für fünf Jahre erneuert, das heisst bis zur ordentlichen Generalversammlung des Jahres 2013.

Luxemburg, den 9. Juni 2009.

Référence de publication: 2012058373/15.

(120082203) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

La Continentale S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.
R.C.S. Luxembourg B 13.093.

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

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

Luxembourg, le 21 mai 2012.

Référence de publication: 2012058339/10.

(120081750) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

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

Capital social: EUR 84.750,00.

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

R.C.S. Luxembourg B 125.626.

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 21 mai 2012.

Peter Diehl

Gérant

Référence de publication: 2012058340/12.

(120081997) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Leone X Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1637 Luxembourg, 1, rue Goethe.

R.C.S. Luxembourg B 69.247.

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.

Référence de publication: 2012058349/9.

(120081945) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Central Africa Growth SICAR, S.A., Société Anonyme sous la forme d'une Société d'Investissement en Capital à Risque.

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

R.C.S. Luxembourg B 87.247.

Extrait rectificatif se rapportant à l'extrait numéro L120083490.04 enregistré et déposé le 22/05/2012

La date de naissance de l'administrateur nouvellement nommé, Monsieur Gill Jonathan, est 27/07/1982 et non, comme précédemment indiqué à tort, 27/02/1982. En conséquence l'extrait doit être lu comme suit:

Le conseil d'administration a résolu en date du 2 mars 2012, d'accepter la démission de l'administrateur de la Société, Monsieur Savi de Tove Koffi Jean Marc et de nommer en remplacement avec effet immédiat et pour une durée indéterminée Monsieur Gill Jonathan né le 27/07/1982 à Harlow au Royaume-uni, ayant son adresse professionnelle à Cardinal Place, 80, Victoria Street, SW1E 5JL, Londres, au Royaume-Uni.

Depuis le 2 mars 2012, le conseil d'administration de la Société se compose comme suit:

Jonathan Gill Administrateur

Marie-Hélène Loison Administrateur

Bahadurali Jetha Administrateur

Mohamadou Diop Administrateur

Thomas Gibian Administrateur

Malcolm Wilson

Mandataire

Référence de publication: 2012061133/23.

(120086488) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2012.

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

Siège social: L-9809 Hosingen, 11A, Op der Hei.

R.C.S. Luxembourg B 101.004.

Le bilan de clôture de la liquidation au 28 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour la société
Pour le liquidateur
Signature

Référence de publication: 2012058350/13.

(120081574) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Limon S.A., Société Anonyme.

Siège social: L-1411 Luxembourg, 2, rue des Dahlias.

R.C.S. Luxembourg B 131.253.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012058353/9.

(120082204) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

LUX Industrial Solutions S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 111.914.

Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 21 mai 2012.

Référence de publication: 2012058356/10.

(120082126) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Sync Invest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 118.094.

Extrait des décisions prises par l'assemblée générale des actionnaires du 22 mai 2012

1. Le mandat d'administrateur de M. Emanuele GRIPPO, venu à échéance, n'a pas été renouvelé.
2. M. Sébastien ANDRE, administrateur de sociétés, né à Metz (France), le 29 octobre 1974, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2017.
3. M. David GIANNETTI a été reconduit dans son mandat d'administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2017.
4. M. Xavier SOULARD a été reconduit dans ses mandats d'administrateur et de président du conseil d'administration jusqu'à l'issue de l'assemblée générale statutaire de 2017.
5. La société à responsabilité limitée COMCOLUX S.à r.l. a été reconduite dans son mandat de commissaire jusqu'à l'issue de l'assemblée générale statutaire de 2017.

Luxembourg, le 23.5.2012.

Pour extrait sincère et conforme

Pour SYNC INVEST S.A.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012059766/22.

(120084141) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 mai 2012.

Sierra Wireless Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 11.349.501,00.

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

R.C.S. Luxembourg B 141.993.

Par résolutions prises en date du 10 avril 2012, l'associé unique a pris les décisions suivantes:

1. Acceptation de la démission de James Brian Kirkpatrick, avec adresse professionnelle au 2290, Cosmos Court, 92011 Carlsbad, Californie, Etats-Unis, de son mandat de gérant, avec effet au 30 mars 2012.

2. Acceptation de la démission de David Gordon McLennan, avec adresse professionnelle au 2118, 130A Street, V4A 9X4 Surrey, BC, Canada, de son mandat de gérant, avec effet au 30 mars 2012.

3. Nomination de Pierre Cosnier, avec adresse professionnelle au 5, boulevard Gallieni, 92442 Issy les Moulineaux, France, au mandat de gérant, avec effet au 30 mars 2012 et pour une durée indéterminée.

4. Nomination de David Kent Ure, avec adresse professionnelle au 13811, Wireless Way, V6V 3A4 Richmond, BC, Canada, au mandat de gérant, avec effet au 30 mars 2012 et pour une durée indéterminée.

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

Luxembourg, le 8 mai 2012.

Référence de publication: 2012058475/19.

(120082445) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Luxcash, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 2, place de Metz.

R.C.S. Luxembourg B 33.614.

Les comptes annuels suivant l'acte n° 64106 du 1^{er} janvier 2011 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.

Référence de publication: 2012058357/10.

(120081990) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Luxcash, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 2, place de Metz.

R.C.S. Luxembourg B 33.614.

Les comptes annuels suivant l'acte n° 61622 du 1^{er} janvier 2010 au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012058358/10.

(120082351) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Panattoni Luxembourg I S.à r.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 203, route d'Esch.

R.C.S. Luxembourg B 133.725.

Constituée par devant Maître Jean Seckler, notaire de résidence à Junglister, Grand-Duché de Luxembourg en date du 12 novembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2927 en date du 15 décembre 2007.

Le bilan au 31-12-2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 21 mai 2012.

Panattoni Luxembourg I Sarl

Panattoni Luxembourg Directorship Sarl

Gérant

Représenté par Olivier Marbaise

Gérant

Référence de publication: 2012058429/18.

(120081806) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Morgan Stanley Investment Funds, Société d'Investissement à Capital Variable.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 29.192.

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.

Référence de publication: 2012058363/9.

(120082228) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mansfield Holding S.A., Société Anonyme Soparfi.

Siège social: L-1118 Luxembourg, 19, rue Aldringen.

R.C.S. Luxembourg B 98.159.

Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Agent domiciliataire

Référence de publication: 2012058365/10.

(120081568) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Marigest Holding S.A., Société Anonyme Holding.

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

R.C.S. Luxembourg B 36.990.

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.

Nicolas Montagne / Signature.

Référence de publication: 2012058367/10.

(120082154) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Matterhorn Fund, Société d'Investissement à Capital Variable.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 89.445.

Le Rapport Annuel Révisé au 31 décembre 2011 et la distribution du dividende, relatifs à l'Assemblée Générale Ordinaire du 30 avril 2012 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 18 mai 2012.

Fabienne WALTZING / Katie AGNES.

Référence de publication: 2012058368/11.

(120081603) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Nereo Finance S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.

R.C.S. Luxembourg B 117.917.

EXTRAIT

Il résulte des décisions prises lors de l'assemblée Générale Ordinaire du 18 mai 2012 que le siège social de la société est dorénavant établi au 26-28 rives de Clausen à L- 2165 Luxembourg.

En outre, il est à noter que l'adresse professionnelle de Monsieur Roberto De Luca, administrateur de la société, est également transférée au 26-28 rives de Clausen à L-2165 Luxembourg.

Pour extrait conforme.

Luxembourg, le 18 mai 2012.

Référence de publication: 2012058400/14.

(120081892) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

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

Siège social: L-4391 Pontpierre, 6, rue de Luxembourg.

R.C.S. Luxembourg B 137.042.

Les comptes annuels au 31/12/2011 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 la société
Fiduciaire WBM
Experts comptables et fiscaux
Signature

Référence de publication: 2012058369/13.

(120081642) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Metimex SA, Société Anonyme.

Siège social: L-4744 Pétange, 2-4, rue Jean-Pierre Kirchen.

R.C.S. Luxembourg B 52.225.

Le Bilan abrégé au 31 Décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 21.05.2012.

Référence de publication: 2012058372/10.

(120082090) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012058374/9.

(120082318) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

The MC Russian Market Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 54.765.

Extrait des résolutions prises par l'Assemblée Générale Annuelle des actionnaires du 23 avril 2012

- Le mandat d'administrateur de Mr Gustav STENBOLT n'est pas renouvelé.
- Mr André SCHMIT, résidant professionnellement au 11, rue Aldringen, L-2960 Luxembourg, Mr Walter FETSCHERIN, résidant professionnellement au 7 Brunnenhofstrasse, CH-8057 Zurich, Mr Bernhard BOLLIGER, résidant professionnellement au 24 Sihlstrasse, CH-8021 Zurich et Madame Ani SALIBIAN, résidant professionnellement au 2-4 Place du Molard, CH-1211 Genève 3 sont réélus en qualité d'Administrateurs pour un nouveau mandat d'un an, se terminant à l'Assemblée Générale Statutaire de 2013.
- Mr André HEUSSER, résidant professionnellement au 2-4 Place du Molard, CH-1211 Genève 3 et Mr Philipp LEIBUNDGUT, résidant professionnellement au 24 Sihlstrasse, CH-8021 Zurich sont élus en qualité d'Administrateurs pour un mandat d'un an, se terminant à l'Assemblée Générale Statutaire de 2013
- ERNST & YOUNG est réélu comme Réviseur d'Entreprises pour un nouveau mandat d'un an, se terminant à l'Assemblée Générale Statutaire de 2013.

Extrait certifié sincère et conforme
Pour THE MC RUSSIAN MARKET FUND
KREDIETRUST LUXEMBOURG S.A.

Référence de publication: 2012059790/22.

(120083795) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 mai 2012.

S.E.I.M. S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 79, route d'Arlon.

R.C.S. Luxembourg B 92.635.

Extrait du procès-verbal de l'assemblée générale extraordinaire du 21 mai 2012

Il résulte du procès-verbal de l'assemblée générale extraordinaire qui s'est tenue en date du 21 mai 2012, que:

- 1) la démission de l'Administrateur unique Monsieur Witold KRUK OLPINSKI né le 29 mai 1982 à Wroclaw, résident à 972 Braciegieryskich, 51-640 Wroclaw, Poland a été acceptée avec immédiat

2) la démission du Commissaire aux Comptes, Benoy Kartheiser Management S.à r.l. immatriculée sous le numéro B 33.849 auprès du Registre de Commerce et des Sociétés de Luxembourg, domiciliée à L-1140 Luxembourg, 47, route d'Arlon a été acceptée avec effet immédiat.

Pour extrait conforme

Luxembourg, le 21 mai 2012.

Référence de publication: 2012058473/16.

(120082452) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012058375/9.

(120082319) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012058376/9.

(120082320) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2007 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: 2012058377/9.

(120082321) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

PRO F.I.T. S.A., Société Anonyme.

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

R.C.S. Luxembourg B 141.551.

CLÔTURE DE LIQUIDATION

*Extrait des résolutions prises par
l'assemblée générale extraordinaire du 15 mai 2012*

L'assemblée a prononcé la clôture de liquidation de la société.

L'assemblée a en outre décidé que les livres et documents sociaux resteront déposés et conservés pendant cinq ans au siège de CF Corporate Services, et en outre que les sommes et valeurs éventuelles revenant aux créanciers ou aux associés qui ne se seraient pas présentés à la clôture de la liquidation seront déposés au même endroit au profit de qui il appartiendra.

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

Luxembourg, le 15 mai 2012.

Référence de publication: 2012058455/17.

(120081817) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3B, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012058378/9.

(120082322) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3B, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012058379/9.

(120082323) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Panattoni Western Fund S.à r.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 203, route d'Esch.

R.C.S. Luxembourg B 156.789.

Constituée par devant Maître Jean Seckler, notaire de résidence à Junglister, Grand-Duché de Luxembourg en date du 9 novembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2812 en date du 22 décembre 2010.

Le bilan au 31-12-2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 21 mai 2012.

Panattoni Western Fund Sarl

Panattoni Luxembourg Directorship Sarl

Gérant

Représenté par Olivier Marbaise

Gérant

Référence de publication: 2012058431/18.

(120081807) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

RE German Office S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 118.334.

RECTIFICATIF

Veillez prendre note de la présente mention rectificative à la mention enregistrée le 21/12/2010 sous la référence L100202479 auprès du Registre de Commerce et des Sociétés du Luxembourg.

Le Bilan et l'affectation du résultat au 31 Décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 18 Mai 2012.

RE German Office S.à.r.l.

Manacor (Luxembourg) S.A.

Signatures

Référence de publication: 2012058463/17.

(120081979) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3B, boulevard du Prince Henri.

R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2004 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: 2012058380/9.

(120082324) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3B, boulevard du Prince Henri.
R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2003 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: 2012058381/9.

(120082325) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3B, boulevard du Prince Henri.
R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2002 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: 2012058382/9.

(120082326) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Mindev et Associés S.A., Société Anonyme Soparfi.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.
R.C.S. Luxembourg B 36.562.

Les comptes annuels au 31/12/2011 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 * 2008.

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Référence de publication: 2012058383/10.

(120082346) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Statum Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2633 Senningerberg, 6D, route de Trèves.
R.C.S. Luxembourg B 154.520.

Il résulte des résolutions de l'Actionnaire unique de la société en date du 9 mai 2012, les décisions suivantes:

1. Démission du gérant de catégorie A suivant:

M. Ahmet TATAROGLU, gérant de catégorie A, employé privé, demeurant professionnellement à Sun Plaza, Maslak Mahallesi, Bilim Sokak, 5, KAT: 30, Sisli Istanbul, Turquie.

2. Nomination du gérant de catégorie A suivant pour une durée indéterminée:

M. Samer M. KHALIDI, gérant de catégorie A, employé privé, né en Jordanie, le 18 juillet 1968 et demeurant professionnellement à DIFC, Precinct Building 3, Office 404, Dubai, Emirats Arabes Unis.

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

Senningerberg, 18 mai 2012.

Référence de publication: 2012058482/16.

(120081510) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

HD Construct s.à r.l., Société à responsabilité limitée.

Siège social: L-9169 Mertzig, 9, rue de Dellen.
R.C.S. Luxembourg B 106.646.

L'an deux mil douze, le neuf janvier

Par devant Maître Anja HOLTZ, notaire de résidence à Wiltz.

A comparu:

Madame Josette BERNS, épouse de Monsieur Daniel LUCA, née à Ettelbruck, le 20 mars 1956, demeurant à L-9169 Mertzig, 9, rue de Dellen,

Laquelle comparante a exposé au notaire instrumentant et l'a requis d'acter ce qui suit:

Que la comparante est seule associée de la société à responsabilité limitée "HD CONSTRUCT S. à r.l.", dont le siège social est à L-9169 Mertzig, 9, rue de Dellen, constituée aux termes d'un acte reçu par le Notaire Marc CRAVATTE, de

résidence à Ettelbruck, le 14 janvier 1998, publié au Mémorial C, recueil spécial des sociétés et associations numéro 306 du 05 mai 1998,

inscrite au registre de commerce des sociétés sous le numéro B 106.646,

Que le capital social est fixé à douze mille trois cent quatre-vingt-quatorze virgule soixante-huit euros (12.394,68.-) divisé en cent (100) parts sociales de cent vingt-trois virgule nonante-cinq euros (123,95.-) chacune

Que la société ne possède pas d'immeuble, ni de parts d'immeuble.

Que l'associée unique prend par conséquent les résolutions suivantes:

Première résolution.

L'assemblée ratifie la convention de cession de parts sociales intervenue en date du 31 octobre 2011, laquelle convention, après avoir été signée "Ne Varietur" par les comparants, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Deuxième résolution.

L'assemblée décide de convertir le capital social en euros, et modifie en conséquence de ce qui précède, l'article 6 des statuts de la façon suivante:

" **Art. 6.** Le capital social est fixé à la somme de douze mille trois cent nonante-quatre euros et soixante-huit cents (12.394,68 EUR), divisé en cent (100) parts sociales de cent vingt-trois euros et nonante-cinq cents (123,95 EUR) chacune.

Les parts sociales de société sont réparties de la manière suivante:

Madame Josette BERNS prénommée:	100 parts
Total:	100 parts"

Troisième résolution.

L'assemblée décide de mettre en liquidation la société avec effet immédiat et nomme en tant que liquidateur la société INTERNATIONAL BUSINESS PERFORMERS S.A., dont le siège social se situe à L-9570 Wiltz, 9, rue des Tondeurs, inscrite au Registre de Commerce et des Sociétés sous le numéro B 91.644, représentée par son administrateur Monsieur Patrick SERVAIS, demeurant professionnellement à Wiltz, avec mission de répartir l'actif et d'apurer le passif éventuel.

Quatrième résolution.

L'assemblée accepte les démissions des gérants et leur donne décharge pour l'exécution de leurs mandats jusqu'à la date de ce jour.

Plus rien ne figurant à l'ordre du jour, la présente assemblée a été clôturée à 11.45 heures.

Frais

Le montant des dépens, frais, rémunérations et charges de toutes espèces qui incombent à la société ou qui sont mis à sa charge à raison du présent acte s'élèvent approximativement à 900.-€

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

Et après lecture faite et interprétation donnée aux comparants connus du notaire instrumentant par noms, prénoms usuels, états et demeures, ils ont signé avec le notaire.

Signé: J. Berns, Anja Holtz.

Enregistré à Wiltz, le 11 janvier 2012 - WIL/2012/20 - Reçu soixante-quinze euros = 75 €.-

Le Receveur (signé): J. Pletschette.

POUR EXPEDITION CONFORME, délivrée à la société aux fins d'inscription au Registre de Commerce et des Sociétés.

Wiltz, le 25 janvier 2012.

Anja HOLTZ.

Référence de publication: 2012059138/55.

(120081377) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 mai 2012.

Miraflores Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1637 Luxembourg, 1, rue Goethe.

R.C.S. Luxembourg B 59.593.

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: 2012058385/9.

(120081937) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

MMA Alternative Fund, Société d'Investissement à Capital Variable.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 104.349.

Le Rapport Annuel révisé pour la période au 31 décembre 2011 et la distribution du dividende, relatif à l'Assemblée Générale Ordinaire du 20 avril 2012 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 18 mai 2012.

Katie AGNES / Fabienne WALTZING.

Référence de publication: 2012058386/11.

(120081604) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Moscow Construction and Development, Société à responsabilité limitée.

Siège social: L-2652 Luxembourg, 142-144, rue Albert Uden.

R.C.S. Luxembourg B 62.894.

Les comptes annuels au 31.12.2011 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 16.05.2012.

G. ADIBEKIAN

Gérant

Référence de publication: 2012058387/12.

(120081598) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

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

Siège social: L-1128 Luxembourg, 37, Val Saint André.

R.C.S. Luxembourg B 31.561.

Conformément à l'AGO du 8/11/2011

1. Changement d'adresse:

De 37 Val St André -L-1128 Luxembourg

A 12 Rue Jean Engling - L-1466 Luxembourg

2. Nomination des administrateurs:

François DE PITTEURS - Rue Jean Engling 12 - L-1466 Luxembourg

Johan CUYPERS - Rue Jean Engling 12 - L-1466 Luxembourg

Rudiger v. LETTOW - Rue Jean Engling 12 - L-1466 Luxembourg

Les administrateurs en place sont démissionnaires

3. Nomination du commissaire aux comptes

CAPITAL CORP S.A. - Rue Jean Engling 12 - L-1466 Luxembourg

Le commissaire aux comptes en place est démissionnaire

Sont conduits dans leurs mandats pour une durée de six ans jusqu'à l'AGO du 14/11/2017.

Pour la société

Signature

Référence de publication: 2012059887/22.

(120084063) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 mai 2012.

Mousel's Cantine S. à r. l., Société à responsabilité limitée.

Siège social: L-1343 Luxembourg, 46, Montée de Clausen.

R.C.S. Luxembourg B 20.421.

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Echternach, le 21 mai 2012.

Signature.

Référence de publication: 2012058388/10.

(120082028) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Multrans, Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.
R.C.S. Luxembourg B 32.548.

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.

Signature.

Référence de publication: 2012058390/10.

(120081872) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Multrans Assets, Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.
R.C.S. Luxembourg B 157.711.

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.

Signature.

Référence de publication: 2012058391/10.

(120082008) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Network Services Luxembourg, Société Anonyme.

Siège social: L-1321 Luxembourg, 354, rue de Cessange.
R.C.S. Luxembourg B 42.506.

Les comptes annuels au 31/12/2011 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 la société

Fiduciaire WBM

Experts comptables et fiscaux

Signature

Référence de publication: 2012058392/13.

(120081654) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

NG Private Equity Management S.à r.l., Société à responsabilité limitée.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.
R.C.S. Luxembourg B 129.127.

Les comptes annuels au 31.12.2011 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.

Eurobank EFG Private Bank Luxembourg S.A.

Banque Domiciliataire

Référence de publication: 2012058407/11.

(120081686) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

New Super Selector S.à r.l., Société à responsabilité limitée.

Capital social: EUR 4.020.925,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 129.100.

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 15 mai 2012.

Référence de publication: 2012058394/10.

(120082311) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Novem Value 2011 S.A., Société Anonyme de Titrisation.

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

R.C.S. Luxembourg B 160.375.

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.

Nicolas Montagne / Bertrand Barthel.

Référence de publication: 2012058396/10.

(120082189) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Naxyris S.A., Société Anonyme.

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

R.C.S. Luxembourg B 148.513.

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 21 mai 2012.

Référence de publication: 2012058398/10.

(120082232) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Nereo Finance S.A., Société Anonyme.

Siège social: L-1510 Luxembourg, 38, avenue de la Faïencerie.

R.C.S. Luxembourg B 117.917.

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.

Référence de publication: 2012058399/9.

(120081879) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Paddock Fund Administration S.A., Société Anonyme.

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

R.C.S. Luxembourg B 147.823.

Extrait du procès-verbal de l'Assemblée Générale Extraordinaire du 1^{er} février 2011

L'assemblée prend à l'unanimité des voix la résolution suivantes:

Troisième Résolution

L'assemblée décide de prolonger le mandat de Ernst & Young S.A. en tant que réviseur des comptes pour un mandat allant jusqu'à l'assemblée générale en 2012 clôturant l'exercice comptable au 31.12.2011.

Luxembourg, le 18/05/2012.

Certifié conforme et sincère

Paddock Fund Administration S.A.

Référence de publication: 2012058424/15.

(120081600) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

New Hôtel-Restaurant du Chemin de Fer s.à r.l., Société à responsabilité limitée.

Siège social: L-1477 Luxembourg, 37, rue des Etats-Unis.

R.C.S. Luxembourg B 32.722.

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.

Référence de publication: 2012058401/9.

(120082172) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

NG Luxembourg S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 43, avenue J.F. Kennedy.
R.C.S. Luxembourg B 109.221.

Le Bilan et l'affectation du résultat au 31 mars 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 15 mai 2012.

TMF Luxembourg S.A.

Signatures

Agent domiciliataire

Référence de publication: 2012058402/14.

(120081613) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

Epicerie La Portugaise, S.à r.l., Société à responsabilité limitée.

Siège social: L-4756 Pétange, 11, place du Marché.

R.C.S. Luxembourg B 161.532.

Je soussigné, Monsieur Vieira Pimenta Joao Manuel atteste par la présente donner ma démission en qualité de gérant technique de la société Épicerie La Portugaise, établie au 11, place du Marché, L - 4756 Pétange, ceci à partir du 01/04/2012.

Luxembourg, le 31.03.2012.

M. Vieira Pimenta João Manuel.

Référence de publication: 2012062346/10.

(120086826) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2012.

Webb II S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 153.360.

Les statuts coordonnés suivant l'acte n° 64272 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: 2012059814/10.

(120083476) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 mai 2012.

Sofico S.A., Société Anonyme.

Siège social: L-9122 Schieren, 27, rue de la Gare.

R.C.S. Luxembourg B 162.186.

L'an deux mille douze, le quatre mai.

Par devant Maître Edouard DELOSCH, notaire de résidence à Diekirch (Grand-Duché de Luxembourg), soussigné.

Se tient une assemblée générale extraordinaire des actionnaires (l'Assemblée) de SOFICO S.A., une société anonyme ayant son siège social au 16, Rue du Pont, L-6471 Echternach, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 162.186 (la Société). La Société a été constituée le 29 juin 2011, suite à un acte reçu par Maître Aloyse BIEL, alors notaire de résidence à Esch-sur-Alzette, publié au Mémorial C, Recueil des Sociétés et Associations n°2126 du 12 septembre 2011.

L'Assemblée est présidée par Monsieur Jens EPPERS, ingénieur technicien, demeurant au 20, Petersberg, D-54636 Wissmannsdorf (le Président).

Le Président désigne Monsieur Marco JUNK, administrateur de société, demeurant au 7b, Gartenstrasse, D-54675 Mettendorf, en tant que secrétaire de l'Assemblée (la Secrétaire).

L'Assemblée choisit Monsieur Marco JUNK, administrateur de société, demeurant au 7b, Gartenstrasse, D-54675 Mettendorf, en tant que scrutateur de l'Assemblée (le Scrutateur).

Le Président, la Secrétaire et le Scrutateur constituent ensemble le Bureau.

Les actionnaires présents à l'Assemblée et le nombre d'actions qu'ils détiennent figurent sur une liste de présences qui restera annexée aux présentes après avoir été signées par les mandataires des actionnaires et les membres du Bureau pour être soumises aux formalités de l'enregistrement.

Le Bureau ayant ainsi été constitué, le Président déclare et demande au notaire d'acter ce qui suit:

Il apparaît de la liste de présence établie et certifiée par les membres du Bureau que l'intégralité des mille (1.000) actions de la Société d'une valeur nominale de trente et un euros chacune (EUR 31,-) est présente à l'Assemblée, qui est par conséquent dûment constituée et peut délibérer sur les points de l'ordre du jour reproduit ci-dessous.

Il L'ordre du jour de l'Assemblée est le suivant:

Ordre du jour

1. Transfert du siège social du 16, Rue du Pont, L-6471 Echternach au 27, rue de la Gare, L-9122 Schieren.
2. Modification subséquente du deuxième alinéa de l'article 2 des statuts de la Société, pour le mettre en concordance avec la résolution qui précède.

Après délibération, l'Assemblée prend à l'unanimité des voix les résolutions suivantes:

Première résolution

L'Assemblée décide de transférer le siège social de la Société de son adresse actuelle du 16, Rue du Pont, L-6471 Echternach à l'adresse suivante: 27, rue de la Gare, L-9122 Schieren.

Seconde résolution

Afin de mettre les statuts en concordance avec la résolution qui précède, l'Assemblée décide de modifier le deuxième alinéa de l'article 2 des statuts de la Société pour lui donner dorénavant la teneur suivante:

«La société est constituée pour une durée indéterminée et aura son siège social dans la commune de Schieren.»

Frais

Les frais, dépens, rémunérations et charges sous quelque forme que ce soit, qui incombent à la société en raison du présent acte sont évalués approximativement à la somme de mille euros (EUR 1.000,-).

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

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

Lecture du présent acte faite et interprétation donnée aux membres de Bureau comparants, connus du notaire instrumentaire par noms, prénoms usuels, états et demeures, ils ont signé avec Nous notaire le présent acte.

Signé: J. Eppers, M. Junk, E. DELOSCH.

Enregistré à Diekirch, le 9 mai 2012. Relation: DIE/2012/5418. Reçu soixante-quinze (75,-) euros

Le Receveur (signé): THOLL.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Diekirch, le 9 mai 2012.

Référence de publication: 2012062251/53.

(120088021) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2012.

World Software Services S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 123.089.

In the year two thousand and twelve, on the twenty-fifth day of April.

Before Us, Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg

was held an extraordinary general meeting of the shareholders (the Meeting) of WORLD SOFTWARE SERVICES S.A., a public limited liability company (société anonyme) incorporated and organised under the laws of Luxembourg, having its registered office at 51, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 123.089, incorporated pursuant to a deed of Maître Paul Bettingen, notary then residing in Niederanven, dated December 15, 2006, published in the Mémorial C, Recueil des Sociétés et Associations number 262 dated February 27, 2007, and the articles of association of which have been amended the last time by a deed of Maître Martine Schaeffer dated December 29, 2008, published in the Mémorial C, Recueil des Sociétés et Associations number 267 dated February 6, 2009 (the Company).

The Meeting is chaired by Tina Fettes, with professional address in Luxembourg.

The chairman appointed as secretary, Régis Galiotto, with professional address in Luxembourg.

The Meeting elected as scrutineer, Natalja Sidorenko, with professional address in Luxembourg,

(The chairman, the secretary and the scrutineer are collectively referred to as the Board of the Meeting).

The Board of the Meeting having thus been constituted, the chairman declares that:

I. The shareholders of the Company (the Shareholders) present or represented and the number of their shares are shown on an attendance list. Such list and proxies, signed ne varietur by the appearing persons and the undersigned notary, shall remain attached to the present minutes;

II. As appears from the attendance list, the five hundred fifty-one thousand five hundred fifty-four (551,554) shares, representing the entire share capital of the Company are represented at the present Meeting so that the Meeting can validly decide on all the items of the agenda of which the participants have been beforehand informed;

III. The agenda of the Meeting is the following:

1. waiver of the convening notices;
2. increase of the share capital of the Company by an amount of fourteen thousand three hundred and five euro (EUR 14,305.-) in order to bring the share capital of the Company from its present amount of five hundred fifty-one thousand five hundred fifty-four euro (EUR 551,554.-) represented by five hundred fifty-one thousand five hundred fifty-four (551,554) shares, having a par value of one euro (EUR 1.-) each, to five hundred sixty-five thousand eight hundred fifty-nine euro (EUR 565,859.-) by way of the issuance of fourteen thousand three hundred and five (14,305) new shares, having a par value of one euro (EUR 1.-) each, each having the same rights and obligations as the existing shares (the New Shares);
3. subscription for and payment of the newly issued shares as specified under item 2;
4. amendment of article 5 first paragraph of the articles of association of the Company (the Articles) in order to reflect the above changes;
5. amendment to the shareholders' register of the Company in order to reflect the above changes with power and authority given to any director of the Company, acting individually, to proceed on behalf of the Company with the registration of the newly issued shares in the shareholders' register of the Company; and
6. miscellaneous.

IV. The Shareholders have taken the following resolutions:

First resolution

The entirety of the corporate share capital of the Company being represented at the present Meeting, the Shareholders waive the convening notices, the Shareholders represented considering themselves as duly convened and declaring having perfect knowledge of the agenda which has been communicated to them in advance.

Second resolution

The Meeting resolves to increase the share capital of the Company by an amount of fourteen thousand three hundred and five euro (EUR 14,305.-) in order to bring the share capital of the Company from its present amount of five hundred fifty-one thousand five hundred fifty-four euro (EUR 551,554.-) represented by five hundred fifty-one thousand five hundred fifty-four (551,554) shares, having a par value of one euro (EUR 1.-) each, to five hundred sixty-five thousand eight hundred fifty-nine euro (EUR 565,859.-) by way of the issuance of fourteen thousand three hundred and five (14,305) New Shares, each having the same rights and obligations as the existing shares.

Third resolution

The Meeting resolves to accept and record the following subscription to and full payment of the share capital increase as follows:

Subscription – Payment

Atlantic Bridge Ventures Limited Partnership, a limited partnership governed by the laws of the Republic of Ireland, having its registered offices at 31 Kildare Street, Dublin 2, Ireland, registered on the limited partnership list of the Companies Registration Office of the Republic of Ireland under number 485 (ABVEN), which is represented by Tina Fettes, prenamed, by virtue of a proxy given under private seal which declares to subscribe to fourteen thousand three hundred and five (14,305) New Shares and to pay them up by a contribution in cash amounting to fourteen thousand three hundred and five euro (EUR 14,305.-) to be allocated to the share capital of the Company.

All these shares have been fully paid-up by way of contribution in cash of an aggregate amount of fourteen thousand three hundred and five euro (EUR 14,305.-) so that this amount is as now at the disposal of the Company and proof of which has been duly given to the undersigned notary who expressly acknowledges it.

Fourth resolution

The Meeting unanimously resolves to amend article 5 first paragraph of the Articles, which shall henceforth read as follows:

“ **Art. 5.** The corporate capital is set at five hundred sixty-five thousand eight hundred fifty-nine euro (EUR 565,859.-) divided into five hundred sixty-five thousand eight hundred fifty-nine (565,859) shares having a par value of one euro (EUR 1.-) each.»

Fifth resolution

The Meeting further resolves to amend the shareholders' register of the Company in order to reflect the above changes with power and authority given to any director of the Company, acting individually, to proceed on behalf of the Company to the registration of the newly issued shares in the shareholders' register of the Company.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately one thousand five hundred Euros (EUR 1,500.-).

Declaration

The undersigned notary, who understands and speaks English, states that on request of the above appearing parties, the present deed is worded in English, followed by a French version, at the request of the same appearing parties, in case of discrepancies between the English and the French texts, the English version shall prevail.

Whereof the present notarial deed is drawn in Luxembourg, on the year and day first above written.

The document having been read to the proxyholder of the appearing parties, the proxyholder of the appearing parties signed together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le vingt-cinquième jour d'avril.

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

s'est tenue une assemblée générale extraordinaire (l'Assemblée) des actionnaires de WORLD SOFTWARE SERVICES S.A., une société anonyme constituée et régie par les lois du Grand-Duché de Luxembourg, dont le siège social est établi au 51, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 123.089, constituée le 15 décembre 2006, suivant un acte de Maître Paul Bettingen, notaire résidant alors à Niederanven, publié au Mémorial C, Recueil des Sociétés et Associations du 27 février 2007 sous le numéro 262 et dont les statuts ont été modifiés pour la dernière fois suivant un acte de Maître Martine Schaeffer, en date du 29 décembre 2008, publié au Mémorial C, Recueil des Sociétés et Associations du 6 février 2009 sous le numéro 267 (la Société).

L'Assemblée est présidée par Tina Fettes, de résidence professionnelle à Luxembourg.

Le président nomme Régis Galiotto, de résidence professionnelle à Luxembourg, comme secrétaire de l'Assemblée.

L'Assemblée choisit Natalja Sidorenko, de résidence professionnelle à Luxembourg, comme scrutateur.

(Le président, le secrétaire et le scrutateur sont ensemble désignés comme le Bureau de l'Assemblée).

Le Bureau ayant été ainsi constitué, le Président déclare que:

I. Les actionnaires de la Société (les Actionnaires) présents ou représentés et le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence qui restera annexée au présent procès-verbal après avoir été signée ne varietur par les parties comparantes et le notaire instrumentant.

II. D'après la liste de présence, cinq cent cinquante et un mille cinq cent cinquante-quatre (551.554) actions, représentant la totalité du capital social de la Société sont représentées à la présente Assemblée, de sorte que l'Assemblée peut valablement décider sur tous les points de l'ordre du jour qui a été communiqué à l'avance aux participants;

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

1. renonciation aux formalités de convocation;

2. augmentation du capital social de la Société d'un montant de quatorze mille trois cent cinq euros (EUR 14.305), afin de porter le capital social de la Société de son montant actuel de cinq cent cinquante et un mille cinq cent cinquante-quatre euros (EUR 551.554) représenté par cinq cent cinquante et un mille cinq cent cinquante-quatre (551.554) actions d'une valeur nominale de un euro (EUR 1) chacune, à cinq cent soixante-cinq mille huit cent cinquante-neuf euros (EUR 565.859) par l'émission de quatorze mille trois cent cinq (14.305) nouvelles actions, d'une valeur nominale de un euro (EUR 1) chacune, toutes ayant les mêmes droits et obligations que les actions existantes (les Nouvelles Actions);

3. souscription et libération des actions nouvellement émises comme indiqué au point 2. ci-dessus;

4. modification subséquente du premier paragraphe de l'article 5 des statuts de la Société (les Statuts) afin d'y faire figurer les modifications ci-dessus;

5. modification du registre des actionnaires de la Société afin d'y faire figurer les modifications ci-dessus avec pouvoir et autorité donnés à tout administrateur de la Société, chacun agissant individuellement, afin de procéder pour le compte de la Société à l'inscription des actions nouvellement émises dans le registre des actionnaires de la Société; et

6. divers.

IV. Les Actionnaires ont pris les résolutions suivantes:

Première résolution

La totalité du capital social de la Société étant représentée à la présente Assemblée, les Actionnaires renoncent aux formalités de convocation, les Actionnaires se considérant comme valablement convoqués et déclarant avoir parfaite connaissance de l'ordre du jour qui leur a été communiqué au préalable.

Deuxième résolution

L'Assemblée décide d'augmenter le capital social de la Société d'un montant de quatorze mille trois cent cinq euros (EUR 14.305) afin de porter le capital social de la Société de son montant actuel de cinq cent cinquante et un mille cinq cent cinquante-quatre euros (EUR 551.554) représenté par cinq cent cinquante et un mille cinq cent cinquante-quatre (551.554) actions d'une valeur nominale de un euro (EUR 1) chacune, à cinq cent soixante-cinq mille huit cent cinquante-neuf euros (EUR 565.859) par l'émission de quatorze mille trois cent cinq (14.305) Nouvelles Actions de la Société, d'une valeur nominale de un euro (EUR 1) chacune, toutes ayant les mêmes droits et obligations que les actions existantes.

Troisième résolution

L'Assemblée décide d'accepter et d'enregistrer la souscription suivante et l'entière libération de l'augmentation de capital social comme suit:

Souscription - Libération

Atlantic Bridge Ventures Limited Partnership, une société en commandite (limited partnership) régie par les lois d'Irlande, dont le siège social est établi au 31 Kildare Street, Dublin 2, Irlande, immatriculée sur la liste des sociétés en commandite du Companies Registration Office d'Irlande sous le numéro 485 (ABVEN), représentée par Tina Fettes, précitée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à quatorze mille trois cent cinq (14.305) Nouvelles Actions et les libère entièrement par un apport en numéraire d'un montant de quatorze mille trois cent cinq euros (EUR 14.305) qui sera affecté au compte de capital social de la Société.

Toutes ces actions ont été entièrement libérées par un apport en numéraire d'un montant total de quatorze mille trois cent cinq euros (EUR 14.305), de sorte que ce montant est dès à présent à la disposition de la Société et dont preuve a été apportée au notaire instrumentant qui le reconnaît expressément.

Quatrième résolution

L'Assemblée décide à l'unanimité de modifier le premier paragraphe de l'article 5 des Statuts, de sorte qu'il aura désormais la teneur suivante:

" **Art. 5.** Le capital social est fixé à cinq cent soixante-cinq mille huit cent cinquante-neuf euros (EUR 565.859) divisé en cinq cent soixante-cinq mille huit cent cinquante-neuf (565.859) actions d'une valeur nominale de un euro (EUR 1) chacune.»

Cinquième résolution

L'Assemblée décide ensuite de modifier le registre des actionnaires de la Société afin de d'y faire figurer les modifications ci-dessus et donne pouvoir et autorité à tout administrateur de la Société, chacun agissant individuellement, pour procéder pour le compte de la Société à l'inscription des actions nouvellement émises dans le registre des actionnaires de la Société.

Estimation des frais

Les dépenses, frais, honoraires et charges, de quelque nature que ce soit, qui incomberont à la Société en raison du présent acte sont estimés à environ mille cinq cents Euros (EUR 1.500.-).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la requête des parties comparantes ci-dessus, le présent acte est rédigé en langue anglaise suivi d'une version française. A la requête des mêmes parties comparantes et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

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

Et après lecture du présent acte faite aux membres du bureau, ils ont signé ensemble avec nous, le notaire, le présent acte original.

Signé: T. FETTES, R. GALIOTTO, N. SIDORENKO et H. HELLINCKX

Enregistré à Luxembourg A.C., le 4 mai 2012. Relation: LAC/2012/20547. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

Pour expédition conforme, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 mai 2012.

Référence de publication: 2012058558/178.

(120081558) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.