SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1798 **17 juillet 2012**

SOMMAIRE

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

Capital social: EUR 12.500,00.

Siège social: L-1330 Luxembourg, 46, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 147.239.

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Daley Strategies S.A., l'associé unique de la Société, a transféré toutes les parts sociales qu'il détenaitt dans la Société, soit 100 parts sociales à Oceanside International Limited, une société «limited» ayant son siège social au 1 st Floor Dekk House, Zippora Street, Providence Industrial Estate à Mahé, Seychelles et enregistrée auprès de l'«International Business Companies» sous le numéro 090687 avec effet au 18 juin 2012.

Par conséquent, l'associé unique de la Société est OCEANSIDE INTERNATIONAL LIMITED.

Extrait de la résolution de l'Associé Unique de la société en date du 20 juin 2012:

Il est également décidé de nommer pour une durée indéterminée avec effet au 20 juin 2012 Mademoiselle Souad Deghdough, née le 6 août 1975, à Oran, Algérie, résidant professionnellement au 2-4, rue Eugène Ruppert, L-2453 Luxembourg, comme gérante unique de la Société en remplacement de Monsieur Patrick Sganzerla.

Par conséquent, la gérante unique de la Société est Souad DEGHDOUGH.

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

Le 21 juin 2012.

Référence de publication: 2012073691/20.

(120104144) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Summit Partners RKT S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2341 Luxembourg, 5, rue du Plébiscite.

R.C.S. Luxembourg B 169.548.

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STATUTES

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

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

THERE APPEARED:

(1) Summit Partners Private Equity Fund VII-A, L.P., a limited partnership incorporated under the laws of Delaware, USA, having its registered office at 1209 Orange Street, Wilmington, Delaware 19801, USA, registered with the Secretary of State of the State of Delaware under number 3950982, represented by its general partner Summit Partners PE VII, L.P., itself represented by its general partner Summit Partners PE VII, LLC;

duly represented by Mrs. Johanna Wittek, Rechtsanwältin, professionally residing in Luxembourg,

by virtue of a proxy given in Boston on 24 May 2012.

(2) Summit Partners Private Equity Fund VII-B, L.P., a limited partnership incorporated under the laws of Delaware, USA, having its registered office at 1209 Orange Street, Wilmington, Delaware 19801, USA, registered with the Secretary of State of the State of Delaware under number 3950983, represented by its general partner Summit Partners PE VII, L.P., itself represented by its general partner Summit Partners PE VII, LLC;

duly represented by Mrs. Johanna Wittek, Rechtsanwältin, professionally residing in Luxembourg,

by virtue of a proxy given in Boston on 24 May 2012.

(3) Summit Partners Europe Private Equity Fund, L.P., a limited partnership incorporated under the laws of the Cayman Islands having its registered office at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number MC-23307, represented by its general partner Summit Partners Europe, L.P., itself represented by its general partner Summit Partners Europe, Ltd.;

duly represented by Mrs. Johanna Wittek, Rechtsanwältin, professionally residing in Luxembourg,

by virtue of a proxy given in Boston on 24 May 2012.

(4) Summit Investors I, LLC, a limited liability company incorporated under the laws of Delaware, USA, having its registered office at 1209 Orange Street, Wilmington, Delaware 19801, USA, registered with the Secretary of State of the State of Delaware under number 4524876, represented by its manager Summit Investors Management, LLC, itself represented by its manager Summit Partners, L.P., itself represented by its general partner Summit Master Company, LLC; and

duly represented by Mrs. Johanna Wittek, Rechtsanwältin, professionally residing in Luxembourg,

by virtue of a proxy given in Boston on 24 May 2012.

(5) Summit Investors I (UK), L.P., a limited partnership, incorporated under the laws of the Cayman Islands having its registered office at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number MC25163, represented by its general partner Summit Investors Management, LLC, itself represented by its manager Summit Partners, L.P., itself represented by its general partner Summit Master Company, LLC;

duly represented by Mrs. Johanna Wittek, Rechtsanwältin, professionally residing in Luxembourg,

by virtue of a proxy given in Boston on 24 May 2012.

The said proxies, initialled ne varietur by the proxyholder of the appearing parties and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

The appearing parties as technology funds advised by Summit intend to jointly make long term investments into the internet market, specifically in the German companies Jade 1290. GmbH (Commercial register of the local court Charlottenburg, Germany, under number HRB 136693 B), Bigfoot GmbH (Commercial register of the local court Charlottenburg, Germany, under number HRB 127304 B), Brilliant 1447. GmbH (Commercial register of the local court Charlottenburg, Germany, under number HRB 140620 B), TIN Brillant Services GmbH (Commercial register of the local court Charlottenburg, Germany, under number HRB 140936 B) (jointly the "Holding Companies"). Each of the Holding Companies has a separate business concept with a focus to develop growth during the upcoming years. The appearing parties intend to continuously support and invest in these businesses.

The appearing parties have decided to establish the Company in the form of a private limited company (société à responsabilité limitée) as joint venture vehicle and joint investment company. The Company will be directed to book its investments in the Holding Companies in its fixed assets (Anlagevermögen) since it does not have the intention to make a short term trading profit with its shareholdings in the Holding Companies and anticipates to be invested for more than a year.

The appearing parties intended to substantially fund the Company with shareholder funds provided by the appearing parties consisting of share capital and Preferred Equity Certificates (PECs). The initial minimum share capital is eventually intended to be increased to EUR 1.5 million.

The Company shall in the future operate as a holding company out of Luxembourg with local management. Scott Collins, based in Queensburry House, 3 rd Floor, 3 Old Burlington Street, London, shall act as additional manager (Geschäftsführer). The key decisions shall be made out of Luxembourg in board meetings held in Luxembourg.

In consideration of the above, appearing parties have therefore requested the officiating notary to enact the deed of incorporation of a private limited company (société à responsabilité limitée) which they wish to incorporate with the following articles of association:

A. Name - Purpose - Duration - Registered office

Art. 1. Name. There exists a private limited company (société à responsabilité limitée) under the name Summit Partners RKT S.à r.l. (hereinafter the "Company") which shall be governed by the law of 10 August 1915 concerning commercial companies, as amended (the "Law"), as well as by the present articles of association.

Art. 2. Purpose.

2.1 The purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies and any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio in view of its realisation by sale, public offering, exchange or otherwise.

2.2 The Company may further guarantee, grant security, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company.

2.3 The Company may, except by way of public offering, raise funds especially through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.

2.4 The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it considers useful in accomplishment of these purposes.

2.5 The Company may also act as partner/shareholder of any Luxembourg or foreign entity(-ies) with unlimited or limited liability for the debts and obligations of such entity(-ies).

Art. 3. Duration.

3.1 The Company is incorporated for an unlimited period of time.

3.2 It may be dissolved at any time and with or without cause by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

Art. 4. Registered office.

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

4.2 Within the same municipality, the registered office may be transferred by decision of the board of managers. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by resolution of the shareholders, adopted in the manner required for an amendment of these articles of association.

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

4.4 In the event that the board of managers determines that extraordinary political, economic or social circumstances or natural disasters have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall not affect the nationality of the Company which, notwithstanding the temporary transfer of its registered office, shall remain a Luxembourg company.

B. Share capital - Shares

Art. 5. Share Capital.

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

Each share is entitled to one vote at ordinary and extraordinary general meetings.

5.2 The share capital may be modified at any time by approval of a majority of shareholders representing three quarters of the share capital at least.

The Company may repurchase its shares as provided herein only to the extent otherwise permitted by law.

5.3 The Company may redeem its own shares.

Art. 6. Shares.

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

6.2 The shares of the Company are in registered form.

6.3 The Company may have one or several shareholders, with a maximum number of shareholders not exceeding forty (40).

6.4 The death, suspension of civil rights, dissolution, bankruptcy or insolvency or any other similar event regarding any of the shareholders shall not cause the dissolution of the Company.

Art. 7. Register of shares - Transfer of shares.

7.1 A register of shares shall be kept at the registered office, where it shall be available for inspection by any shareholder. This register shall contain all the information required by the Law. Certificates of such registration may be issued upon request and at the expense of the relevant shareholder.

7.2 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share until one person has been designated as representative in relation to the Company.

7.3 The shares are freely transferable among shareholders.

7.4 Inter vivos, they may only be transferred to new shareholders subject to the approval of such transfer given by the shareholders, at a majority of three quarters of the share capital.

7.5 Any transfer of shares shall become effective towards the Company and third parties through the notification of the transfer to, or upon the acceptance of the transfer by the Company in accordance with article 1690 of the Civil Code.

7.6 In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the other shareholders at a majority of three quarters of the share capital. Such approval is, however, not required in case the shares are transferred either to parents, to his wife/husband or any other legal heir of the deceased shareholder.

C. Management

Art. 8. Powers of the sole manager; Composition and Powers of the board of managers.

8.1 The Company is managed by one or several managers, who do not need to be shareholders. The managers are appointed by the general meeting of shareholders which sets the term of their office. They may be dismissed freely at any time and without specific cause.

In the case of several managers, the Company is managed by a board of managers composed of at least one (1) Class A manager and one (1) Class B manager.

8.2 The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law or by these articles of association to the general meeting of shareholders.

Art. 9. Election, Removal and Term of office of managers.

9.1 The manager(s) shall be elected by the general meeting of shareholders which shall determine their remuneration and term of office.

9.2 The managers are elected and may be removed from office at any time, with or without cause, by a vote of the shareholders representing more than half of the Company's share capital.

Art. 10. Vacancy in the office of a manager.

10.1 In the event of a vacancy in the office of a manager because of death, legal incapacity, bankruptcy, retirement or otherwise, this vacancy may be filled on a temporary basis and for a period of time not exceeding the initial mandate of the replaced manager by the remaining managers until the next meeting of shareholders which shall resolve on the permanent appointment, in compliance with the applicable legal provisions.

10.2 In case the vacancy occurs in the office of the Company's sole manager, such vacancy must be filled without undue delay by the general meeting of shareholders.

Art. 11. Convening meetings of the board of managers.

11.1 The board of managers shall meet upon call by any manager, at the place indicated in the notice of meeting. The meetings of the board of managers shall be held at the registered office of the Company, unless otherwise indicated in the notice of meeting.

11.2 Written notice of any meeting of the board of managers must be given to managers twenty-four (24) hours at least in advance of the date scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. This notice may be omitted in case of assent of each manager in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers.

11.3 No prior notice shall be required in case all the members of the board of managers are present or represented at such meeting and have waived any convening requirement, or in the case of resolutions in writing approved and signed by all members of the board of managers.

Art. 12. Conduct of meetings of the board of managers.

12.1 In case of several managers, the board of managers shall choose from among its members a chairman, and may choose from among its members a vice-chairman. It may also choose a secretary, who need not be a manager, and who shall be responsible for keeping the minutes of the meetings of the board of managers and of the shareholders.

The board of managers shall meet upon call by the chairman, or two managers, in principle at the Company's registered office, otherwise at the place indicated in the notice of meeting.

The chairman shall preside at all meeting of shareholders and of the board of managers, but in his absence, the shareholders or the board of managers may appoint another manager as chairman pro tempore by vote of the majority present at any such meeting.

Any manager may act at any meeting of the board of managers by appointing in writing or by electronic mail (without electronic signature) or facsimile another manager as his proxy to the extent that at least two (2) managers shall be present at such meeting. A manager may represent one or more of his colleagues.

Any manager may participate in any meeting of the board of managers by conference-call, video-conference or by other similar means of communication allowing all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting

The board of managers can deliberate or act validly only if at least a majority of the managers is and at least one (1) Class A manager and one (1) Class B manager are present or represented at a meeting of the board of managers. Decisions shall be taken by a majority of votes of the managers present or represented at such meeting.

The board of managers may, unanimously, pass resolutions by circular means when expressing its approval in writing, by electronic mail or facsimile, or any other similar means of communication, to be confirmed in writing. The entirety will form the minutes giving evidence of the passing of the resolution.

12.2 Save as otherwise provided by the Law, any manager who has, directly or indirectly, an interest in a transaction submitted to the approval of the board of managers which conflicts with the Company's interest, must inform the board of managers of such conflict of interest and must have his declaration recorded in the minutes of the board meeting. The relevant manager may not take part in the discussions on and may not vote on the relevant transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to taking any resolution on any other item.

12.3. The board of managers may, unanimously, pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. The manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

Art. 13. Minutes of the meeting of the board of managers; Minutes of the decisions of the sole manager.

13.1 The minutes of any meeting of the board of managers shall be signed by the chairman, if any, or, in his absence, by the chairman pro tempore. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by any manager.

13.2 The decisions of the sole manager shall be recorded in minutes which shall be signed by the sole manager. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the sole manager.

Art. 14. Dealing with third parties. The Company will be bound in all circumstances by the signature of the sole manager or, if there is more than one, by the joint signatures of one (1) Class A Manager and one (1) Class B Manager or the sole signature of any person to whom such signatory power shall be delegated by the sole manager / board of managers. The sole manager or the board of managers may grant special powers by authentic power of attorney or power of attorney by private instrument.

D. Decisions of the shareholders

Art. 15. Collective decisions of the shareholders. Each shareholder may participate in collective decisions irrespective of the number of shares which he owns. Each shareholder is entitled to as many votes as he holds or represents shares.

Art. 16. Powers of the general meeting of shareholders; Written shareholders' resolutions.

16.1 In case the Company has more than twenty-five (25) shareholders on such date, an annual general meeting of shareholders shall be held in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the convening notice of meeting, on June 15 at 12 noon. If such day is a legal holiday, the annual general meeting shall be held on the next following business day. Other meetings of shareholders may be held at such place and time as may be specified in the respective convening notices of meeting.

16.2 The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association. Save a higher majority as provided herein, collective decisions of the Company's shareholders are only validly taken in so far as they are adopted by shareholders owning more than half of the share capital.

16.3 In case and as long as the Company has not more than twenty-five (25), collective decisions otherwise conferred on the general meeting of shareholders may be validly taken by means of written resolutions. In such case, each shareholder shall receive the text of the resolutions or decisions to be taken expressly worded and shall cast his vote in writing. Such written resolutions are only validly taken in accordance with the Law in so far as such written resolution is approved by shareholders owning more than half of the share capital.

Art. 17. Change of nationality. The shareholders may not change the nationality of the Company otherwise than by unanimous consent.

Art. 18. Amendments of the articles of association. Any amendment of the articles of association requires the approval of (i) a majority of shareholders (ii) representing three quarters of the share capital at least.

Art. 19. Powers of the sole shareholder. In the case of a sole shareholder, such shareholder exercises the powers granted to the general meeting of shareholders under the provisions of section XII of the Law. In such case, any reference made herein to the "general meeting of shareholders" shall be construed as a reference to the sole shareholder, depending on the context and as applicable, and powers conferred upon the general meeting of shareholders shall be exercised by the sole shareholder.

E. Financial year - Annual accounts - Allocation of profits - Interim dividends

Art. 20. Financial year. The financial year of the Company shall begin on first January of each year and shall end on thirty-first December of the same year.

Art. 21. Annual accounts and Allocation of profits.

21.1 At the end of each financial year, the accounts are closed and the board of managers draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

21.2. Five per cent (5%) of the net profit are set aside for the establishment of a statutory reserve, until such reserve amounts to ten per cent (10%) of the share capital. The balance may be freely used by the shareholder(s).

Distributions by way of (i) dividends, (ii) redemption of shares, (iii) reduction of capital and (iv) liquidation shall be subject to article 72-1 of the law of 10 August 1915 regarding commercial companies. In case the amounts available for distribution are insufficient to satisfy all distributions under the issued shares according to the provisions above, the distributions shall be reduced pro rata. Any income, costs or expenses shall be allocated to all shares proportionally to the percentage of share capital represented by the relevant shares and shall increase or reduce the proceeds available for distribution to the relevant shares.

Subject to the conditions fixed by law and in compliance with the foregoing provisions, the manager(s) may pay out an advance payment on dividends to the shareholders. The manager(s) fix the amount and the date of payment of any such advance payment.

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

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

21.5 Upon recommendation of the board of managers, the general meeting of shareholders shall determine how the remainder of the Company's annual net profits shall be used in accordance with the Law and these articles of association.

21.6 Unless otherwise provided in these articles of association, each share is entitled to the same fraction of such balance.

Art. 22. Interim dividends - Share premium.

22.1 The board of managers may decide to pay interim dividends on the basis of interim financial statements prepared by the board of managers showing that sufficient funds are available for distribution. The amount to be distributed may not exceed realized profits since the end of the last financial year, increased by profits carried forward and distributable reserves, but decreased by losses carried forward and sums to be allocated to an reserve which the law or these articles of association do not allow to be distributed.

22.2 Any share premium or other distributable reserve may be freely distributed to the shareholders subject to the foregoing provisions.

F. Supervision of the company

Art. 23. Auditor(s).

23.1 In case and as long as the Company has more than twenty-five (25) shareholders, the operations of the Company shall be supervised by one or several statutory auditors (commissaire(s)). The general meeting of shareholders shall appoint the statutory auditor(s) and shall determine their term of office.

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

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

23.4 If the shareholders of the Company appoint one or more independent auditor'(s) (réviseur(s) d'entreprises agréé (s)) in accordance with article 69 of the law of 19 December 2002 regarding the trade and companies' register and the accounting and annual accounts of undertakings, the institution of statutory auditor(s) is suppressed.

23.5. Any independent auditor may only be removed with cause or with its approval by the general meeting of shareholders.

G. Liquidation

Art. 24. Liquidation.

24.1 In the event of a dissolution of the Company, the Company shall be liquidated by one or more liquidators, which do not need to be shareholders, and which are appointed by the general meeting of shareholders which will determine their powers and fees. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed to the holders of shares of a Class of Shares in accordance with the principles laid out in Article 21.2. above.

24.2 Unless otherwise provided in these articles of association, the surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the number of shares of the Company held by them.

H. Final clause - Governing law

Art. 25. Governing Law. All matters not governed by these articles of association shall be determined in accordance with the Law.

Transitional provisions

1. The first financial year shall begin on the date of incorporation of the Company and terminate on the 31 December of the year 2012.

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

Subscription and Payment

The twelve thousand five hundred (12,500) issued shares have been subscribed as follows:

(1) Summit Partners Private Equity Fund VII-A, L.P., prenamed, subscribed for:

- two thousand five hundred (2,500) shares having a nominal value of one euro (EUR 1.-), each;

(2) Summit Partners Private Equity Fund VII-B, L.P., prenamed, subscribed for:

- two thousand five hundred (2,500) shares having a nominal value of one euro (EUR 1.-), each;

(3) Summit Partners Europe Private Equity Fund, L.P., prenamed, subscribed for:

- two thousand five hundred (2,500) shares having a nominal value of one euro (EUR 1.-), each;

(4) Summit Investors I, LLC, prenamed, subscribed for:

- two thousand five hundred (2,500) shares having a nominal value of one euro (EUR 1.-), each; and

(5) Summit Investors I (UK), L.P., prenamed, subscribed for:

- two thousand five hundred (2,500) shares having a nominal value of one euro (EUR 1.-), each.

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

The total contribution in the amount of twelve thousand five hundred euro (EUR 12,500) is entirely allocated to the share capital.

Proof of the existence and the value of the above contribution have been produced to the undersigned notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever incurred by the Company or which shall be borne by the Company in connection with its incorporation are estimated at approximately EUR 1,200.-.

Resolutions of the shareholders

The incorporating shareholders, representing the entire share capital of the Company and considering themselves as duly convened, have thereupon passed the following resolutions:

1. The address of the registered office of the Company is set at 5, rue du Plébiscite, L-2341 Luxembourg;

2. The following persons are appointed as managers of the Company for an unlimited term:

- Scott C. Collins, born on 26 June 1965 in Michigan (USA), residing professionally at Queensberry House, 3 rd floor, 3, Old Burlington Street, London W1S 3AE, UK (Class A Manager);

- Mr. Frédéric Gardeur, Manager, born on 11 July 1972 in Messancy (Belgium), residing professionally at L-2086 Luxembourg, 412F, route d'Esch (Class B Manager);

- Mr. Alessandro Maiocchi, born on 1 October 1974 in Venice (Italy), residing professionally at L-2086 Luxembourg, 412F, route d'Esch (Class B Manager).

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

The undersigned notary who understands and speaks English, states herewith that on request of the appearing parties, this deed is worded in English followed by a German translation; at the request of the same appearing parties and in case of divergence between the English and the German text, the English version shall prevail.

The document having been read to the proxyholder of the appearing parties, known to the notary by name, first name and residence, the said proxyholder of the appearing parties signed together with the notary this deed.

Es folgt die deutsche Übersetzung des vorangehenden Textes:

Im Jahre zweitausendundzwölf, den fünfundzwanzigsten Mai.

Vor uns, Maître Henri Hellinckx, Notar mit Amtssitz in Luxemburg, Großherzogtum Luxemburg,

SIND ERSCHIENEN:

(1) Summit Partners Private Equity Fund VII-A, L.P., eine limited partnership nach dem Recht von Delaware, USA, mit eingetragener Geschäftsanschrift in 1209 Orange Street, Wilmington, Delaware 19801, USA, eingetragen im Secretary of State of the State of Delaware unter der Nummer 3950982, vertreten durch ihren Komplementär Summit Partners PE VII, L.P., ihrerseits vertreten durch ihren Komplementär Summit Partners PE VII, LLC,

hier rechtmäßig vertreten durch Frau Johanna Wittek, Rechtsanwältin, mit Berufsanschrift in Luxemburg, gemäß privatschriftlicher Vollmacht, ausgestellt am 24. Mai 2012 in Boston.

(2) Summit Partners Private Equity Fund VII-B, L.P., eine limited partnership nach dem Recht von Delaware, USA, mit eingetragener Geschäftsanschrift in 1209 Orange Street, Wilmington, Delaware 19801, USA, eingetragen im Secretary of State of the State of Delaware unter der Nummer 3950983, vertreten durch ihren Komplementär Summit Partners PE VII, L.P, ihrerseits vertreten durch ihren Komplementär Summit Partners PE VII, LLC,

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(3) Summit Partners Europe Private Equity Fund, L.P., eine limited partnership nach dem Recht der Cayman Islands, mit eingetragener Geschäftsanschrift in PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, eingetragen im Registrar of Exempted Limited Partnerships in the Cayman Islands unter der Nummer MC-23307, vertreten durch ihren Komplementär Summit Partners Europe, L.P., ihrerseits vertreten durch ihren Komplementär Summit Partners Europe, Ltd.,

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(4) Summit Investors I, LLC, eine limited liability company nach dem Recht von Delaware, USA, mit eingetragener Geschäftsanschrift in 1209 Orange Street, Wilmington, Delaware 19801, USA, eingetragen im Secretary of State of the State of Delaware unter der Nummer 4524876, vertreten durch ihren Geschäftsführer Summit Investors Management, LLC, ihrerseits vertreten durch ihren Geschäftsführer Summit Partners, L.P, ihrerseits vertreten durch ihren Komplementär Summit Master Company, LLC,

hier rechtmäßig vertreten durch Frau Johanna Wittek, Rechtsanwältin, mit Berufsanschrift in Luxemburg, gemäß privatschriftlicher Vollmacht, ausgestellt am 24. Mai 2012 in Boston.

(5) Summit Investors I (UK), L.P., eine limited partnerhip, nach dem Recht der Cayman Islands mit eingetragener Geschäftsanschrift in PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, eingetragen im Registrar of Exempted Limited Partnerships in the Cayman Islands unter der Nummer MC25163, vertreten durch ihren Komplementär Summit Investors Management, LLC, ihrerseits vertreten durch ihren Geschäftsführer Summit Partners, L.P., ihrerseits vertreten durch ihren Komplementär Summit Master Company, LLC;

hier rechtmäßig vertreten durch Frau Johanna Wittek, Rechtsanwältin, mit Berufsanschrift in Luxemburg, gemäß privatschriftlicher Vollmacht, ausgestellt am 24. Mai 2012 in Boston.

Die besagten Vollmachten, vom Bevollmächtigten der erschienenen Parteien und dem Notar ne varietur unterzeichnet, bleiben dieser Urkunde angehängt und werden zusammen mit der Urkunde bei den Eintragungsbehörden hinterlegt.

Die erschienenen Parteien, von Summit beratene Technologie-Fonds, beabsichtigen zusammen Langzeitinvestitionen im Internetmarkt zu tätigen, insbesondere in die Deutschen Gesellschaften Jade 1290. GmbH (Handelsregister des Amtsgerichts Charlottenburg, Deutschland, unter der Nummer HRB 136693 B), Bigfoot GmbH (Handelsregister des Amtsgerichts Charlottenburg, Deutschland, unter der Nummer HRB 127304 B), Brilliant 1447. GmbH (Handelsregister des Amtsgerichts Charlottenburg, Deutschland, unter der Nummer HRB 140620 B), TIN Brillant Services GmbH (Handelsregister des Amtsgerichts Charlottenburg, Deutschland, unter der Nummer HRB 140936 B) (zusammen die „Holdinggesellschaften“). Jede der Holdinggesellschaften hat ein gesondertes Unternehmenskonzept mit dem Schwerpunkt, das Wachstum in den kommenden Jahren zu fördern. Die erschienenen Parteien beabsichtigen, diese Unternehmen fortlaufend zu fördern und in sie zu investieren.

Die erschienenen Parteien haben beschlossen, die Gesellschaft als Gemeinschaftsunternehmen und als gemeinsame Investitionsgesellschaft in Form einer Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) zu gründen. Die Gesellschaft wird die Beteiligung in den Holdinggesellschaften in ihrem Anlagevermögen buchen, da sie nicht die Absicht hat, kurzfristige Gewinne aus den Beteiligungen in den Holdinggesellschaften zu realisieren und rechnet mit einer Anlagedauer von mehr als ein Jahr.

Die erschienenen Parteien beabsichtigen die Gesellschaft im Wesentlichen mit Eigenkapital zu finanzieren, das von den erschienenen Parteien bereitgestellt wird und das aus Gesellschaftskapital und aus Preferred Equity Certificates (PECs) besteht. Es ist schlussendlich beabsichtigt, das anfängliche Gesellschaftskapital auf einen Betrag von EUR 1,5 Millionen zu erhöhen.

Die Gesellschaft soll in Zukunft als Beteiligungsgesellschaft aus Luxemburg mit lokaler Geschäftsführung operieren. Scott Collins, ansässig in Queensburry House, 3rd Floor, 3 Old Burlington Street, London, soll als zusätzlicher Geschäftsführer handeln. Die Hauptentscheidungen sollen in Luxemburg in Sitzungen der Geschäftsführer, die in Luxemburg gehalten werden, getroffen werden.

Unter Berücksichtigung des Voranstehenden, haben die erschienenen Parteien den Notar daher ersucht, die Gründung einer Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) urkundlich festzustellen, welche sie mit der folgenden Satzung gründen:

A. Name - Zweck - Dauer - Sitz

Art. 1. Firmenname. Nunmehr besteht eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) unter dem Firmennamen Summit Partners RKT S.à r.l. (die “Gesellschaft”) nach Maßgabe der Bestimmungen des Gesetzes vom 10. August 1915 über Handelsgesellschaften in seiner aktuellen Fassung (das „Gesetz von 1915“) und dieser Satzung.

Art. 2. Zweck.

2.1 Gesellschaftszweck ist das Halten von Beteiligungen jeglicher Art an in-und ausländischen Gesellschaften und sonstigen Vermögensanlagen in jeder Form; der Erwerb von Wertpapieren jeder Art durch Kauf, Zeichnung oder auf andere Weise, sowie deren Übertragung durch Verkauf, Tausch oder in anderer Form und die Verwaltung, Kontrolle und Entwicklung ihrer Beteiligungen im Hinblick auf deren Verwertung durch Verkauf, ein öffentliches Angebot, Tausch oder auf sonstige Art.

2.2 Die Gesellschaft kann weiter für Gesellschaften, in welchen sie eine direkte oder indirekte Beteiligung oder Recht jeglicher Art hält oder welche der gleichen Unternehmensgruppe wie sie selbst angehören, Garantien geben, Sicherheiten einräumen, Kredite gewähren oder sie auf andere Weise unterstützen.

2.3 Die Gesellschaft kann, außer im Wege eines öffentlichen Angebotes, Finanzmittel beschaffen, insbesondere Aufnahme von Darlehen oder Ausgabe aller Arten von Anleihen, Wertpapieren und Schuldtiteln, Schuldverschreibungen, Obligationen und generell jede Form von Schuldscheinen.

2.4 Die Gesellschaft kann ebenfalls als Gesellschafter mit unbeschränkter oder beschränkter Haftung für Schulden oder Verpflichtungen von luxemburgischen oder ausländischen Unternehmen handeln.

2.5 Die Gesellschaft kann alle Tätigkeiten kaufmännischer, gewerblicher, industrieller und finanzieller Natur sowie im Zusammenhang mit gewerblichem Rechtsschutz oder Grundbesitz vornehmen, die ihr zur Erreichung dieser Zwecke förderlich erscheinen.

Art. 3. Dauer.

3.1 Die Gesellschaft wird für eine unbegrenzte Dauer gegründet.

3.2 Sie kann jederzeit und ohne Begründung durch einen Beschluss der Gesellschafterversammlung aufgelöst werden, welcher in der für eine Satzungsänderung erforderlichen Form gefasst wird.

Art. 4. Sitz.

4.1 Der Sitz der Gesellschaft ist in der Stadt Luxemburg, Großherzogtum Luxemburg.

4.2 Innerhalb derselben Gemeinde kann der Gesellschaftssitz durch einen Beschluss des Geschäftsführungsrates verlegt werden. Er kann durch Beschluss der Gesellschafterversammlung, welcher in der für eine Satzungsänderung erforderlichen Form gefasst wird, in jede andere Gemeinde des Großherzogtums Luxemburg verlegt werden.

4.3 Zweigniederlassungen oder andere Geschäftsstellen können durch Beschluss des Geschäftsführungsrates im Großherzogtum Luxemburg oder im Ausland Geschäftsführungsrat errichtet werden.

4.4 Sollte der Geschäftsführungsrat entscheiden, dass außergewöhnliche politische, wirtschaftliche oder soziale Entwicklungen aufgetreten sind oder unmittelbar bevorstehen, die die gewöhnlichen Aktivitäten der Gesellschaft an ihrem Gesellschaftssitz beeinträchtigen können, so kann der Gesellschaftssitz bis zur endgültigen Beendigung dieser außergewöhnlichen Umstände vorübergehend ins Ausland verlegt werden; solche vorübergehenden Maßnahmen haben keine Auswirkungen auf die Nationalität der Gesellschaft, die trotz vorübergehender Verlegung des Gesellschaftssitzes eine luxemburgische Gesellschaft bleibt.

B. Gesellschaftskapital - Anteile

Art. 5. Gesellschaftskapital.

5.1 Das Gesellschaftskapital der Gesellschaft beträgt zwölftausendfünfhundert Euro (EUR 12.500,-), aufgeteilt in zwölftausendfünfhundert (12.500) Anteile mit einem Nominalwert von jeweils einem Euro (EUR 1.-).

Jedem Anteil steht eine Stimme in ordentlichen und außerordentlichen Hauptversammlungen zu.

5.2 Das Gesellschaftskapital kann jederzeit durch Genehmigung der Gesellschafter abgeändert werden durch die Mehrheit der Gesellschafter, die mindestens drei Viertel des Gesellschaftskapitals vertreten.

5.3 Die Gesellschaft kann ihre eigenen Anteile zurückkaufen.

Art. 6. Anteile.

6.1 Das Gesellschaftskapital der Gesellschaft ist in Anteile mit gleichem Nominalwert aufgeteilt.

6.2 Die Anteile der Gesellschaft sind Namensanteile.

6.3 Die Gesellschaft kann einen oder mehrere Gesellschafter haben, wobei deren Anzahl vierzig (40) nicht überschreiten darf.

6.4 Die Gesellschaft wird weder durch Tod, die Geschäftsunfähigkeit, die Auflösung, den Konkurs, die Insolvenz oder ein anderes, ähnliches, einen Gesellschafter betreffendes Ereignis, aufgelöst.

Art. 7. Anteilsregister und Übertragung von Anteilen.

7.1 Am Sitz der Gesellschaft wird ein Anteilsregister geführt, das von jedem Gesellschafter eingesehen werden kann. Dieses Anteilsregister enthält alle vom Gesetz von 1915 vorgeschriebenen Informationen. Auf Ersuchen und auf Kosten des betreffenden Gesellschafters kann die Gesellschaft Zertifikate über die Eintragung ausgeben.

7.2 Die Gesellschaft erkennt lediglich einen Inhaber pro Anteil an. Sofern ein Anteil von mehreren Personen gehalten wird, müssen diese eine einzelne Person benennen, welche sie im Verhältnis zur Gesellschaft vertritt. Die Gesellschaft ist berechtigt, die Ausübung aller Rechte im Zusammenhang mit einem von mehreren Personen gehaltenen Anteil auszusetzen, bis eine Person als Vertreter der Inhaber gegenüber der Gesellschaft bezeichnet worden ist.

7.3 Die Anteile sind zwischen den Gesellschaftern frei übertragbar.

7.4 Die Anteile dürfen inter vivos neuen Gesellschaftern nur mit der Zustimmung von Gesellschaftern in einer Gesellschafterversammlung, die mindestens drei Viertel des Gesellschaftskapitals repräsentieren, übertragen werden.

7.5 Jede Übertragung von Anteilen wird gegenüber der Gesellschaft und Dritten wirksam, nachdem die Gesellschaft von der Übertragung gemäß Artikel 1690 des Code Civil in Kenntnis gesetzt wurde oder der Übertragung zugestimmt hat.

7.6 Im Todesfall dürfen die Anteile des verstorbenen Gesellschafters nur mit Zustimmung von Gesellschaftern, die mindestens drei Viertel der den Überlebenden gehörenden Rechte vertreten, an neue Gesellschafter übertragen werden. Ein derartiger Beschluss ist jedoch nicht erforderlich, wenn die Anteile an Eltern, Nachkommen oder den/die überlebende/n Ehepartner/in oder jedem anderem gesetzlichen Erben des verstorbenen Gesellschafters übertragen werden.

C. Geschäftsführung

Art. 8. Zusammensetzung und Befugnisse des Geschäftsführungsrates

8.1 Die Geschäftsführung obliegt einem oder mehreren Geschäftsführern, welche nicht unbedingt Gesellschafter sein müssen. Die Geschäftsführer werden durch die Gesellschafter bestellt, welche die Dauer ihres Mandates bestimmen. Ein Geschäftsführer kann jederzeit und ohne Angabe von Gründen von den Gesellschaftern widerrufen werden.

Im Falle von mehreren Geschäftsführern wird die Gesellschaft durch den Geschäftsführerrat verwaltet. Der Geschäftsführungsrat setzt sich aus mindestens einem (1) Geschäftsführer der Klasse A und einem (1) Geschäftsführer der Klasse B zusammen.

8.2 Der Geschäftsführungsrat verfügt über die weitestgehenden Befugnisse im Namen der Gesellschaft zu handeln und alle Handlungen vorzunehmen, die zur Erfüllung des Gesellschaftszwecks notwendig oder nützlich sind, mit Ausnahme der durch das Gesetz von 1915 oder durch diese Satzung der Gesellschafterversammlung vorbehaltenen Handlungen.

Art. 9. Wahl, Abberufung und Amtszeit von Geschäftsführern.

9.1 Der bzw. die Geschäftsführer werden durch die Gesellschafterversammlung gewählt, welche ihre Bezüge und Amtszeit festlegt.

9.2 Geschäftsführer können jederzeit ohne Angabe von Gründen durch einen Beschluss von Gesellschaftern, die mehr als die Hälfte des Gesellschaftskapitals vertreten, abberufen werden.

Art. 10. Vakanz einer Geschäftsführerstelle.

10.1 Scheidet ein Geschäftsführer durch Tod, Geschäftsunfähigkeit, Konkurs, Rücktritt oder aus einem anderem Grund aus seinem Amt, so kann die unbesetzte Stelle durch die übrigen Geschäftsführer vorübergehend für einen die ursprüngliche Amtszeit nicht überschreitenden Zeitraum, kommissarisch bis zur nächsten Gesellschafterversammlung besetzt werden, in welcher diese im Einklang mit den anwendbaren gesetzlichen Vorschriften über die endgültige Neubesetzung entscheidet.

10.2 Für den Fall, dass der Einzelgeschäftsführer aus seinem Amt ausscheidet, muss die frei gewordene Stelle unverzüglich durch die Gesellschafterversammlung neu besetzt werden.

Art. 11. Einladung zu Sitzung des Geschäftsführungsrats.

11.1 Der Geschäftsführungsrat versammelt sich auf Einberufung durch seinen Vorsitzenden oder durch eines seiner Mitglieder an dem in der Ladung angegebenen Ort. Die Geschäftsführungsratssitzungen finden, soweit in der Ladung nichts anderes bestimmt ist, am Sitz der Gesellschaft statt.

11.2 Die Geschäftsführer werden mindestens vierundzwanzig (24) Stunden vor dem für die Sitzung anberaumten Datum zu jeder Sitzung des Geschäftsführungsrats schriftlich geladen, außer in dringenden Fällen, wobei die Gründe der Dringlichkeit in der Ladung zu bezeichnen sind. Eine solche Ladung ist nicht notwendig, falls alle Geschäftsführer per Post, Faxschreiben, E-Mail oder mittels eines vergleichbaren Kommunikationsmittels, ihre Zustimmung abgegeben haben, wobei eine Kopie des unterzeichneten schriftlichen Einverständnisses ein hinreichender Nachweis ist. Auch ist eine Ladung zu Sitzungen des Geschäftsführungsrats dann nicht erforderlich, wenn Zeit und Ort in einem vorausgehenden Beschluss des Geschäftsführungsrats bestimmt worden sind.

11.3 Eine Ladung ist nicht erforderlich, wenn alle Geschäftsführer anwesend oder vertreten sind und diese alle Ladungsvoraussetzungen abbedungen haben, oder im Falle von schriftlichen und von allen Mitgliedern des Geschäftsführungsrats unterzeichneten Umlaufbeschlüssen.

Art. 12. Durchführung von Geschäftsführungsratssitzungen.

12.1 Im Fall von mehreren Geschäftsführern kann der Rat der Geschäftsführer aus dem Kreis seiner Mitglieder einen Vorsitzenden und einen stellvertretenden Vorsitzenden auswählen. Er kann außerdem einen Sekretär bestimmen, welcher kein Geschäftsführer sein muss und welcher für die Protokollierung der Sitzungen der Geschäftsführung und der Hauptversammlung verantwortlich ist. Der Rat der Geschäftsführer wird durch den Vorsitzenden oder durch zwei seiner Mitglieder grundsätzlich am Sitz der Gesellschaft, anderenfalls an dem im Einladungsschreiben genannten Ort einberufen.

Der Vorsitzende nimmt den Vorsitz bei allen Sitzungen der Geschäftsführung und der Hauptversammlung wahr, jedoch kann in seiner Abwesenheit der Rat der Geschäftsführer oder die Gesellschafter per Mehrheitsbeschluss der Anwesenden einen anderen Geschäftsführer zum Vorsitzenden pro tempore ernennen.

Jeder Geschäftsführer kann sich in den Sitzungen des Rates der Geschäftsführer durch einen anderen Geschäftsführer mittels einer schriftlich, per E-mail (ohne elektronische Unterschrift), per Fax oder durch ein vergleichbares Kommunikationsmittel erteilten Vollmacht vertreten lassen vorausgesetzt, dass in diesem Fall mindestens zwei (2) Geschäftsführer bei der Sitzung des Rates anwesend sind. Ein Geschäftsführer kann mehrere andere Geschäftsführer vertreten.

Jeder Geschäftsführer kann an der Sitzung durch Telefon-oder Videokonferenzschaltung oder durch ein vergleichbares Kommunikationsmittel teilnehmen, das den an der Sitzung teilnehmenden Personen die Verständigung untereinander erlaubt. Eine derartige Teilnahme an einer Sitzung entspricht der persönlichen Teilnahme an dieser Sitzung.

Der Rat der Geschäftsführer ist nur beschlussfähig, wenn zumindest die Mehrheit der Geschäftsführer davon mindestens ein (1) Geschäftsführer der Klasse A und mindestens ein (1) Geschäftsführer der Klasse B bei einer Sitzung anwesend oder vertreten ist.

Beschlüsse der Geschäftsführung werden mit einfacher Stimmenmehrheit auf der jeweiligen Sitzung anwesenden oder vertretenen Geschäftsführer gefasst.

Einstimmige Beschlüsse der Geschäftsführung können auch in Form von Umlaufbeschlüssen gefasst werden, wenn die Zustimmung schriftlich, per E-Mail oder Fax, oder durch ein vergleichbares Kommunikationsmittel abgegeben wird. Diese werden schriftlich bestätigt, so dass die Gesamtheit der Unterlagen das Protokoll bildet, das dem Nachweis der Beschlussfassung dient.

12.2 Unbeschadet etwaiger gesetzlicher Vorschriften muss jedes Mitglied des Geschäftsführungsrats, das an einer Transaktion, die dem Geschäftsführungsrat zur Entscheidung vorliegt, ein direktes oder indirektes ein Interesse hat, welches dem Interesse der Gesellschaft entgegensteht, den Geschäftsführungsrat über diesen Interessenkonflikt informieren, und diese Erklärung muss ins Protokoll der betreffenden Sitzung aufgenommen werden. Das betreffende Mitglied des Geschäftsführungsrats kann weder an der Beratung über die in Frage stehende Transaktion teilnehmen, noch darüber abstimmen. Die nächste Gesellschafterversammlung muss über einen solchen Interessenskonflikt vor der Beschlussfassung über andere Tagesordnungspunkte informiert werden.

12.3 Der Geschäftsführungsrat kann einstimmig Beschlüsse im Umlaufverfahren mittels schriftlicher Zustimmung per Faxschreiben, per E-Mail oder durch ein vergleichbares Kommunikationsmittel fassen. Die Geschäftsführer können ihre Zustimmung getrennt erteilen, wobei die Gesamtheit aller schriftlichen Zustimmungen die Annahme des betreffenden Beschlusses nachweist. Das Datum der letzten Unterschrift gilt als das Datum eines so gefassten Beschlusses.

Art. 13. Protokoll von Sitzungen des Geschäftsführungsrats - Protokoll der Entscheidungen des Einzelgeschäftsführers.

13.1 Das Protokoll einer Sitzung des Geschäftsführungsrats wird vom Vorsitzenden des Geschäftsführungsrates oder, im Falle seiner Abwesenheit, von dem Vorsitzenden pro tempore unterzeichnet. Jede Kopie und jeder Auszug solcher Protokolle, die in einem Gerichtsverfahren oder auf sonstige Weise vorgezeigt werden müssen, müssen vom Vorsitzenden des Geschäftsführungsrates, unterzeichnet werden.

13.2 Die Entscheidungen des Einzelgeschäftsführers müssen in ein Protokoll aufgenommen werden, welches von dem Einzelgeschäftsführer unterzeichnet werden muss. Jede Kopie und jeder Auszug solcher Protokolle, die in einem Gerichtsverfahren oder aus sonstigen Gründen benötigt werden, müssen vom Einzelgeschäftsführer unterzeichnet werden.

Art. 14. Geschäfte mit Dritten. Die Gesellschaft wird jederzeit durch die Einzelunterschrift des alleinigen Geschäftsführers oder, im Falle von mehreren Geschäftsführern, durch die gemeinsame Unterschrift eines (1) Geschäftsführers der Klasse A und eines (1) Geschäftsführers der Klasse B oder durch die Einzelunterschrift einer durch den Geschäftsführer/Geschäftsführerrat bevollmächtigten Person verpflichtet. Sondervollmachten oder begrenzte Vollmachten können unter privatschriftlichem oder notariell beglaubigtem Dokument vom alleinigen Geschäftsführer oder von Geschäftsführerrat an eine oder mehrere Personen ausgestellt werden.

D. Entscheidungen der Gesellschafter

Art. 15. Kollektive Entscheidungen der Gesellschafter. Jeder Gesellschafter kann unabhängig von der Anzahl der von ihm gehaltenen Anteile an gemeinschaftlichen Entscheidungen teilnehmen. Jeder Gesellschafter hat so viele Stimmen, wie er Gesellschaftsanteile hält oder vertritt.

Art. 16. Befugnisse der Gesellschafterversammlung; Schriftliche Gesellschafterbeschlüsse.

16.1 Falls und solange die Gesellschaft mehr als fünfundzwanzig (25) Gesellschafter hat, muss eine jährliche Hauptversammlung in Luxemburg am eingetragenem Sitz der Gesellschaft, oder an jedem anderen in der Ladung bezeichneten Ort in Luxemburg, am 15. Juni um 12 Uhr stattfinden. Falls der Tag der Hauptversammlung ein gesetzlicher Feiertag ist, wird sie auf nächsten Werktag verschoben. Andere Gesellschafterversammlungen finden an demjenigen Ort und zu demjenigen Zeitpunkt statt, der in der Ladung festgelegt worden ist.

16.2 Die Gesellschafterversammlung verfügt über die vom Gesetz und von dieser Satzung vorgesehene Befugnisse. Außer im Fall von durch diese Satzung vorgesehenen strengeren Mehrheitserfordernissen sind Gesellschafterbeschlüsse nur dann wirksam gefasst, wenn eine Anzahl von Gesellschaftern zustimmt, die gemeinsam mehr als die Hälfte des Gesellschaftskapitals hält.

16.3 Falls und solange die Gesellschaft nicht mehr als fünfundzwanzig (25) Gesellschafter hat, können gemeinschaftliche Entscheidungen, die an sich der Gesellschafterversammlung gemäß den Bestimmungen von Artikel 16.2 vorbehalten sind, wirksam im Wege eines Umlaufbeschlusses getroffen werden. Diese gemeinschaftlichen Entscheidungen sind nur dann im Sinne des Gesetzes wirksam getroffen, wenn der betreffende Umlaufbeschluss von Gesellschaftern unterzeichnet wird, die gemeinsam mehr als die Hälfte des Gesellschaftskapitals halten.

Art. 17. Änderung der Nationalität. Die Nationalität der Gesellschaft kann nur durch einstimmigen Beschluss der Gesellschafter geändert werden.

Art. 18. Änderung der Satzung. Vorbehaltlich anderer Regelungen in dieser Satzung erfordert die Änderung der Satzung einen Beschluss (i) der Mehrheit der Gesellschafter und (ii) einer Mehrheit von mindestens Dreiviertel des gehaltenen Gesellschaftskapitals.

Art. 19. Befugnisse des Einzelgesellschafters. Für den Fall, dass ein Einzelgesellschafter die Gesellschaft hält, übt dieser die Befugnisse der Gesellschafterversammlung gemäß Abschnitt XII des Gesetzes vom 10. August 1915. aus. Für diesen Fall ist jeder Hinweis auf die „Gesellschafterversammlung" je nach Zusammenhang und soweit anwendbar, als Verweis auf den Einzelgesellschafter zu verstehen, und die Befugnisse, die an sich der Gesellschafterversammlung zustehen, stehen in diesem Fall dem Einzelgesellschafter zu.

F. Geschäftsjahr - Gewinne - Zwischendividenden

Art. 20. Geschäftsjahr. Das Geschäftsjahr der Gesellschaft beginnt am ersten Januar eines jeden Jahres und endet am einunddreißigsten Dezember desselben Jahres.

Art. 21. Jahresabschluss und Gewinne.

21.1 Am Ende jeden Geschäftsjahres werden die Bücher geschlossen und der Geschäftsführungsrat erstellt im Einklang mit den gesetzlichen Bedingungen ein Inventar der Aktiva und Passiva, eine Bilanz und eine Gewinn-und Verlustrechnung.

21.2 Vom jährlichen Nettogewinn der Gesellschaft werden mindestens fünf Prozent (5%) der gesetzlichen Rücklage der Gesellschaft zugeführt. Diese Zuführung soll dann nicht mehr verpflichtend sein, sobald und solange die Gesamtsumme der Rücklage der Gesellschaft zehn Prozent (10%) des ausgegebenen Kapitals der Gesellschaft beträgt. Die Differenz kann von den Gesellschaftern frei genutzt werden.

Ausschüttungen im Wege von (i) Dividenden, (ii) Einziehung von Anteilen, (iii) Kapitalherabsetzung und (iv) Liquidation sollen Artikel 72-1 des Gesetzes vom 10. August 1915 Handelsgesellschaften betreffend unterliegen. Im dem Fall, dass die Beträge für die Ausschüttung nicht ausreichend sind, um alle Ausschüttungen unter den ausgegebenen Anteilen im Einklang mit den obigen Bestimmungen zu befriedigen, sollen die Ausschüttungen pro rata herabgesetzt werden. Jegliche Einkünfte, Kosten und Auslagen sollen allen Anteilen zugeordnet werden, proportional zum Prozentsatz des Gesellschaftskapitals, das durch die relevanten Anteile repräsentiert wird und soll die Einkünfte, die zur Ausschüttung in die relevante Anteile verfügbar sind, erhöhen oder herabsetzen. Gemäß den Bedingungen, die durch Gesetz festgelegt sind und in Übereinstimmung mit den vorgehenden Bestimmungen können die Geschäftsführer Abschlagszahlung auf die Dividenden an die Gesellschafter auszahlen. Die Geschäftsführer legen den Betrag und den Zahlungstermin für jede solche Abschlagszahlung fest.

21.3 Die durch einen Gesellschafter an die Gesellschaft erbrachten Einlagen können mit Zustimmung dieses Gesellschafters ebenfalls der gesetzlichen Rücklage zugeführt werden.

21.4 Im Falle einer Herabsetzung des Gesellschaftskapitals kann im Verhältnis dazu die gesetzliche Rücklage der Gesellschaft herabgesetzt werden, so dass sie stets zehn Prozent (10%) des Gesellschaftskapitals nicht übersteigt.

21.5 Auf Vorschlag des Geschäftsführungsrates bestimmt die Gesellschafterversammlung, wie der verbleibende Rest des Jahresnettogewinns der Gesellschaft nach den gesetzlichen Regelungen und den Regelungen dieser Satzung verwendet werden soll.

21.6 Soweit in dieser Satzung nichts anderes bestimmt wird, berechtigt jeder Anteil zur gleichen Teilhabe am Jahresnettogewinn.

Art. 22. Zwischendividenden - Ausgabeagio.

22.1 Der Geschäftsführungsrat kann Zwischendividenden zahlen auf Grundlage von durch den Geschäftsführungsrat vorzulegenden Zwischenabschlüssen, welche belegen, dass ausreichende Mittel für eine Zwischendividende zur Verfügung stehen. Der ausgegebene Betrag darf die seit Ende des vergangenen Geschäftsjahres angefallenen Gewinne, gegebenenfalls erhöht durch vorgetragene Gewinne und Rücklagen, beziehungsweise vermindert durch vorgetragene Verluste oder Beiträge, welche nach den Regelungen dieser Satzung und des Gesetzes einer Rücklage zugeführt werden müssen, nicht übersteigen.

22.2 Das Ausgabeagio und andere ausschüttbare Rücklagen können gemäß den Bestimmungen des Gesetzes von 1915 frei an die Aktionäre ausgeschüttet werden.

F. Aufsicht der Gesellschaft

Art. 23. Rechnungsprüfer.

23.1 Die Geschäfte der Gesellschaft werden durch einen oder mehrere satzungsmäßigen Rechnungsprüfer beaufsichtigt (commissaire(s)), vorausgesetzt, sie hat mehr als fünfundzwanzig (25) Gesellschafter. Die Gesellschafterversammlung ernennt die satzungsmäßigen Rechnungsprüfer und legt ihre Amtszeit fest.

23.2 Jeder satzungsmäßige Rechnungsprüfer kann jederzeit und ohne Grund von der Hauptversammlung der Gesellschafter abberufen werden.

23.3 Die satzungsmäßigen Rechnungsprüfer haben ein unbeschränktes Recht zur Aufsicht und Kontrolle bezüglich aller Geschäfte der Gesellschaft.

23.4 Wenn die Gesellschafterversammlung im Einklang mit den Bestimmungen des Artikels 69 des Gesetzes vom 19. Dezember 2002 betreffend das Handelsregister und die Buchhaltung und den Jahresabschluss von Unternehmen einen oder mehrere unabhängige Wirtschaftsprüfer (réviseurs d'entreprise agréé(s)) ernannt hat, ersetzen diese die satzungsmäßigen Rechnungsprüfer.

23.5 Ein unabhängiger Wirtschaftsprüfer darf nur aus berechtigtem Grund oder mit seiner Zustimmung durch die Hauptversammlung der Gesellschafter abberufen werden.

G. Liquidation

Art. 24. Liquidator

24.1 Im Falle der Auflösung der Gesellschaft wird die Liquidation durch einen oder mehrere Liquidator ausgeführt, die nicht Gesellschafter sein müssen, und die von der Hauptversammlung der Gesellschafter ernannt werden, die die Auflösung der Gesellschaft beschließt und die Befugnisse und Bezahlung der Liquidatoren bestimmt. Soweit nichts anderes bestimmt, haben die Liquidatoren die weitestgehenden Rechte für die Verwertung des Vermögens und Tilgung der Verbindlichkeiten der Gesellschaft.

Der Überschuss, der sich aus der Verwertung des Vermögens und der Tilgung der Verbindlichkeiten der Gesellschaft ergibt, soll an die Inhaber der Anteile in den Anteilsklassen in Übereinstimmung mit den Prinzipien aus Artikel 21.2 ausgeschüttet werden.

24.2 Soweit in dieser Satzung nicht anderes bestimmt ist, wird der sich nach Verwertung der Vermögenswerte und Tilgung der Verbindlichkeiten ergebende Überschuss an die Gesellschafter proportional zur Anzahl der von ihnen an der Gesellschaft gehaltenen Anteile verteilt.

H. Schlussbestimmungen - Anwendbares recht

Art. 25. Anwendbares Recht. Für alle in dieser Satzung nicht geregelten Angelegenheiten gelten die Regelungen des Gesetzes von 1915.

Übergangsbestimmungen

1. Das erste Geschäftsjahr der Gesellschaft beginnt am Tag der Gründung der Gesellschaft und endet am 31. Dezember des Jahres 2012.

2. Zwischendividenden können auch während des ersten Geschäftsjahres der Gesellschaft ausgeschüttet werden.

Zeichnung und Zahlung

Die zwölftausend fünfhundert (12.500) auszugebenden Anteile werden wie folgt gezeichnet:

(1) Summit Partners Private Equity Fund VII-A, L.P., vorbenannt, zeichnet für folgende Anteile:

- zweitausend fünfhundert (2,500) Anteile mit einem Nennwert von jeweils einem Euro (EUR 1,-);

(2) Summit Partners Private Equity Fund VII-B, L.P., vorbenannt, zeichnet für folgende Anteile:

- zweitausend fünfhundert (2,500) Anteile mit einem Nennwert von jeweils einem Euro (EUR 1,-);

(3) Summit Partners Europe Private Equity Fund, L.P., vorbenannt, zeichnet für folgende Anteile:

- zweitausend fünfhundert (2,500) Anteile mit einem Nennwert von jeweils einem Euro (EUR 1,-);

(4) Summit Investors I, LLC, vorbenannt, zeichnet für folgende Anteile:

- zweitausend fünfhundert (2,500) Anteile mit einem Nennwert von jeweils einem Euro (EUR 1,-); und

(5) Summit Investors I (UK), L.P., vorbenannt, zeichnet für folgende Anteile:

- zweitausend fünfhundert (2,500) Anteile mit einem Nennwert von jeweils einem Euro (EUR 1,-).

Die gezeichneten Anteile wurden vollständig in bar eingezahlt. Der Ausgabebetrag besteht aus zwölftausendfünfhundert Euro (EUR 12.500,-) die dem Gesellschaftskapital zukommen. Alle Anteile wurden voll in bar eingezahlt, so dass der Gesellschaft ein Betrag in Höhe von zwölftausendfünfhundert Euro (EUR 12.500,-) zur Verfügung steht, was dem unterzeichnenden Notar nachgewiesen wurde.

Auslagen

Die der Gesellschaft aufgrund oder im Zusammenhang mit ihrer Gründung entstandenen Kosten, Gebühren, Honorare und Auslagen werden auf EUR 1.200,- geschätzt.

Hauptversammlung der Gesellschafter

Die Gründer der Gesellschaft, welche das gesamte Gesellschaftskapital vertreten und die sich als ordnungsgemäß geladen erachten, haben daraufhin folgende Beschlüsse gefasst:

1. Die Anschrift des Gesellschaftssitzes ist in 5, rue du Plébiscite, L-2341 Luxemburg;

2. Die folgenden Personen werden auf unbestimmte Zeit als Geschäftsführer der Gesellschaft ernannt:

- Scott C. Collins, geboren am 26. Juni 1965 in Michigan, USA, geschäftsansässig in Queensberry House, 3. Stock, 3, Old Burlington Street, London W1S 3AE, UK (Klasse A Geschäftsführer);

- Herr Frédéric Gardeur, geboren am 11 Juli 1972 in Messancy (Belgien), mit Geschäftsadresse in 412F, route d'Esch, L-2086 Luxembourg (Klasse B Geschäftsführer);

- Herr Alessandro Maiocchi, geboren am 1. Oktober 1974 in Venedig (Italien), mit Geschäftsadresse in 412F, route d'Esch, L-2086 Luxembourg (Klasse B Geschäftsführer).

Worüber diese notarielle Urkunde in Luxemburg zum eingangs erwähnten Datum aufgenommen wurde.

Der beurkundende Notar, welcher die englische Sprache beherrscht, bestätigt hiermit auf Ersuchen der erschienenen Parteien, dass die Urkunde auf Anfrage der erschienenen Parteien auf Englisch verfasst wurde, gefolgt von einer deutschen Übersetzung. Auf Ersuchen derselben erschienenen Parteien und im Falle von Abweichungen zwischen dem englischen und dem deutschen Text soll die englische Fassung vorrangig sein.

Nachdem das Dokument dem Bevollmächtigten der erschienenen Parteien, die dem Notar mit Name, Vorname und Wohnsitz bekannt ist, verlesen wurde, hat der Bevollmächtigte die Urkunde zusammen mit dem Notar unterzeichnet.

Gezeichnet: J. WITTEK - H. HELLINCKX.

Enregistré à Luxembourg Actes Civils, le 1 er juin 2012. Relation: LAC/2012/25249. Reçu soixante-quinze euros 75,00 EUR.

Le Receveur (signé): Irène THILL.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG, der Gesellschaft auf Begehren erteilt.

Luxemburg, den einundzwanzigsten Juni zweitausendzwölf.

Référence de publication: 2012073309/709.

(120103444) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

DKV Luxembourg S.A., Société Anonyme.

R.C.S. Luxembourg B 45.762.

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Auszug aus dem Protokoll über die ordentliche Hauptversammlung dem 04. Juni 2012

Zu TOP 5

Die Gesellschaft KPMG Audit wird zum Wirtschaftsprüfer für das Geschäftsjahr 2012 gewählt.
Luxembourg, den 04.06.2012.

Référence de publication: 2012072917/10.

(120103687) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

IVG Avenir Immobilien GmbH, Société à responsabilité limitée,

(anc. Avenir Immobilien GmbH).

Capital social: EUR 16.000,00.

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.

R.C.S. Luxembourg B 154.358.

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Im Jahre zweitausendundzwölf, den ersten Tag des Monats Juni;

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

Wird ein Gesellschafterbeschluss der alleinigen Anteileignerin der Avenir Immobilien GmbH aufgenommen, einer in Luxemburg eingetragenen Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Gesellschaftssitz in 5, rue de Plébiscite, L-2341 Luxemburg, Großherzogtum Luxemburg, eingetragen im Handels- und Gesellschaftsregister Luxemburg unter der Nummer B 154358, gegründet gemäß Urkunde aufgenommen durch Me Marc LECUIT, Notar mit Amtssitz in Mersch, am 21. Juli 2010, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, Nummer 1786 vom 1. September 2010 (hiernach die Gesellschaft).

Die alleinige Anteilseignerin der Gesellschaft, die HRI Lux Verwaltungsgesellschaft, eine luxemburgische Verwaltungsgesellschaft nach Kapitel 16 des Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen in Wertpapiere in seiner derzeit gültigen Fassung, in Form einer Aktiengesellschaft (société anonyme) mit Sitz in 4, Rue Jean Monnet, L-2180 Luxemburg, Großherzogtum Luxemburg, handelnd im eigenen Namen und für Rechnung des HRI Immobilienfonds – Nr. 1 (die alleinige Anteilseignerin), wird vertreten durch André HOMMEL, Avocat, berufsansässig in Luxemburg, Großherzogtum Luxemburg aufgrund einer Vollmacht, ausgestellt am 16. Mai 2012.

Die genannte Vollmacht, nach ne varietur Paraphierung durch den Bevollmächtigten der Erschienenen und den amtierenden Notar, bleibt der gegenwärtigen Urkunde als Anlage beigefügt, um mit derselben einregistriert zu werden.

Die alleinige Anteilseignerin ersucht sodann den unterzeichneten Notar, Folgendes in die Urkunde aufzunehmen:

1. Da das gesamte Gesellschaftskapital der Gesellschaft in Höhe von, namentlich sechzehntausend (16.000) Euro, eingeteilt in einhundertsechzig (160) Anteile zu je einhundert (100) Euro, in seiner Gesamtheit von der hier ordnungsgemäß vertretenen alleinigen Anteilseignerin gehalten wird, ist die alleinige Anteilsinhaberin in der Lage, ordnungsgemäß über alle Gegenstände der nachstehenden Beschlüsse zu befinden.

2. Die Tagesordnung lautet wie folgt:

(A) Verzicht auf die Einberufungsmodalitäten;

(B) Änderung von Artikel 3 der Satzung der Gesellschaft (die Satzung);

(C) Änderung des Namens der Gesellschaft durch Änderung von Artikel 1 der Satzung;

(D) Kenntnisnahme des Rücktritts der Geschäftsführer und Ernennung der Geschäftsführer;

(E) Verlegung des Gesellschaftssitzes;

(F) Verschiedenes.

3. Sodann fasst die alleinige Anteilseignerin folgende Beschlüsse:

Erster Beschluss

Da die Gesamtheit des Gesellschaftskapitals vertreten ist, verzichtet die alleinige Anteilinhaberin auf die Einberufungsschreiben und betrachtet sich als ordnungsgemäß eingeladen und bestätigt, Kenntnis von der Tagesordnung zu haben, die ihm im Voraus übermittelt wurde.

Zweiter Beschluss

Die alleinige Anteilinhaberin beschließt Artikel 3 der Satzung, welcher den Satzungszweck der Gesellschaft beschreibt, wie folgt neu zu fassen:

" **Art. 3. Gesellschaftszweck.** Die Gesellschaft darf Geschäftsgrundstücke und gemischtgenutzte Grundstücke in Luxemburg und im Ausland erwerben und veräußern. Die Gesellschaft darf auch grundstücksgleiche Rechte und vergleichbare Rechte, die von einer Immobilien-Gesellschaft gemäß den Bestimmungen des deutschen Investmentgesetzes erworben werden dürfen, sowie Gegenstände, die zur Bewirtschaftung ihrer Vermögenswerte erforderlich sind, erwerben und veräußern.

Die Gesellschaft darf des Weiteren Beteiligungen an Immobilien-Gesellschaften erwerben, deren Unternehmensgegenstand in deren Gesellschaftsvertrag bzw. Satzung auf Tätigkeiten beschränkt ist, die die Gesellschaft gemäß dieser Satzung ausüben darf.

Die Gesellschaft darf Darlehen an Immobilien-Gesellschaften vergeben, an denen sie im Einklang mit ihrem Gesellschaftszweck eine direkte oder indirekte Beteiligung hält. Die Gesellschaft hat sicherzustellen, dass

(a) die Darlehensbedingungen marktgerecht sind;

(b) das Darlehen ausreichend besichert ist; und

(c) bei einer Veräußerung der Beteiligung die Rückzahlung des Darlehens innerhalb von sechs Monaten nach Veräußerung vereinbart ist.

Die Gesellschaft ist ferner berechtigt, alle weiteren Tätigkeiten auszuüben, die von einer Immobilien-Gesellschaft gemäß den Bestimmungen des deutschen Investmentgesetzes ausgeübt werden dürfen, soweit dies nach luxemburgischem Recht zulässig ist."

Dritter Beschluss

Die alleinige Anteilinhaberin beschließt den Namen der Gesellschaft durch Neufassung von Artikel 1 der Satzung, welcher den Namen der Gesellschaft beschreibt, abzuändern und wie folgt neu zu fassen:

" **Art. 1. Name.** Es wird eine "société à responsabilité limitée" mit dem Namen "IVG Avenir Immobilien GmbH" (die Gesellschaft) gegründet, welche dem Recht von Luxemburg, insbesondere dem Gesetz vom 10. August 1915 über Handelsgesellschaften in seiner geänderten Fassung (das Gesetz), sowie der vorliegenden Satzung (die Satzung) unterliegen soll "

Vierter Beschluss

Die alleinige Anteilinhaberin nimmt den Rücktritt folgender Geschäftsführer zur Kenntnis:

- Herr François Lanners, geboren am 3. Oktober 1948,

- Herr Flavio Marzona, geboren am 9. August 1971, und

- Herr Herwig Teufelsdorfer, geboren am 17. März 1969.

Den Geschäftsführern wird hiermit für die Dauer ihres Mandats Entlastung (quitus) erteilt.

Die alleinige Anteilinhaberin beschließt folgende Personen für einen unbefristeten Zeitraum als Geschäftsführer der Gesellschaft zu ernennen:

- Herr Osman Saritarla, geboren am 25. November 1977 in Recklinghausen, Deutschland, mit beruflicher Anschrift 24, avenue Emile Reuter, L-2420 Luxemburg.

Die alleinige Anteilinhaberin beschließt folgende Person für einen unbefristeten Zeitraum als Geschäftsführer der Gesellschaft zu bestätigen:

- Herr Andreas Rosenberger, geboren am 24. Februar 1970 in Amstetten, Österreich, wohnhaft in Alseggerstrasse 1, 1180 Wien, Österreich.

Fünfter Beschluss

Die alleinige Anteilinhaberin beschließt den Gesellschaftssitz mit sofortiger Wirkung 1. Juni 2012 nach 24, avenue Emile Reuter, L-2420 Luxemburg, Großherzogtum Luxemburg zu verlegen.

Gebühren

Die Kosten und Auslagen, die der Gesellschaft für diese Gründung entstehen oder die sie zu tragen hat, belaufen sich auf ungefähr eintausendzweihundert Euro.

WORÜBER URKUNDE, aufgenommen in Luxembourg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an den Bevollmächtigten der erschienenen Partei, namens handelnd wie hiervor erwähnt, dem instrumentierenden Notar nach Namen, gebräuchlichem Vornamen, Stand und Wohnort bekannt, hat derselbe mit Uns dem Notar gegenwärtige Urkunde unterschrieben.

Signé: A. HOMMEL, C. WERSANDT.

Enregistré à Luxembourg A.C., le 4 juin 2012. LAC/2012/25406. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 21 juin 2012.

Référence de publication: 2012073438/98.

(120104098) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Smart International Development S.A., Société Anonyme.

Siège social: L-2172 Luxembourg, 29, rue Alphonse München.

R.C.S. Luxembourg B 33.859.

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

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

Signature.

Référence de publication: 2012073330/10.

(120103559) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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

Capital social: EUR 10.012.500,00.

Siège social: L-1940 Luxembourg, 282, route de Longwy.

R.C.S. Luxembourg B 106.792.

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EXTRAIT

Il résulte d'une convention de transfert de parts sociales prenant effet au 20 juin 2012 que Toledo II Corporate Investments S.àr.l. a transféré 75.211 parts sociales de catégorie B de la Société à Toro Investment S.àr.l. et 24.914 parts sociales de catégorie B de la Société à Torisa S.àr.l..

Il en résulte, qu'à compter du 20 juin 2012, le capital de la Société est réparti comme suit:

- Toledo II Corporate Investments S.àr.l.: 100.125 parts sociales de catégorie B de la Société.

- Toro Investment S.àr.l.: 150.422 parts sociales de catégorie A de la Société et 75.211 parts sociales de catégorie B de la Société.

- Torisa S.àr.l.: 49.828 parts sociales de catégorie A de la Société et 24.914 parts sociales de catégorie B de la Société

Séverine Michel
Gérante

Référence de publication: 2012073383/19.

(120103623) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Multi Publishing Luxembourg S.à r.l., Société à responsabilité limitée (en liquidation).

Siège social: L-2449 Luxembourg, 59, boulevard Royal.

R.C.S. Luxembourg B 100.012.

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LIQUIDATION JUDICIAIRE

Extrait

Par jugement du 14/06/2012, le tribunal d'arrondissement de et à Luxembourg siégeant en matière commerciale a déclaré dissoute et ordonné la liquidation de la société Multi Publishing Luxembourg S.à r.l., avec siège social à L-2449 Luxembourg, 59, Boulevard Royal, de fait inconnue à cette adresse. Ce même jugement a nommé juge-commissaire Mme Anita Lecuit, juge au tribunal d'arrondissement de Luxembourg, et désigné comme liquidateur Maître Radia DOUKHI, avocat à la Cour, demeurant à Hesperange.

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

Me Radia DOUKHI.

Référence de publication: 2012073396/16.

(120103689) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

B&D Finance S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 9-11, Grand-rue.

R.C.S. Luxembourg B 116.876.

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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.

Référence de publication: 2012073479/9.

(120104575) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

StarCapital Luxembourg S.à r.l., Société à responsabilité limitée (en liquidation).

Siège social: L-2449 Luxembourg, 17, boulevard Royal.

R.C.S. Luxembourg B 97.107.

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LIQUIDATION JUDICIAIRE

Extrait

Par jugement du 14/06/2012, le tribunal d'arrondissement de et à Luxembourg siégeant en matière commerciale a déclaré dissoute et ordonné la liquidation de la société StarCapital Luxembourg S.à r.l., avec siège social à L-2449 Luxembourg, 17, Boulevard Royal, de fait inconnue à cette adresse. Ce même jugement a nommé juge-commissaire Mme Anita Lecuit, juge au tribunal d'arrondissement de Luxembourg, et désigné comme liquidateur Maître Radia DOUKHI, avocat à la Cour, demeurant à Hesperange.

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

Me Radia DOUKHI.

Référence de publication: 2012073412/16.

(120103690) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Superlift Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 16.700,00.

Siège social: L-2440 Luxembourg, 59, rue de Rollingergrund.

R.C.S. Luxembourg B 122.459.

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EXTRAIT

Par résolution écrite en date du 20 juin 2012, les associés de la Société ont décidé:

- de constater et d'accepter la démission, avec effet au 31 mai 2012 de Nicole Götz de son mandat de gérant de catégorie B de la Société;

- de nommer Marielle Stijger, née le 10 décembre 1969 à Capellen aan den Ijsell aux Pays-Bas et avec adresse professionnelle au 2, rue du Fossé, L-1536 Luxembourg en tant que gérant de catégorie B de la Société, avec effet au 1 er juin 2012.

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

Pour la Société
Stefan Lambert
Gérant de catégorie A

Référence de publication: 2012073413/19.
(120102981) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Xella International Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.
Siège social: L-2522 Luxembourg, 12, rue Guillaume Schneider.
R.C.S. Luxembourg B 139.489.

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EXTRAIT

Il résulte de l'assemblée générale des associés de la Société en date du 20 juin 2012 que:

- l'assemblée générale a pris acte de la démission de Mme Nicole GÖTZ de son mandat de gérant de classe A de la Société avec effet au 31 mai 2012;

- Mme Marielle STIJGER, née le 10 décembre 1969 à Capelle aan den Ijssel (Pays-Bas) résidant professionnellement au 2, rue du Fossé. L-1536 Luxembourg, a été nommée en tant que gérant de classe A de la Société avec effet immédiat, pour une durée illimitée.

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

Luxembourg, le 21 juin 2012.
Pour la Société
Signature

Référence de publication: 2012073427/19.
(120103642) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Three Waters S.à r.l., Société à responsabilité limitée.

Capital social: GBP 10.500,00.
Siège social: L-1536 Luxembourg, 2, rue du Fossé.
R.C.S. Luxembourg B 169.304.

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Il résulte de cessions de parts sociales de la Société en date du 1 er juin 2012, que GS Lux Management Services S.à r.l., enregistrée sous le numéro B 88.045 auprès du Registre de Commerce et des Sociétés du Luxembourg, ayant son siège social au 2, Rue du Fossé, L-1536 Luxembourg, a transféré avec effet immédiat 1.050.000 de parts sociales à:

- GS International Infrastructure Partners II, L.P., une Delaware Limited Partnership ayant son adresse professionnelle au 1209, Orange Street, Wilmington, New Castle County, Delaware 19801, enregistrée auprès du Secretary of State of Delaware sous le numéro 4511004, qui détient désormais 616.326 parts sociales de la Société; et

- GS Global Infrastructure Partners II, L.P., une Delaware Limited Partnership ayant son adresse professionnelle au 1209, Orange Street, Wilmington, New Castle County, Delaware 19801, enregistrée auprès du Secretary of State of Delaware sous le numéro 4509615, qui détient désormais 433.674 parts sociales de la Société.

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

Three Waters S.à r.l.
Maxime Nino
Gérant

Référence de publication: 2012073416/21.
(120103549) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

VEREF I Invest Co 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-2730 Luxembourg, 22, rue Michel Welter.
R.C.S. Luxembourg B 155.892.

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Statuts coordonnés, suite à une constatation d'augmentation de capital reçue par Maître Blanche MOUTRIER, notaire de résidence à Esch/Alzette, agissant en remplacement de Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 2 mai 2012, déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 1 er juin 2012.

Francis KESSELER
NOTAIRE

Référence de publication: 2012073419/14.

(120102973) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

VEREF I Invest Co 3 S.à r.l., Société à responsabilité limitée.

Siège social: L-2730 Luxembourg, 22, rue Michel Welter.

R.C.S. Luxembourg B 166.608.

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Statuts coordonnés, suite à une constatation d'augmentation de capital reçue par Maître Blanche MOUTRIER, notaire de résidence à Esch/Alzetle agissant en remplacement de Maître Francis KESSELER, notaire de résidence à Esch/Alzette en date du 2 mai 2012 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 1 er juin 2012.
Francis KESSELER
NOTAIRE

Référence de publication: 2012073420/14.

(120103000) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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

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

R.C.S. Luxembourg B 81.507.

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Im Jahre zweitausendundzwölf, am fünften Juni.

Vor Notar Henri HELLINCKX, mit Amtssitz zu Luxemburg.

Sind die Aktionäre der Investmentgesellschaft mit variablem Kapital („société d'investissement à capital variable") „CREDIT SUISSE SICAV (LUX)", mit Sitz in Luxemburg, eingetragen im Handels- und Gesellschaftsregister unter der Nummer B 81.507, zu einer außerordentlichen Gesellschafterversammlung zusammengetreten.

Die Gesellschaft wurde gegründet gemäß notarieller Urkunde vom 18. April 2001, veröffentlicht im Mémorial C Nummer 374 vom 21. Mai 2001. Die Satzung wurde zuletzt abgeändert gemäss Urkunde des unterzeichneten Notars vom 13. März 2012, veröffentlicht im Mémorial C Nummer 1210 vom 15. Mai 2012.

Die Versammlung wird unter dem Vorsitz von Frau Arlette Siebenaler, Privatangestellte, beruflich wohnhaft in Luxemburg, eröffnet.

Zur Schriftführerin wird bestimmt Frau Solange Wolter, Privatangestellte, beruflich wohnhaft in Luxemburg.

Die Versammlung wählt zur Stimmzählerin Frau Annick Braquet, Privatangestellte, beruflich wohnhaft in Luxemburg.

Sodann gab die Vorsitzende folgende Erklärungen ab:

I.- Die anwesenden oder vertretenen Aktieninhaber und die Anzahl der von ihnen gehaltenen Aktien sind auf einer Anwesenheitsliste, unterschrieben von den Aktieninhabern oder deren Bevollmächtigte, dem Versammlungsbüro und dem unterzeichneten Notar, aufgeführt. Die Anwesenheitsliste bleibt gegenwärtiger Urkunde beigefügt um mit derselben einregistriert zu werden.

II.- Da alle Aktien Namensaktien sind, wurde die gegenwärtige Generalversammlung einberufen durch Einladungen mit der hiernach angegebenen Tagesordnung welche durch Einschreibebrief vom 25. Mai 2012 an alle Aktionäre versandt wurde.

III.- Die Tagesordnung hat folgenden Wortlaut:

Tagesordnung:

Neufassung der Satzung: Ampassung der Satzung an den Standard der üblichen Dokumentation der Credit Suisse UCITS und insbesondere der Credit Suisse SICAV One (Lux). Massgeblich wird zukünftig allein die englische Fassung der Satzung sein.

Neubesetzung des Verwaltungsrats:

Luca Diener, Managing Direktor, Credit Suisse AG, Zürich

Guy Reiter, Direktor, Credit Suisse Fund Management S.A., Luxemburg

Fernand Schaus, Direktor, Credit Suisse Fund Management S.A., Luxemburg

Germain Trichies, Direktor, Credit Suisse Fund Management S.A., Luxemburg

VI.- Aus der vorbezeichneten Anwesenheitsliste geht hervor, dass von den 13.271.157 sich im Umlauf befindenden Aktien, 9.740.078 Aktien anlässlich der gegenwärtigen Generalversammlung, vertreten sind, und dass somit die gegenwärtige Generalversammlung rechtsgültig zusammengesetzt ist und über die in der Tagesordnung aufgeführten Punkte abstimmen kann.

Alsdann fasst die Generalversammlung einstimmig folgende Beschlüsse:

Erster Beschluss:

Die Generalversammlung beschliesst die Satzung an den Standard der üblichen Dokumentation der Credit Suisse UCITS und insbesonderen der Credit Suisse SICAV One (Lux) anzupassen. Massgeblich wird zukünftig allein die englische Fassung der Satzung sein.

Die Generalversammlung beschliesst somit die Satzung mit Wirkung zum 6. Juli 2012 wie folgt neuzufassen:

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

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

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

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

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

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

Art. 5. Capital and Certification of Shares. The capital of the Company shall be represented by shares of no par value and will at all time be equal to the total net assets of the Company as defined in Article 21 hereof.

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

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

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

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

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

Shares are issued in registered form. The Directors may however in their discretion decide to issue shares in bearer form. In respect of bearer shares, certificates will be issued in such denominations as the Board of Directors shall decide.

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

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

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

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

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

Transfer of bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, by written declaration of transfer to be inscribed in the Register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore.

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

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

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered in the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend. In the case of bearer shares, only certificates evidencing full shares will be issued. Any balance of bearer shares for which no certificate may be issued because of the denomination of the certificates, as well as fractions of such shares may either be issued in registered form or the corresponding payment will be returned to the shareholder as the Board of Directors of the Company may from time to time determine.

Art. 6. Replacement of Certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance Company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

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

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

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

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any U.S. Person, as defined hereafter, or any person who is holding shares in breach of any legal or regulatory requirement or whose

holding would affect the tax status of the Company or would otherwise be detrimental to the Company or its shareholders, (hereafter "Restricted Persons"), and for such purposes the Company may:

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

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the Register of Shareholders to furnish it with any representations and warranties or any information, supported by an affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in Restricted Persons and

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

1) The Company shall serve a notice (hereinafter called the "Purchase Notice") upon the shareholder appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the price to be paid for such shares, and the place at which the purchase price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the Purchase Notice. Immediately after the close of business on the date specified in the Purchase Notice, such shareholder shall cease to be the owner of the shares specified in such notice and his name shall be removed as to such shares in the Register of Shareholders.

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

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

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

d) decline to accept the vote of any U.S. Person at any meeting of shareholders of the Company.

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

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

Art. 10. Shareholders meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Thursday of February of each year at 3.00 p.m. (Central European Time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

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

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

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

The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Central European Time) on the fifth day prior to the general meeting (the "Record Date"). The right of a shareholder to attend a general meeting and to exercise the voting rights attached to his shares are determined in accordance with the number of shares held by the relevant shareholder at the Record Date.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Each Subfund is allowed to invest, in accordance with the principle of risk spreading, 100% of its net assets in transferable securities and money market instruments issued or guaranteed by a member state of the European Union, one or more of its local authorities, a non-member state of the European Union, accepted by the CSSF and specified in the Prospectus, or public international body to which one or more member states of the European Union belong, provided that in such case, the Subfund concerned holds securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.

Unless specified otherwise in the Prospectus, no Subfund may in aggregate invest more than 10% of its net assets in units of other UCITS and/or UCIs.

The Company will also be entitled to adopt master-feeder investment policies and thus a Subfund may invest at least 85% of its assets in other UCITS or subfunds of other UCITS in compliance with the provisions of the Law of 17 December

2010 and under the condition that such policy is specifically permitted by the investment policy applicable to the relevant Subfund as disclosed in the Prospectus.

A Sub-Fund may subscribe, acquire and/or hold units to be issued or issued by one or more Sub-Funds of the Company in compliance with the Law of 17 December 2010 and the conditions set out in the Prospectus.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Art. 16. Conflicts of interest. No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that one or more of the Directors or officers of the Company is interested in, or is a Director, associate, officer or employee of such other corporation or firm. Any Director or officer of the

Company who serves as a Director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders. The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving CREDIT SUISSE GROUP, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 17. Indemnity. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct.

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

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

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

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

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

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

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

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

The Company may at any time and at its own discretion proceed to redeem Shares held by shareholders who are not entitled to acquire or possess these shares as described in Article 7 hereof. In particular, the Company is entitled to compulsorily redeem all shares held by a shareholder where any of the representations and warranties made in connection with the acquisition of the shares was not true or has ceased to be true or such shareholder fails to comply with any applicable eligibility condition for a share class. The Company is also entitled to compulsorily redeem all shares held by a shareholder in any other circumstances in which the Company determines that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company, including but not limited to the cases where such shares are held by shareholders who are not entitled to acquire

or possess these shares or who fail to comply with any obligations associated with the holding of these shares under the applicable regulations.

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

If a Valuation Day falls on a day which is a holiday in countries whose stock exchanges or other markets are decisive for valuing the majority of a Subfunds assets, the Company may decide, by way of exception, that the Net Asset Value of the shares in this Subfund will not be determined on such days.

The Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any particular Subfund and the issuance and redemption of shares of such Subfund from its shareholders as well as conversions from and to shares of each Subfund:

a) where a substantial proportion of the assets of the Subfund cannot be valued because a stock exchange or market is closed other than a usual public holidays, or when trading on such stock exchange or market is restricted or suspended; or

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

c) where a substantial proportion of the assets of the Subfund cannot be valued because of disruption to the communications network or any other reason makes valuation impossible; or

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

e) in any other circumstance or circumstances beyond the control and responsibility of the Board of Directors, where a failure to do so might result in the Fund or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Fund or its shareholders might not otherwise have suffered.

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

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

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

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

In order to protect existing shareholders and subject to the conditions set out in the Prospectus, the Board of Directors may decide to adjust the Net Asset Value per share class of a Subfund upwards or downwards in the event of a net surplus of subscription or redemption applications on a particular Valuation Day. In such case the same Net Asset Value applies to all incoming and outgoing investors on that particular Valuation Day. The adjustment of the Net Asset Value aims to cover in particular but not exclusively transaction costs, tax charges and bid/offer spreads incurred by the relevant Subfunds due to subscriptions, redemptions and/or conversions in and out of the Subfund.

As specified for the relevant Subfunds in the Prospectus, the Net Asset Value may either be adjusted on every Valuation Day on a net deal basis regardless of the size of the net capital flow or only if a predefined threshold of net capital flows is exceeded.

In the event that on any calendar quarter the aggregate net redemption orders (incl. aggregated net subscriptions over the quarter) do exceed 10% of the Net Asset Value of the initial total net assets of the relevant Subfund as of the beginning

of the relevant calendar quarter, the Net Asset Value of the relevant Subfund will be decreased by an amount as specified in the current Prospectus on the relevant Valuation Day. Such amount reflects both the dealing costs that may be incurred by the relevant Subfund and the increased estimated bid/offer spread of (i) the assets in which the relevant Subfund invests and (ii) the constituents of the underlying of the relevant OTC swap transaction. In the event that on any calendar quarter the aggregate net redemption orders (incl. aggregated net subscriptions over the quarter) do exceed 20% of the Net Asset Value of the initial total net assets of the relevant Subfund as of the beginning of the relevant calendar quarter, the Net Asset Value of the relevant Subfund may be determined on the basis of bid prices (instead of the fixed spread as disclosed in the current Prospectus) reasonably quoted to market participants.

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

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

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

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

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

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

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

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

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

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

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

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

a) Securities which are listed on or regularly traded on a stock exchange shall be valued at the last available traded price. If such a price is not available for a particular trading day, the closing mid-price (the mean of the closing bid and ask prices) or alternatively the closing bid price may be taken as a basis for the valuation.

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

c) If a security is traded on a secondary market with regulated trading among securities dealers (with the effect that the price reflects market conditions), the valuation may be based on this secondary market.

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

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

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

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

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

prices are available for units or shares of UCITS or other UCI, the units or shares of such UCITS or other UCIs may be valued at the mean of such buy and sell prices.

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

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

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

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

The net asset value of a share shall be rounded up or down, as the case may be, to the next smallest unit of the reference currency which is currently used unless otherwise stated in the Prospectus.

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

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

a) all loans, bills and accounts payable;

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

c) all accrued or payable expenses;

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

e) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Board of Directors and

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

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

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

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

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;

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

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

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

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

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

D. For the purposes of this Article:

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

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

c) all investments, cash balances and other assets of the Company not expressed in the currency in which the Net Asset Value of any class is denominated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the asset value of shares and

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

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

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

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

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

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

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

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

Art. 23. Accounting Year. The accounting year of the Company shall begin on the 1 st October and shall terminate on the 30 September of the following year. The accounts of the Company shall be expressed in USD. When there shall be different classes as provided for in Article 5 hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into USD and added together for the purpose of the determination of the accounts of the Company.

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

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

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

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

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

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

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

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

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

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

The dissolution of a Subfund may also be made upon a resolution of a general meeting of shareholders in the relevant Subfund. The quorum and majority requirements prescribed by Luxembourg law for decisions regarding amendments to the Articles are applicable to such meetings.

In that event, the Company may upon a one month prior notice to the holders of shares of such Subfund proceed to a compulsory redemption of all shares of the given class at the Net Asset Value calculated (taking into account actual realization prices of investments and realization expenses) at the Valuation Day at which such decision shall take effect.

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

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

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

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

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

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

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

Zweiter Beschluss:

Die Generalversammlung nimmt den Rücktritt der bestehenden Verwaltungsratsmitglieder mit Wirkung zum 6. Juli 2012 an und beschliesst den Vewaltungsrat wie folgt neuzubesetzen mit Wirkung zum 6. Juli 2012:

- Luca Diener, Managing Direktor, Credit Suisse AG, Zürich, geschäftlich ansässig in CH-8045 Zürich, Kalandergasse 4, geboren in Zürich am 11. September 1964

- Guy Reiter, Direktor, Credit Suisse Fund Management S.A., Luxemburg, geschäftlich ansässig in L-2180 Luxemburg, 5, rue Jean Monnet, geboren in Luxemburg am 30. Juni 1966

- Fernand Schaus, Direktor Credit Suisse Fund Management S.A., Luxemburg, geschäftlich ansässig in L-2180 Luxemburg, 5, rue Jean Monnet, geboren in Sandweiler am 26. April 1967

- Herr Germain Trichies, Direktor, Credit Suisse Fund Management S.A., Luxemburg, geschäftlich ansässig in L-2180 Luxemburg, 5, rue Jean Monnet, geboren in Petingen am 23. November 1954

Das Mandat der somit ernannten Verwaltungsratsmitglieder endet mit der jährlichen Generalversammlung des Jahres 2013, welche über den Jahresabschluss des vorherigen Jahres bestimmt.

Da hiermit die Tagesordnung erschöpft ist, wird die Versammlung aufgehoben.

Worüber Urkunde aufgenommen zu Luxemburg, am Datum wie eingangs erwähnt.

Nach Vorlesung und Erklärung alles Vorstehenden an die Erschienenen, dem beurkundenden Notar nach Namen, gebräuchlichen Vornamen, sowie Stand und Wohnort bekannt, haben die Erschienenen mit dem Versammlungsvorstand und dem beurkundenden Notar gegenwärtige Urkunde unterschrieben.

Gezeichnet: A. SIEBENALER, S. WOLTER, A. BRAQUET und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 juin 2012. Relation: LAC/2012/27598. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, der Gesellschaft auf Begehr erteilt.

Luxemburg, den 20. Juni 2012.

Référence de publication: 2012071551/705.

(120102133) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

Banque Safra - Luxembourg, Société Anonyme.

Siège social: L-1840 Luxembourg, 10A, boulevard Joseph II.

R.C.S. Luxembourg B 157.239.

Extrait de la résolution prise par le conseil d'administration de la Société en date du 16 avril 2012

En date du 16 avril 2012, le conseil d'administration de la Société a pris la résolution de renouveler le mandat de Deloitte Audit, une société à responsabilité limitée, ayant son siège social à l'adresse suivante: 560, rue de Neudorf, L-2220 Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B67.895, en tant que réviseur d'entreprises agréé de la Société avec effet immédiat et ce jusqu'à l'assemblée générale qui statuera sur les comptes annuels arrêtés au 31 décembre 2012 qui se tiendra en 2013.

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

Luxembourg, le 22 juin 2012.
Banque Safra - Luxembourg
Signature

Référence de publication: 2012073490/17.

(120104152) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Victorex, Société Anonyme.

Siège social: L-9570 Wiltz, 30, rue des Tondeurs.

R.C.S. Luxembourg B 105.991.

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

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

Wiltz, le 31 mai 2012.

Pour la société

Anja HOLTZ

Le notaire

Référence de publication: 2012073422/13.

(120102936) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Arena Invest S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 156.722.

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Extrait des résolutions prises par l'Associé unique en date du 15 juin 2012

- La démission de Monsieur Jean-Claude Buffin de son mandat de gérant de catégorie B de la Société est acceptée, Monsieur Buffin ayant démissionné à la date du 13 décembre 2011.

- Monsieur Olivier Oudin, né le 19 octobre 1967 à Troyes, France, résidant professionnellement au 412F, route d'Esch, L-2086 Luxembourg, est nommé gérant de catégorie B de la Société avec effet immédiat et ce pour une durée indéterminée.

Certifié sincère et conforme

Référence de publication: 2012073434/15.

(120104112) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

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

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

R.C.S. Luxembourg B 124.438.

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

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

Signature.

Référence de publication: 2012073437/10.

(120103837) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

ABP LUX S.A., Société Anonyme.

Siège social: L-1450 Luxembourg, 21, Côte d'Eich.

R.C.S. Luxembourg B 154.803.

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Rectificatif à la mention déposée le 20 juin 2012 sous le numéro L120102430

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: 2012073441/10.

(120103849) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

AGL Engineering SA, Société Anonyme.

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

R.C.S. Luxembourg B 151.330.

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

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

Signature.

Référence de publication: 2012073446/10.

(120103954) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

B&D Finance 2 S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 9-11, Grand-rue.

R.C.S. Luxembourg B 108.206.

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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.

Référence de publication: 2012073480/9.

(120104577) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Agrandir l'Habitat Sàrl, Société à responsabilité limitée.

Siège social: L-3213 Bettembourg, 7, rue des Artisans.

R.C.S. Luxembourg B 49.618.

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

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

Signature.

Référence de publication: 2012073447/10.

(120103910) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

AIT Holdco 15 S.à r.l., Société à responsabilité limitée.

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.

R.C.S. Luxembourg B 162.256.

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

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

Signature.

Référence de publication: 2012073448/10.

(120104446) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Alvamonte International S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 41.144.

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

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

Signatures.

Référence de publication: 2012073454/10.

(120103670) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Amphion S.A., Société Anonyme.

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

R.C.S. Luxembourg B 63.982.

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

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

Signature.

Référence de publication: 2012073456/10.

(120103744) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

CASIMA Invest S.à r.l., Société à responsabilité limitée.

Siège social: L-6633 Wasserbillig, 74A, route de Luxembourg.

R.C.S. Luxembourg B 137.646.

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Le bilan au 31.12.2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 22 juin 2012.

Pour ordre

EUROPE FIDUCIAIRE (Luxembourg) S.A.

Boîte Postale 1307

L–1013 Luxembourg

Référence de publication: 2012073531/14.

(120104720) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Anchor Invest S.à r.l., Société à responsabilité limitée.

Siège social: L-2551 Luxembourg, 41, avenue du X Septembre.

R.C.S. Luxembourg B 112.517.

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

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

Luxembourg, le 22 juin 2012. Signature.

Référence de publication: 2012073457/10.

(120104294) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

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

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 114.712.

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EXTRAIT

Il résulte des résolutions circulaires prises par le gérant unique de la Société en date du 23 mai 2012 que:

- Le siège social de la Société est transféré du «15-17, avenue Gaston Diderich L-1420 Luxembourg au «15, rue Edward Steichen, L-2540 Luxembourg» avec effet au 30 avril 2012.

Pour extrait conforme.

Luxembourg, le 23 mai 2012.

Référence de publication: 2012073459/13.

(120104148) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Desmag S.A., Société Anonyme.

Siège social: L-2420 Luxembourg, 11, avenue Emile Reuter.

R.C.S. Luxembourg B 36.625.

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Extrait des résolutions de l'Assemblée Générale Ordinaire des Actionnaires de la Société du 6 avril 2012

Sixième résolution

Ratification des nominations d'un Administrateur et Président et d'un Administrateur

L'Assemblée Générale ratifie les nominations de Monsieur Antoine BUREL, né le 22.12.1962 à GRUCHET-LE-VALASSE (France) demeurant au 128 avenue du maréchal de Lattre de Tassigny 87000 LIMOGES, aux fonctions d'Administrateur et Président et de Monsieur FranCK LEMERY, né le 17.06.1967 à ANNECY-LE-VIEUX (France) demeurant au 128 avenue du maréchal de Lattre de Tassigny 87000 LIMOGES, aux fonctions d'Administrateur et ce, à compter du 15 décembre 2011 et jusqu'à l'issue de l'Assemblée Générale approuvant les comptes de 2016.

Septième résolution

Ratification des démissions d'un Administrateur et Président et d'un Administrateur

L'Assemblée Générale ratifie les démissions de Monsieur Olivier BAZIL de ses fonctions d'Administrateur et Président et de Monsieur Gilles SCHNEPP de ses fonctions d'Administrateur en date du 15 Décembre 2011.

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

DESMAG S.A.

Référence de publication: 2012073579/21.

(120104182) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

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

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

R.C.S. Luxembourg B 61.392.

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Les comptes annuels au 30 novembre 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: 2012073461/10.

(120104301) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Audio Visual Productions S.A., en abrégé A.V.P., Société Anonyme.

Siège social: L-2449 Luxembourg, 5-7, boulevard Royal.

R.C.S. Luxembourg B 91.726.

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

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

Signature.

Référence de publication: 2012073474/10.

(120104064) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Bâtiself, Société Anonyme.

Siège social: L-3895 Foetz, rue de l'Industrie.

R.C.S. Luxembourg B 14.375.

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

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

Foetz, le 12 juin 2012. Signature.

Référence de publication: 2012073478/10.

(120104698) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Beech Tree S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 11, boulevard Royal.

R.C.S. Luxembourg B 85.327.

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Les états financiers consolidés 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: 2012073482/10.

(120104035) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Axa Alternative Financing Management S.à r.l., Société à responsabilité limitée.

Capital social: EUR 125.000,00.

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

R.C.S. Luxembourg B 118.072.

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1. M. Andreas Demmel a démissionné de ses fonctions de gérants de la Société en date du 14 février 2012.

2. Le nombre de gérants a été réduit de 6 à 5.

Depuis cette date (14 février 2012) le conseil d'administration se compose des personnes suivantes:

Le conseil de gérants se compose dorénavant comme suit:

- Mirko Dietz
- Jean-Louis Camuzat
- Alain Nicolai
- Olivier Berment

- Cécile Meyer-Levi

3. L'adresse professionnelle de Monsieur Mirko Dietz, gérant de la Société, est désormais le 47, avenue John F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg.

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

Pour la société
Signature
Un mandataire

Référence de publication: 2012074020/23.
(120104033) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Beim Michel Sàrl, Société à responsabilité limitée.

Siège social: L-3739 Rumelange, 1A, rue des Martyrs.
R.C.S. Luxembourg B 160.600.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012073483/10.
(120103920) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Broc S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.
R.C.S. Luxembourg B 105.135.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012073488/10.
(120103841) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Banque Carnegie Fund Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1616 Luxembourg, 5, place de la Gare.
R.C.S. Luxembourg B 109.660.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2012073489/9.
(120104609) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Batiluximmo S.A., Société Anonyme.

Siège social: L-2418 Luxembourg, 5, rue de la Reine.
R.C.S. Luxembourg B 156.808.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012073491/10.
(120104282) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

MainTower SICAV, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.
R.C.S. Luxembourg B 153.473.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 25 juin 2012.

Pour MAINTOWER SICAV

Banque Degroof Luxembourg S.A.

Agent Domiciliataire

Marc-André BECHET / Corinne ALEXANDRE

Directeur / -

Référence de publication: 2012074379/15.

(120105796) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2012.

BB Groupe S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 78.820.

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

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

Pour la Société

Référence de publication: 2012073494/10.

(120104643) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

BE Advisers S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 157.044.

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EXTRAIT

L'associé unique de la Société, Bridgepoint Capital (Holdings), a changé de dénomination sociale en date du 4 janvier 2011 et est désormais enregistrée au registre de commerce anglais sous le nom de Bridgepoint Advisers Holdings.

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

Référence de publication: 2012073495/12.

(120104092) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

BERKELEY Properties S.A., Société Anonyme.

Siège social: L-2418 Luxembourg, 5, rue de la Reine.

R.C.S. Luxembourg B 152.277.

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

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

Signature.

Référence de publication: 2012073497/10.

(120104283) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Biomedic Laboratories Holding S.A., Société Anonyme Soparfi.

Siège social: L-2763 Luxembourg, 10, rue Sainte Zithe.

R.C.S. Luxembourg B 57.923.

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

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

L'agent domiciliataire

Référence de publication: 2012073500/10.

(120104243) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

C.H.B. S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 124.654.

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

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

Luxembourg, le 22/06/2012.
G.T. Experts Comptables Sàrl
Luxembourg

Référence de publication: 2012073507/12.
(120104754) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

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

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.
R.C.S. Luxembourg B 86.627.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2012073510/9.
(120104433) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Celialux S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.
R.C.S. Luxembourg B 148.752.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012073513/10.
(120103736) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Château Neuf Investment S.A., Société Anonyme.

Siège social: L-1325 Luxembourg, 3, rue de la Chapelle.
R.C.S. Luxembourg B 149.613.

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Le Bilan au 31.12.2011 et les annexes 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. Signature.
Référence de publication: 2012073514/10.
(120104404) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Charter Hall Office Germany Atrium S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.
R.C.S. Luxembourg B 122.870.

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Les comptes annuels au 30 juin 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012073516/10.
(120103755) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Chartis Luxembourg Financing Limited, Société à responsabilité limitée.

Capital social: GBP 43.596.247,08.

Siège de direction effectif: L-8070 Bertrange, 10B, rue des Mérovingiens (Zone Industrielle Bourmicht).
R.C.S. Luxembourg B 134.744.

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Les comptes annuels au 30 novembre 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.

Un mandataire

Référence de publication: 2012073518/10.
(120103853) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

ChemCore S.A., Société Anonyme.

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

R.C.S. Luxembourg B 57.934.

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Les comptes consolidés 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 14 juin 2012.

Référence de publication: 2012073519/11.

(120104623) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

ChemCore S.A., Société Anonyme.

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

R.C.S. Luxembourg B 57.934.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 18 juin 2012.

Référence de publication: 2012073520/10.

(120104624) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Credit Suisse Global Infrastructure SCA SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

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

R.C.S. Luxembourg B 127.449.

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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.

Luxembourg, le 22 juin 2012.
CREDIT SUISSE FUND SERVICES (LUXEMBOURG) S.A.
Jacqueline Siebenaller / Sebastian Best

Référence de publication: 2012073526/13.

(120104709) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Cabinet Vétérinaire Benedicte Janne, Société à responsabilité limitée.

Siège social: L-8365 Hagen, 97, rue Principale.

R.C.S. Luxembourg B 134.412.

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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.

Signature.

Référence de publication: 2012073527/10.

(120103798) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Cap Lounge S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 8, rue Beck.

R.C.S. Luxembourg B 120.963.

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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.

Signature.

Référence de publication: 2012073528/10.

(120104593) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Cité-Gérance S.à r.l., Société à responsabilité limitée.

Siège social: L-2561 Luxembourg, 97, rue de Strasbourg.

R.C.S. Luxembourg B 22.435.

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Le bilan au 31.12.2010 de la société CITE-GERANCE S.à r.l. 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 22 juin 2012.

FIDUCIAIRE FERNAND FABER

Référence de publication: 2012073539/12.

(120104424) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Shunfeng Photovoltaic Luxembourg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 169.555.

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STATUTES

In the year two thousand and twelve, on the thirteenth of June;

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

THERE APPEARED:

Jiangsu Shunfeng Photovoltaic Technology Co.,Ltd. (being in Chinese "..."), a corporation incorporated and existing under the laws of the People's Republic of China, registered with the Changzhou Administration of Industry and Commerce under the number 32040 04000 17904, having its registered office at No.99 Yanghu Road, Wujin Hi-tech Industrial Zone, Jiangsu Province, People's Republic of China (hereinafter: "PRC"),

duly represented by Mrs. Maria MUZS, lawyer, residing professionally in Luxembourg, by virtue of a proxy under private seal.

The said proxy, signed "ne varietur" by the proxy holder and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, represented as said before, has required the officiating notary to enact the deed of association of a private limited liability company ("société à responsabilité limitée") to establish as follows:

Name – Registered office – Object - Duration

Art. 1. Name. There is hereby established among the subscriber(s) and all those who may become owners of the shares hereafter issued, a company in the form of a société à responsabilité limitée, under the name of: «Shunfeng Photovoltaic Luxembourg S.à r.l.» (the Company), which will be governed by the laws of Luxembourg, in particular by the law dated 10 th August, 1915, on commercial companies, as amended (the Law), as well as by the present articles of association (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality by a resolution of the single manager, or as the case may be, by the board of managers of the Company. The registered office may further be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of the single partner or the general meeting of partners adopted in the manner required for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the single manager, or as the case may be, the board of managers of the Company. Where the single manager or the board of managers of the Company determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances. Such temporary measures shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Object.

3.1. The object of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such 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 whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

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 debentures and any kind of debt and/or equity securities. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries, affiliated companies or to any other company. It may also give guarantees and grant securities in favour of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

3.3. The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

3.4. The Company may carry out any commercial or financial operations and any transactions with respect to real estate or movable property, which directly or indirectly favour or relate to its object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited period of time.

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 several of the partners.

II. Capital - Shares

Art. 5. Capital.

5.1. The Company's corporate capital is fixed at twelve thousand five hundred Euros (EUR 12,500.-), represented by twelve thousand five hundred (12,500) shares in registered form with a nominal value of one Euro (EUR 1.-) each, all subscribed and fully paid-up.

5.2. The share capital of the Company may be increased or reduced in one or several times by a resolution of the single partner or, as the case may be, by the general meeting of partners, adopted in the manner required for the amendment of the Articles.

Art. 6. Shares.

6.1. Each share entitles the holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

6.2. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

6.3. Shares are freely transferable among partners or, if there is no more than one partner, to third parties.

If the Company has more than one partner, the transfer of shares to non-partners is subject to the prior approval of the general meeting of partners representing at least three quarters of the share capital of the Company.

A share transfer will only be binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the civil code.

For all other matters, reference is being made to articles 189 and 190 of the Law.

6.4. A partners' register will be kept at the registered office of the Company in accordance with the provisions of the Law and may be examined by each partner who so requests.

6.5. The Company may redeem its own shares within the limits set forth by the Law.

III. Management - Representation

Art. 7. Board of managers.

7.1. The Company is managed by one or more managers appointed by a resolution of the single partner or the general meeting of partners which sets the term of their office. If several managers have been appointed, they will constitute a board of managers composed of one (1) or several class A managers and one (1) or several class B managers. The manager (s) need not to be partner(s).

7.2. The managers may be dismissed ad nutum.

Art. 8. Powers of the board of managers.

8.1. All powers not expressly reserved by the Law or the present Articles to the general meeting of partners fall within the competence of the single manager or, if the Company is managed by more than one manager, the board of managers, which shall have all powers to carry out and approve all acts and operations consistent with the Company's object.

8.2. Special and limited powers may be delegated for determined matters to one or more agents, either partners or not, by the manager, or if there is more than one manager, by the joint signature of two managers of the Company.

Art. 9. Procedure.

9.1. The board of managers shall meet as often as the Company's interests so requires or upon call of any manager at the place indicated in the convening notice.

9.2. Written notice of any meeting of the board of managers shall be given to all managers at least 24 (twenty-four) hours in advance of the date set for such meeting, except in case of emergency, in which case the nature of such circumstances shall be set forth in the convening notice of the meeting of the board of managers.

9.3. No such convening notice is required if all the members of the board of managers of the Company are present or represented at the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The notice may be waived by the consent in writing, whether in original, by telegram, telex, facsimile or e-mail, of each member of the board of managers of the Company.

9.4. Any manager may act at any meeting of the board of managers by appointing in writing another manager as his proxy.

9.5. The board of managers can validly deliberate and act only if a majority of its members is present or represented and at least one (1) class A manager and at least one (1) class B manager are present or represented. Resolutions of the board of managers are validly taken by the majority of the votes presents or represented provided that any resolution shall not validly be passed unless it is approved by at least one (1) class A manager and at least one (1) class B manager. The resolutions of the board of managers will be recorded in minutes signed by all the managers present or represented at the meeting.

9.6. Any manager may participate in any meeting of the board of managers by telephone or video conference call or by any other similar means of communication allowing all the persons taking part in the meeting to hear and speak to each other. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting.

9.7. Circular resolutions signed by all the managers shall be valid and binding in the same manner as if passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.

Art. 10. Representation. The Company shall be bound towards third parties in all matters by the joint signature of one (1) class A manager and one (1) class B manager or by the joint or single signatures of any persons to whom such signatory power has been validly delegated in accordance with article 8.2. of these Articles.

Art. 11. Liability of the managers. The managers assume, by reason of their mandate, no personal liability in relation to any commitment validly made by them in the name of the Company, provided such commitment is in compliance with these Articles as well as the applicable provisions of the Law.

IV. General meetings of partners

Art. 12. Powers and Voting rights.

12.1. The single partner assumes all powers conferred by the Law to the general meeting of partners.

12.2. Each partner has voting rights commensurate to its shareholding.

12.3. Each partner may appoint any person or entity as his attorney pursuant to a written proxy given by letter, telegram, telex, facsimile or e-mail, to represent him at the general meetings of partners.

Art. 13. Form - Quorum – Majority.

13.1. If there are not more than twenty-five partners, the decisions of the partners may be taken by circular resolution, the text of which shall be sent to all the partners in writing, whether in original or by telegram, telex, facsimile or e-mail. The partners shall cast their vote by signing the circular resolution. The signatures of the partners may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.

13.2. Collective decisions are only validly taken insofar as they are adopted by partners owning more than half of the share capital.

13.3. However, resolutions to alter the Articles or to dissolve and liquidate the Company may only be adopted by the majority of the partners owning at least three quarters of the Company's share capital.

V. Annual accounts - Allocation of profits

Art. 14. Accounting Year.

14.1. The accounting year of the Company shall begin on the first of January of each year and end on the thirty-first of December.

14.2. Each year, with reference to the end of the Company's accounting year, the Company's accounts are established and the manager or, in case there is a plurality of managers, the board of managers shall prepare an inventory including an indication of the value of the Company's assets and liabilities.

14.3. Each partner may inspect the above inventory and balance sheet at the Company's registered office.

Art. 15. Allocation of Profits.

15.1. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5 %) of the net profits of the Company is allocated to the statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital.

15.2. The general meeting of partners has discretionary power to dispose of the surplus. It may in particular allocate such profit to the payment of a dividend or transfer it to the reserve or carry it forward.

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

(i) a statement of accounts or an inventory or report is established by the manager or the board of managers;

(ii) this statement of accounts, inventory or report shows that sufficient funds are available for distribution; it being understood that the amount to be distributed may not exceed realised profits since the end of the last financial year, increased by carried forward profits and distributable reserves but decreased by carried forward losses and sums to be allocated to the statutory reserve;

(iii) the decision to pay interim dividends is taken by the sole partner or the general meeting of partners;

(iv) assurance has been obtained that the rights of the creditors of the Company are not threatened.

VI. Dissolution - Liquidation

Art. 16. Dissolution - Liquidation.

16.1. In the event of a dissolution of the Company, the liquidation will be carried out by one or several liquidators, who do not need to be partners, appointed by a resolution of the single partner or the general meeting of partners which will determine their powers and remuneration. Unless otherwise provided for in the resolution of the partner(s) or by law, the liquidators shall be invested with the broadest powers for the realisation of the assets and payments of the liabilities of the Company.

16.2. The surplus resulting from the realisation of the assets and the payment of the liabilities of the Company shall be paid to the partner or, in the case of a plurality of partners, the partners in proportion to the shares held by each partner in the Company.

VII. General provision

17. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Transitory provision

The first accounting year shall begin on the date of this deed and shall end on December 31, 2012.

Subscription - Payment

Thereupon, Jiangsu Shunfeng Photovoltaic Technology Co.,Ltd., represented as stated hereabove, declare to have subscribed to twelve thousand five hundred (12,500) shares of the share capital of the Company, representing the whole share capital, and declare to have fully paid up the twelve thousand five hundred (12,500) shares with a nominal value of one Euro (EUR 1.-) each, by contribution in cash, so that the amount of twelve thousand five hundred Euros (EUR 12,500.-) is at the disposal of the Company, as has been proved to the undersigned notary, who expressly acknowledges it.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is approximately one thousand Euros.

Resolutions of the sole partner

Immediately after the incorporation of the Company, the sole partner, representing the entirety of the subscribed share capital, has passed the following resolutions:

1. The following person is appointed as class A manager of the Company for an indefinite period:

- Mr. Zhan GAO, born on July 19, 1969, at Jiangsu, residing at Room 601, No.2 Building, Hebing Garden, Changzhou City, Jiangsu Province, China,

2. The following person is appointed as class B manager of the Company for an indefinite period:

- Mr. Shaohui ZHANG, lawyer, born in Guangdong, on October 1, 1971, with professional address at L-1724 Luxembourg, 3B, boulevard du Prince Henri.

3. The registered office of the Company is set at L-1724 Luxembourg, 3B, boulevard du Prince Henri.

Statement

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

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

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

Suit la version française du texte qui précède:

L'an deux mille douze, le treize juin;

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

A COMPARU:

Jiangsu Shunfeng Photovoltaic Technology Co.,Ltd., (étant en chinois "..."), une société de droit de la République populaire de Chine (ci-après: «R.P.C.»), immatriculée à l'Administration de l'Industrie et du Commerce de Changzhou, sous le numéro 32040 04000 17904, ayant son siège social à No.99 Yanghu Road, Wujin Hi-tech Industrial Zone, Jiangsu Province, R.P.C.,

ici représentée par Madame Maria MUZS, avocat, dont l'adresse professionnelle est à Luxembourg, en vertu d'une procuration sous seing privé.

Laquelle procuration restera, après avoir été signée «ne varietur» par le mandataire et le notaire instrumentant, annexée aux présentes pour être formalisées avec elles.

Laquelle partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire d'arrêter les statuts d'une société à responsabilité limitée à constituer comme suit:

I. Dénomination - Siège social - Objet social - Durée

Art. 1 er . Dénomination. Il est établi entre les comparant(e)s et tous ceux qui pourront devenir détenteurs des parts sociales ci-après créées une société à responsabilité limitée sous la dénomination: «Shunfeng Photovoltaic Luxembourg S.à r.l.» (la Société), qui sera régie par les lois du Luxembourg, en particulier par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la Loi) et par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la société est établi à Luxembourg-Ville, Grand-Duché de Luxembourg. Il peut être transféré dans les limites de la commune de Luxembourg par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance. Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par résolution de l'associé unique ou de l'assemblée générale des associés délibérant comme en matière de modification des Statuts.

2.2. Il peut être créé par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance, des succursales, filiales ou bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger. Lorsque le gérant unique ou le conseil de gérance estime que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale au siège social ou la communication aisée entre le siège social et l'étranger se produiront ou seront imminents, le siège social pourra être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances anormales. Cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société qui restera une société luxembourgeoise.

Art. 3. Objet social.

3.1 La Société a pour objet la prise de participations, tant au Luxembourg qu'à l'étranger, dans d'autres sociétés ou entreprises sous quelque forme que ce soit et la gestion de ces participations. La Société pourra en particulier 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 en général toutes valeurs ou instruments financiers émis par toute entité publique ou privée. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise. Elle pourra 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 pourra 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 d'actions et obligations et d'autres titres représentatifs d'emprunts et/ou de créances. La Société pourra prêter des fonds, y compris ceux résultant des emprunts et/ou des émissions d'obligations, à ses filiales, sociétés affiliées et à toute autre société. Elle peut également consentir des garanties ou des sûretés au profit de tierces personnes afin de garantir ses obligations ou les obligations de ses filiales, sociétés affiliées ou de toute autre société. La Société pourra en outre nantir, céder, grever de charges toute ou partie de ses avoirs ou créer, de toute autre manière, des sûretés portant sur toute ou partie de ses avoirs.

3.3. La Société peut, d'une manière générale, employer toutes techniques et instruments liés à des investissements en vue d'une gestion efficace, y compris des techniques et instruments destinés à la protéger contre les risques de change, de taux d'intérêt et autres risques.

3.4. La Société pourra accomplir toutes opérations commerciales ou financières ainsi que tous transferts de propriété mobiliers ou immobiliers, qui directement ou indirectement favorisent la réalisation de son objet social ou s'y rapportent de manière directe ou indirecte.

4. Durée.

4.1 La Société est constituée pour une durée illimitée.

4.2 La Société ne sera pas dissoute par suite du décès, de l'interdiction, 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 douze mille cinq cents Euros (EUR 12.500,-), représenté par douze mille cinq cents (12.500) parts sociales sous forme nominative avec une valeur nominale d'un Euro (EUR 1,-) chacune, toutes entièrement souscrites et libérées.

5.2. Le capital social de la Société pourra être augmenté ou réduit en une seule ou plusieurs fois par résolution de l'associé unique ou de l'assemblée générale des associés délibérant comme en matière de modification des Statuts.

Art. 6. Parts sociales.

6.1. Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société en proportion directe avec le nombre des parts sociales existantes.

6.2. Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

6.3. Les parts sociales sont librement transmissibles entre associés et, en cas d'associé unique, à des tiers.

En cas de pluralité d'associés, la cession de parts sociales à des non-associés n'est possible qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social.

La cession de parts sociales n'est opposable à la Société ou aux tiers qu'après qu'elle ait été notifiée à la Société ou acceptée par elle en conformité avec les dispositions de l'article 1690 du code civil.

Pour toutes autres questions, il est fait référence aux dispositions des articles 189 et 190 de la Loi.

6.4. Un registre des associés sera tenu au siège social de la Société conformément aux dispositions de la Loi où il pourra être consulté par chaque associé.

6.5. La Société peut procéder au rachat de ses propres parts sociales dans les limites et aux conditions prévues par la Loi.

III. Gestion – Représentation

Art. 7. Conseil de gérance.

7.1 La Société est gérée par un ou plusieurs gérants nommés par résolution de l'assemblée générale des associés laquelle fixe la durée de leur mandat. Dans la mesure où plusieurs gérants sont nommés, ils constituent le conseil de gérance composé d'un (1) ou plusieurs gérants de classe A et (1) ou plusieurs gérants de classe B. Le(s) gérant(s) n'est/ne sont pas nécessairement un/des associé(s).

7.2 Les gérants sont révocables ad nutum.

Art. 8. Pouvoirs du conseil de gérance.

8.1. Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du gérant ou, en cas de pluralité de gérants, du conseil de gérance, qui aura tous pouvoirs pour effectuer et approuver tous actes et opérations conformes à l'objet social.

8.2. Des pouvoirs spéciaux et limités pour des tâches spécifiques peuvent être délégués à un ou plusieurs agents, associés ou non, par le gérant, ou s'il y a plus d'un gérant, par la signature conjointe de deux gérants.

Art. 9. Procédure.

9.1. Le conseil de gérance se réunira aussi souvent que l'intérêt de la Société l'exige ou sur convocation d'un des gérants au lieu indiqué dans l'avis de convocation.

9.2. Il sera donné à tous les gérants un avis écrit de toute réunion du conseil de gérance au moins 24 (vingt-quatre) heures avant la date prévue pour la réunion, sauf en cas d'urgence, auquel cas la nature (et les motifs) de cette urgence seront mentionnés brièvement dans l'avis de convocation de la réunion du conseil de gérance.

9.3. La réunion peut être valablement tenue sans convocation préalable si tous les gérants de la Société sont présents ou représentés lors de la réunion et déclarent avoir été dûment informés de la réunion et de son ordre du jour. Il peut aussi être renoncé à la convocation avec l'accord de chaque gérant de la Société donné par écrit soit en original, soit par télégramme, télex, téléfax ou courrier électronique.

9.4. Tout gérant pourra se faire représenter aux réunions du conseil de gérance en désignant par écrit un autre gérant comme son mandataire.

9.5. Le conseil de gérance ne pourra délibérer et agir valablement que si la majorité des gérants est présente ou représentée et au moins un (1) gérant de classe A et au moins un (1) gérant de classe B sont présents ou représentés. Les décisions du conseil de gérance sont prises valablement à la majorité des voix des gérants présents ou représentés sous réserve qu'une résolution ne sera valablement adoptées sans être approuvées par au moins un (1) gérant de classe

A et au moins une(1) gérant de classe B. Les procès-verbaux des réunions du conseil de gérance seront signés par tous les gérants présents ou représentés à la réunion.

9.6. Tout gérant peut participer à la réunion du conseil de gérance par téléphone ou vidéo conférence ou par tout autre moyen de communication similaire, ayant pour effet que toutes les personnes participant à la réunion peuvent s'entendre et se parler. La participation à la réunion par un de ces moyens équivaut à une participation en personne à la réunion.

9.7. Les résolutions circulaires signées par tous les gérants seront considérées comme étant valablement adoptées comme si une réunion du conseil de gérance dûment convoquée avait été tenue. Les signatures des gérants peuvent être apposées sur un document unique ou sur plusieurs copies d'une résolution identique, envoyées par lettre ou téléfax.

Art. 10. Représentation. La Société sera engagée, en tout circonstance, vis-à-vis des tiers par les signatures conjointes d'un (1) gérant de classe A et d'un (1) gérant de classe B, ou, par les signatures conjointes ou la signature unique de toutes personnes à qui de tels pouvoirs de signature ont été valablement délégués conformément à l'article 8.2. des Statuts.

Art. 11. Responsabilité des gérants. Les gérants ne contractent à raison de leur fonction aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont pris en conformité avec les Statuts et les dispositions de la Loi.

IV. Assemblée générale des associés

Art. 12. Pouvoirs et Droits de vote.

12.1. L'associé unique exerce tous les pouvoirs qui sont attribués par la Loi à l'assemblée générale des associés.

12.2. Chaque associé possède des droits de vote proportionnels au nombre de parts sociales détenues par lui.

12.3. Tout associé pourra se faire représenter aux assemblées générales des associés de la Société en désignant par écrit, soit par lettre, télégramme, télex, téléfax ou courrier électronique une autre personne comme mandataire.

Art. 13. Forme - Quorum – Majorité.

13.1. Lorsque le nombre d'associés n'excède pas vingt-cinq associés, les décisions des associés pourront être prises par résolution circulaire dont le texte sera envoyé à chaque associé par écrit, soit en original, soit par télégramme, télex, téléfax ou courrier électronique. Les associés exprimeront leur vote en signant la résolution circulaire. Les signatures des associés apparaîtront sur un document unique ou sur plusieurs copies d'une résolution identique, envoyées par lettre ou téléfax.

13.2. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital social.

13.3. Toutefois, les résolutions prises pour la modification des Statuts ou pour la dissolution et la liquidation de la Société seront prises à la majorité des voix des associés représentant au moins les trois quarts du capital social de la Société.

V. Comptes annuels – Affectation des bénéfices

Art. 14. Exercice social.

14.1. L'exercice social commence le premier janvier de chaque année et se termine le trente et un décembre.

14.2. Chaque année, à la fin de l'exercice social, les comptes de la Sociétés sont arrêtés et le gérant ou, en cas de pluralité de gérants, le conseil de gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la Société.

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

Art. 15. Affectation des bénéfices.

15.1. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Il sera prélevé cinq pour cent (5%) sur le bénéfice net annuel de la Société qui sera affecté à la réserve légale jusqu'à ce que cette réserve atteigne dix pour cent (10%) du capital social de la Société.

15.2. L'assemblée générale des associés décidera discrétionnairement de l'affectation du solde restant du bénéfice net annuel. Elle pourra en particulier attribuer ce bénéfice au paiement d'un dividende, l'affecter à la réserve ou le reporter.

15.3. Des dividendes intérimaires pourront être distribués à tout moment dans les conditions suivantes:

(i) un état comptable ou un inventaire ou un rapport est dressé par le gérant ou le conseil de gérance;

(ii) il ressort de cet état comptable, inventaire ou rapport que des fonds suffisants sont disponibles pour la distribution, étant entendu que le montant à distribuer ne peut excéder les bénéfices réalisés depuis la fin du dernier exercice social, augmenté des bénéfices reportés et des réserves distribuables mais diminué des pertes reportées et des sommes à allouer à la réserve légale;

(iii) la décision de payer les dividendes intérimaires est prise par l'associé unique ou l'assemblée générale des associés;

(iv) le paiement est fait dès lors qu'il est établi que les droits des créanciers de la Société ne sont pas menacés.

VI. Dissolution – Liquidation

Art. 16. Dissolution – Liquidation.

16.1. En cas de dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par résolution de l'associé unique ou de l'assemblée générale des associés qui fixera leurs pouvoirs et rémunération. Sauf disposition contraire prévue dans la résolution du (ou des) associé(s) ou par la loi, les liquidateurs seront investis des pouvoirs les plus étendus pour la réalisation des actifs et le paiement des dettes de la Société.

Le boni de liquidation résultant de la réalisation des actifs et après paiement des dettes de la Société sera attribué à l'associé unique, ou en cas de pluralité d'associés, aux associés proportionnellement au nombre de parts sociales détenues par chacun d'eux dans la Société.

VII. Disposition générale

Pour tout ce qui ne fait pas l'objet d'une disposition spécifique par les présents Statuts, il est fait référence à la Loi.

Disposition transitoire

La première année sociale débutera à la date du présent acte et se terminera au 31 décembre 2012.

Souscription – Libération

Ensuite, Jiangsu Shunfeng Photovoltaic Technology Co.,Ltd., représentée comme dit ci-dessus, déclare avoir souscrit à douze mille cinq cents (12.500) parts sociales du capital social, représentant la totalité du capital social de la Société et avoir entièrement libéré les douze mille cinq cents (12.500) parts sociales avec une valeur nominale d'un Euro (EUR 1,-) chacune, par versement en espèces, de sorte que la somme de douze mille cinq cents Euros (EUR 12.500,-) est à la disposition de la Société, ce qui a été prouvé au notaire instrumentant, qui le reconnaît expressément.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, s'élève approximativement à la somme de mille euros.

Résolutions de l'associé unique

Et aussitôt, l'associé unique, représentant l'intégralité du capital social a pris les résolutions suivantes:

1. La personne suivante est nommée comme gérant de classe A de la Société pour une durée indéterminée:

- Monsieur Zhan GAO, né le 19 juillet 1969, à Jiangsu, demeurant à Room 601, No.2 Building, Hebing Garden, Changzhou City, Jiangsu Province, Chine.

2. La personne suivante est nommée comme gérant de classe B de la Société pour une durée indéterminée:

- Monsieur Shaohui ZHANG, avocat, né à Guangdong, le 1 er octobre 1971, ayant son adresse professionnelle à L-1724 Luxembourg, 3B, boulevard du Prince Henri.

3. Le siège social de la Société est établi à L-1724 Luxembourg, 3B, boulevard du Prince Henri.

Déclaration

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

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

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

Signé: M. MUZS, C. WERSANDT.

Enregistré à Luxembourg A.C., le 15 juin 2012. LAC/2012/27811. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 21 juin 2012.

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