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MEMORIAL

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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 2152 **30 août 2012**

SOMMAIRE

ASK Funds, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 171.061.

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In the year two thousand and twelve, on the seventeenth of August.

Before Maître Pierre PROBST, notary residing in Ettelbrück (Grand Duchy of Luxembourg)

There appeared:

"Alceda Fund Management S.A." incorporated in Luxembourg on January 1, 2007 as a public limited company; registered at the Registrar of Companies of Luxembourg under registration number B 123356 with registered office at 5, Heienhaff L-1736 Senningerberg

here represented by

- Mr Jean-Claude Michels, residing professionally in L-1736 Senningerberg

by virtue of a proxy given dated 8 August 2012;

The proxy given, signed ne varietur by the appearing person and the undersigned notary shall remain annexed to the present deed to be filed at the same time with the registration authorities.

The such appearing party, in the capacity in which it acts, has requested the notary to enact these Articles of Association of a société d'investissement à capital variable, which it declares to incorporate between themselves:

ARTICLES OF ASSOCIATION

Name, Registered Offices and Purpose of the Company

Art. 1. Name. An investment company in the form of a company limited by shares shall herewith be formed as a "Société d'investissement à capital variable" under the name ASK Funds (hereinafter the "Investment Company"). The Investment Company is an umbrella company that shall contain one or several sub-funds (the "Sub-funds").

Art. 2. Registered office. The registered office of the Investment Company shall be in the municipality of Niederanven in the Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, on the basis of a majority decision of the board of directors of the Company (hereinafter the "Board of Directors"), the registered office of the Company may be relocated to another location within the municipality of Niederanven. Furthermore, the Investment Company may set up branches and other offices in other locations both within the Grand Duchy of Luxembourg and abroad. In the event of an existing or the impending threat of a political or military nature or any other emergency brought about by force majeure outside the control, responsibility and sphere of influence of the Investment Company and if this situation has a detrimental impact on the daily business of the Investment Company or influences transactions between the location of the registered office of the Investment Company and other locations abroad, the Board of Directors shall be entitled by way of majority decision to temporarily relocate the registered office of the Investment Company abroad for the purpose of re-establishing normal business relations. However, in this case the Company shall retain the Luxembourg nationality.

Art. 3. Purpose.

1. The exclusive purpose of the Investment Company is the investment in securities and/or other permissible assets in accordance with the principle of diversification of risk pursuant to Part I of the Law of the Grand Duchy of Luxembourg dated 17 December 2010 relating to Undertakings for Collective Investment (hereinafter "2010 Law"), with the aim of increasing value to the benefit of the shareholders through following a specific investment policy.

2. Taking into consideration the principles set out in the 2010 Law and the Law dated 10 August 1915 concerning commercial companies (including subsequent amendments and supplements) (hereinafter "Law of 1915"), the Company may carry out all transactions that are expedient or necessary for the fulfillment of the Investment Company´s purpose.

Art. 4. General Investment Principles and Restrictions. The objective of the investment policy of the individual funds is to achieve reasonable capital growth in the respective currency of the Sub-fund (as defined in Article 14 of the Articles of Association in conjunction with the relevant Annex to the Sales Prospectus). Details of the investment policy of each Sub-fund are contained in the relevant Annexes to the Sales Prospectus.

The following general investment principles and restrictions apply to all Sub-funds, insofar as no deviations or supplements are contained in the relevant Annex to the Sales Prospectus for a particular Sub-fund.

The respective Sub-fund assets are invested pursuant to the principle of risk diversification in the sense of the provisions of Part I of the 2010 Law and in accordance with the following investment policy principles and investment restrictions.

1. Definitions:

a) Regulated market

A regulated market is a market for financial instruments within the meaning of Article 4, No. 14 of Directive 2004/39/EC of the European Parliament and of the Council, dated 21 April 2004 concerning the market for financial instruments (hereafter "Directive 2004/39/EC").

b) Securities

ba) Securities include:

- Shares and other equity-related securities ("Shares").

- Debenture bonds and other securitised debt instruments ("Debt Securities").

- All other marketable securities that permit the acquisition of securities within the meaning of Directive 2004/39/EC, either through subscription or conversion. Exceptions to these are techniques and instruments listed in Article 42 of the 2010 Law.

bb) The concept of securities also comprises option warrants on securities if these option warrants are registered for official trading or are traded on other regulated markets and if the underlying value of this security is actually delivered when the option is exercised.

c) Money market instruments.

Money market instruments describe instruments that are normally traded on the money market, that are liquid and whose value can be determined precisely at any time.

2. Exclusively the Investment Company in respect of each Sub-fund:

a) acquires securities and money market instruments that are registered or traded on a regulated market;

b) acquires securities and money market instruments that are traded on another regulated market in a European Union member state ("Member State"), which is recognised, open to the public and which functions according to an accepted set of rules;

c) acquires securities and money market instruments that are officially listed on a stock exchange in a non-EU country, or that are traded on another regulated market of a non-EU country, which is recognised, open to the public and which functions according to an accepted set of rules;

d) acquires newly-issued securities and money market instruments where the conditions of issue include an obligation to apply for registration to be officially listed on a securities market or on another regulated market, which is recognised, open for the public and which functions according to an accepted set of rules, and that this registration shall be granted within a year of issue;

securities and money market instruments mentioned under No. 2 c) and d) above shall be officially listed or traded within North America, South America, Australia (including Oceania), Africa, Asia and/or Europe.;

e) acquires shares in undertakings for collective investment is transferable securities ("UCITS") that were registered in accordance with Directive 2009/65 and/or other undertakings for collective investment ("UCI") within the meaning of the first and second points of Article 1, Para. 2 of Directive 2009/65 regardless of whether these have their head office in a member state or non-EU country, provided

- these UCI are registered according to legal regulations that are subject to supervision, which in the opinion of the Luxembourg supervisory authorities are equivalent to those under EU law and which provide sufficient guarantees for collaboration between the relevant authorities (currently the United States of America, Canada, Switzerland, Hong Kong, Japan, Norway and Liechtenstein);

- the level of protection for investors in the UCI is equivalent to that for UCITS and particularly that the separate safe-keeping, borrowing, granting credit and the short sales of securities and money market instruments meet the requirements of Directive 2009/65;

- the business activities of the UCI are recorded in half-yearly and annual reports that allow outside parties to make a

- the UCITS and other UCI – whose shares are to be acquired – are not entitled, either according to their contractual conditions or their articles of association to hold more than 10% of their net asset value in shares of one other UCITS or UCI.

f) operates sight deposits or terminable deposits with a term not exceeding 12 months at banks, provided that the bank concerned is headquartered in an EU member state, an OECD and FATF member state or, if the bank is headquartered elsewhere that it is subject to supervisory regulations that are subject to equivalent to those under EU law in the opinion of the Luxembourg supervisory authorities;

g) acquired derivatives, including equivalent instruments settled in cash that are traded on one of the regulated markets described in paragraphs a), b) or c) above, and/or derivates that are traded over the counter, provided that:

- the underlying assets are instruments as defined by Article 41, Para.1 of the 2010 Law, or are financial indices, interest rates, exchange rates or currencies in which the Investment Company in respect of each Sub-fund is entitled to invest according to the investment goals laid out in these fund Articles of Association;

- that the counterparties in transactions with OTC derivatives are subject to supervision, are first-class institutions for the categories, are registered with the Luxembourg supervisory authorities and are specialised in this type of business;

- the OTC derivatives are subject to reliable and verifiable daily valuation and can, at any time and on the initiative of the Investment Company, be sold at a reasonable value, liquidated or evened up in business.

h) acquires money market instruments that are not traded on a regulated market and that fall under the definition of Article 1 of the 2010 Law provided the issue or issuer of these instruments are already subject to regulations governing deposit and investor protection and provided that they are

- issued or guaranteed by a national, regional or local authority, or the central bank of a member state, the European Central Bank, the European Union or the European Investment Bank, a non-EU country, or, if by a federal state, a constituent state of the federation or by an international organisation resembling a public body to which at least one member state belongs, or

- issued by a company whose securities are traded on regulated markets described under letters a), b) or c) of this Article above;

- issued or guaranteed by an institution that is subject to supervision according to criteria determined in EU law, or by an institution that is subject to, and complies with, supervisory regulations that are at least as strict as those under EU law; or

- issued by other issuers of a category registered by the Luxembourg supervisory authorities, provided regulations are in place for investor protection related to these instruments that are equivalent to the three points above, and provided that the issuer is either a company with shareholder equity of at least EUR 10 million, that its year-end accounts are compiled and published in accordance with regulations contained in Directive 78/660/EEC, or a legal entity within a corporate group comprising one or more quoted companies that is responsible for the financial affairs of the group, or a legal entity that finances the securitisation of debt by using a credit limit granted by a bank.

However, up to 10% of the respective Sub-fund's net assets may be invested in securities and money market instruments other than those mentioned in No. 2 of this Article.

4. Techniques and instruments

a) Given the conditions and restrictions prescribed by the Luxembourg supervisory authorities, the respective Sub-Fund's Net Assets may use techniques and instruments relating to securities and money market instruments provided such use is made with the intention of securing more efficient management of the respective Sub-fund. If these transactions refer to the use of derivatives, conditions and restrictions should agree with the provisions of the 2010 Law.

Furthermore, the Investment Company is not entitled to deviate from investment goals described in the Sales Prospectus and in these Articles of Association when using such techniques and instruments.

b) The Investment Company shall ensure that the whole risk related to derivatives does not exceed in respect of each particular Sub-fund the total net value of its portfolio.

The calculation of the risk includes the market value of the underlying assets, the default risk, future market fluctuations and the liquidation period of the asset. The same applies to the two paragraphs below.

Within the scope of its investment policy and the restrictions regulated by Article 43, Para. 5 of the 2010 Law the Investment Company may in respect of each Sub-fund invest in derivatives, provided that the whole risk of the underlying assets does not exceed investment restrictions mentioned in Article 43 of the 2010 Law. Investments made in index-based derivatives are not taken into account when contemplating the investment limits mentioned in Article 43 of the 2010 Law.

If a derivative is embedded in a security or a money market instrument, it should be taken into account when establishing compliance with Article 42 of the 2010 Law.

c) Securities lending

In accordance with CSSF circular 08/356, the Investment Company may in respect of each Sub-fund lend up to 50% of the securities held in its asset portfolio to a borrower for a period of up to thirty days either directly or indirectly through a standardised securities lending system organised by a recognised clearing institution or a securities lending system organised by a financial institution subject to prudential rules of supervision regarded by the CSSF as equivalent to those prescribed by Community law.

The counterparty risk of a UCI vis-à-vis one and the same counterparty in relation to one or more securities lending transactions may not exceed 10% of the Sub-fund's net assets where the counterparty is a financial institution as defined by Article 41 Para. 1 Letter f) of the Law dated 17 December 2010; or 5% of the Sub-fund's net assets in other cases. It is not intended that the monies received by way of guarantee will be reinvested.

In addition, a guarantee must be provided to the Investment Company in accordance with II b) of the above circular prior to, or on, the transfer of the lent securities.

In all cases the borrower must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law.

If the agreement provides that the respective Sub-fund can make use of its rights relating to withdrawal and surrender at any time, more than 50% of the securities held in the respective Sub-fund can be lent.

5. Repurchase agreements

The Investment Company may on behalf of each Sub-fund engage in repurchase agreements for the respective Sub-fund. These consist of the purchase and sale of securities in which the agreements grant the purchaser the right or the duty to buy back securities sold at a price and within a period agreed in contract by the parties.

When deploying such repurchase agreements, the Investment Company can operate either as the purchaser or the seller. However, such transactions are subject to the following guidelines:

a) Securities may only be bought or sold through repurchase agreements when the counterparty is a first-rate financial institution specialised in this type of business.

b) During the term of a repurchase agreement, the securities may not be sold before the right to repurchase the securities has been exercised, or before the expiry of the repurchase period.

With respect to the extent of the Investment Company's obligations in repurchase agreements, the Investment Company needs to ensure that the relevant Sub-fund is capable of meeting its obligations to repurchase shares at any time.

The Investment Company can make suitable arrangements and can accept further investment restrictions as are, or may become, necessary to meet the requirements in those jurisdictions where fund shares of the Investment Company are to be sold.

In addition to the above provisions, the Investment Company may, as a means of ensuring that the respective Sub-fund's assets are efficiently managed and in accordance with the stipulations of the CSSF Circular 08/356, employ the techniques and instruments related to securities repurchase agreements.

In the event that the Investment Company receives sureties in the form of cash as part of such an agreement, these sureties may be reinvested for the fund in accordance with the rules laid out in the above circular.

6. Risk diversification

a) The Investment Company may in respect of each Sub-fund invest up to 10% of its net assets in securities or money market instruments issued by a single issuer. The Investment Company may in respect of each Sub-fund not invest more than 20% of its net assets in deposits issued by a single issuer.

The default risk with transactions in OTC derivatives may not exceed the following limits:

- 10% of the respective Sub-fund's net assets, if the counterparty is a bank within the meaning of Article 41, Para. 1, letter f) of the Law dated 17 December 2010and

- 5% of the respective Sub-fund's net assets in all other cases.

b) The total value of the securities and money market instruments of issuers in whom the Investment Company has invested more than 5% of the respective Sub-fund's net assets may not exceed 40% of the respective Sub-fund's net assets. This restriction does not apply to deposits and to transactions in OTC derivatives made with financial institutions that are subject to supervision.

Despite the individual upper limits listed in a) above, the Investment Company may invest up to 20% of the respective Sub-fund's net assets with a single body in a combination of

- securities or money market instruments issued by this body and/or

- deposits with this body and/or

- OTC derivatives acquired by this body

c) the investment limit of 10% of the Sub-Fund's Net Assets mentioned under No. 6, letter a) of this Article may increase to 35% for securities or money market instruments issued or guaranteed by a member state, its national authorities, a non-EU country or other international undertakings similar in nature to a public body to which one or more member state(s) belong(s).

d) the investment limit of 10% of the Sub-Fund's Net Assets mentioned under Article 6, letter a) above may increase to 25% for Sub-Fund's Net Assets if the debenture bonds to be acquired are issued by a bank headquartered in an EU member state that is subject to special public supervision under law, which protects the holder of the debenture bond. In particular, the Investment Company is legally bound to invest revenue generated from the issue of these debenture bonds in assets that, through a priority security interest, sufficiently cover resulting obligations for the complete term of the debenture bond and that are also available to repay the capital and the payment of interest in the event of non-performance by the issuer.

Should more than 5% of the sub-fund's net assets be invested in debenture bonds issued by such issuers, the total value of the investment in such debenture bonds may not exceed 80% of the respective Sub-Fund's Net Assets.

e) The limit of the total value to 40% of the respective Sub-Fund's Net Assets stipulated in No.6, b) sentence 1 of this Article does not apply to c) and d) above.

f) The investment restrictions of 10%, 35% and 25% of the respective Sub-Fund's Net Assets stipulated in 6 a) to d) of this Article are not intended to be cumulative. In total, a maximum of 35% of the Sub-Fund's Net Assets can be invested in the securities and money market instruments of a single body or in deposits or derivatives of the same body.

Companies that belong to the same group with regard to the preparation of consolidated financial statements as defined by Directive 83/349/EEC of the Council dated 13 June 1983, based on Article 54, para. 3 g) of the Treaty on Consolidated Accounts (Official Journal L 193 dated 18 July 1983, p.1) or in accordance with international accounting standards are to be regarded as a single body when calculating the investment limits prescribed by Article 6 a) to f). The Sub-fund in question may invest 20% of its net assets in securities and money market instruments issued by a single corporate group.

g) Notwithstanding the investment restrictions set out in Article 48 of the Law dated 17 December 2010the Investment Company may may on behalf of each Sub-fund invest up to 20% of its respective net assets in shares and debt instruments

issued by a single body if the goal of the investment policy for the respective Sub-fund to replicate a share and debt instrument index recognised by the Luxembourg supervisory authorities. The conditions for this, however, include the following:

- that the compilation of the index is sufficiently diverse;

- that the index represents an adequate foundation and reference for the market, and

- that the index is published in a reasonable manner.

The investment restrictions mentioned above increase to 35% of the Sub-Fund's Net Assets when exceptional market conditions justify it, particularly on regulated markets that are strongly dominated by certain securities or money market instruments. This investment restriction only applies when investing with single issuers. Whether or not the Investment Company makes use of these options for the respective sub-fund can be found in the relevant Annex to the Sales Prospectus.

h) Notwithstanding the details provided in Article 43 of the 2010 Law without prejudicing the principle of the spread of risk up to 100% of the respective Sub-Fund's Net Assets can be invested in securities and money market instruments issued or guaranteed by a member state, its national authorities, an OECD member state, Brazil, Singapore or by international undertakings to which one or more member state(s) belong(s). In each case, the securities contained in the respective Sub-Fund's Net Assets have to originate from six various issues, whereby the value of the securities originating from a single issue shall not exceed 30% of the respective Sub-Fund's Net Assets.

i) No more than 10% of the net assets of the respective Sub-fund may be invested in UCITS or UCI, unless a statement to the contrary is provided for in the Sub-fund's specific Annex to the Sales Prospectus. If the investment policy of the respective sub-fund provides for investment of more than 10% of net assets in UCITS or UCI within the meaning of No. 2 e) of this Article, sections j) and k) below apply.

j) Not more than 20% of the respective Sub-Fund's Net Assets may be invested in shares of a single UCITS or a single UCI in accordance with Article 41, Para. 1 e) of the 2010 Law. It should be noted that as defined by Article 41, Para.1 e) of the Law dated 17 December 2010, each sub-fund of an UCITS or UCI that comprises several sub-funds in which assets exclusively guarantee the rights of investors in this sub-fund vis-à-vis those creditors whose own claims were created on the founding, during the term of, or on the liquidation of, the sub-fund, are regarded as independent UCITS or UCI.

k) Not more than 30% of the respective Sub-Fund's Net Assets may be invested in other UCI. In these cases, investment restrictions pursuant to Article 43 of the 2010 Law with respect to assets of UCITS and UCI that can be acquired as shares do not have to be complied with.

l) Where the Company in respect to any Sub-fund acquires shares in other UCITS and/or other UCI that are managed directly or as a result of a transfer by the same management company or by a company to which the management company is linked through joint management or control or a significant direct or indirect holding of more than 10 per cent of the capital or votes, the management company or the other company may charge neither subscription nor redemption fees for investments in such other UCITS and/or UCI. Generally, the acquisition of shares in target funds may lead to management fees being charged at the level of the target fund. Each Sub-fund shall therefore not invest in target funds that are subject to a management fee of more than 3%. The annual report for the Investment Company shall contain information relevant to the respective Sub-fund on the maximum proportion of management fees borne by the sub-fund and the target fund.

m) Pursuant to the 2010 Law the Management Company is not permitted to acquire voting rights shares that enable it to exercise considerable influence on the management of an issuer.

n) Moreover, the Investment Company may on behalf of each Sub-fund acquire

- up to 10% of non-voting shares in a single issuer;

- up to 10% of debenture bonds issued by a single issuer;

- more than 25% of shares issued by a single UCITS and/or UCI; and

- not more than 10% of money market instruments from a single issuer

o) The investment restrictions mentioned under Section 6 m) and n) do not apply if

- the assets acquired are securities and money market instruments issued or guaranteed by a member state or its national authorities, or by a non-EU state;

- the assets acquired are securities and money market instruments issued by an international body resembling a public corporation to which one or more member state(s) belongs.

- The assets acquired are shares held by the respective Sub-fund in the capital of a company headquartered in a non-EU member state that invests a major part of its assets in the securities of issuers domiciled in that country and when, as a result of the laws of that country, this form of investment represents the only option for the respective sub-fund to invest in securities from issuers in that country.

This exception only applies if the investment policy of this non-EU based company complies with the restrictions pursuant to Articles 43, 46 and 48, Paras.1 and 2 of the Law dated 17 December 2010. Article 49 of the Law dated 17 December 2010 applies if the limits named in Articles 43 and 46 of the Law dated 17 December 2010are exceeded.

7. Liquid funds

Part of the Sub-Fund's Net Assets may be held as liquid funds provided these are accessory in nature.

8. Loans and prohibition of encumbrances

a) The respective Sub-fund's assets may not be bonded or otherwise encumbered, be transferred or assigned for collateral, unless funds are borrowed within the meaning of Section b) below, or as security relating to the processing of transactions in financial instruments.

b) The respective Sub-fund is only entitled to take out loans in the short term and only up to a maximum of 10% of the value of the Sub-Fund's Net Assets. Acquisitions of foreign currencies through "Back-to-Back" loans are excepted.

c) Loans may not be granted, nor guarantee obligations for third parties entered into, at the expense of the respective Sub-fund, but this is not an obstacle to the acquisition of not fully-paid up securities, money market instruments or other financial instruments pursuant to Article 41, Para. 1, e), g) and h) of the 2010 Law.

9. Other investment guidelines

a) Short sales are not permitted.

b) The respective Sub-fund may not invest in real estate, precious metals or certificates related to such precious metals.

c) No obligations can be entered into for the respective Sub-fund that exceed, together with loans pursuant to Article 8 b), 10% of the relevant Sub-Fund's Net Assets.

10. Any Sub-fund may, to the widest extent permitted by and under the conditions set forth in applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the Sales Prospectus, subscribe, acquire and/or hold shares to be issued or issued by one or more Sub-funds. In this case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the Sub-fund concerned. In addition and for as long as these shares are held by a Sub-fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law.

11. Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the Sales Prospectus, (i) create any Sub-fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing Sub-fund into a feeder UCITS Sub-fund or (iii) change the master UCITS of any of its feeder UCITS Sub-funds.

12. The investment restrictions mentioned in this Article refer to the time of the acquisition of the securities. If percentages are subsequently exceeded through exchange rate developments or for reasons other than acquisitions, the Investment Company shall strive to return to the prescribed restrictions without delay in the interest of investors.

II. Duration, Merger and Liquidation of the Investment Company

Art. 5. Duration of the Investment Company. The Company has been founded for an indefinite period.

Art. 6. The Merger of the Company with other Undertakings for Collective Investment ("UCIs"). On the basis of a corresponding decision by the general meeting of the shareholders, the Company may be merged with another undertaking for collective investment in transferable securities ("UCITS"). This decision will require the quorum and majority specified in the Law of 1915 for amendments to Articles of Association. The decision of the general meeting of shareholders on the merger of the Company will be published pursuant to the applicable legislative provisions.

The shareholders of a UCITS to be brought in through the merger shall have, for a period of one month, the right to demand the redemption free of charge of all or a part of their shares at the corresponding net asset value per share. The shares of shareholders who have not requested redemption of their shares will be replaced with shares of the absorbing UCITS on the basis of the net asset value per share on the effective date of the merger. If applicable, the shareholders shall receive settlement of fractions.

Art. 7. Liquidation of the Company.

1. On the basis of a corresponding decision by the general meeting of the shareholders, the Company may be liquidated. This decision is to be made observing the applicable conditions for amendments to Articles of Association, unless these Articles of Association, the Law of 1915 or the 2010 Law forego the observance of these conditions.

If the net assets of the Investment Company decrease two thirds of the minimum operating capital, the Board of Directors will convene a general meeting of shareholders and put to this meeting the question of liquidation of the Company. Liquidation shall be decided on with a simple majority of shares present and/or represented.

If the net assets of the Company decrease below one quarter of the minimum capital, the Board of Directors will convene a general meeting of shareholders and put to this meeting the question of liquidation of the Company. Liquidation shall be decided on with a majority of 25% of shares present and/or represented at the general meeting.

General meetings of shareholders will be convened within 40 days of discovery of the circumstance that the net assets have decreased below two thirds or one quarter of the minimum capital.

The decision of the general meeting of shareholders on liquidation of the Company will be published pursuant to the applicable legislative provisions.

2. Unless decided otherwise by the Board of Directors, from the date of the decision on the liquidation of the Company until the date of the conclusion of liquidation, the Company shall not issue, redeem or exchange any shares in the Company.

3. Any net liquidation proceeds that are not claimed by shareholders by the time the liquidation process has ended will be forwarded by the Custodian after the completion of the liquidation process to the Caisse de Consignation in the Grand Duchy of Luxembourg for the account of the entitled shareholders. If not claimed, they shall be forfeited in accordance with Luxembourg law.

III. The Sub-funds, Duration, Merger and Liquidation of one or Several of the Sub-funds

Art. 8. The Sub-funds.

1. The Company consists of one or several Sub-funds. The Board of Directors is entitled to launch further Sub-funds at any time. In this case the Sales Prospectus shall be updated accordingly.

2. In relation to the shareholders amongst themselves, each Sub-fund is independent. The rights and obligations of the shareholders of a Sub-fund are entirely separate to the rights and obligations of shareholders of other Sub-funds. Each individual Sub-fund shall only be liable for claims of third parties that relate to that specific Sub-fund.

Art. 9. Duration of the Individual Sub-funds. One or several Sub-funds may be founded for an indefinite period. Details on the duration of each Sub-fund are contained in the respective Annexes to the Sales Prospectus. If not provided otherwise the duration is without limit.

Art. 10. The Merger of one or Several of the Sub-funds. Any merger of a Sub-fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of shareholders of the Sub-fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or more Sub-fund(s) where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders resolving in accordance with the quorum and majority requirements for changing these Articles of Association. In addition, the provisions on mergers of UCITS set forth in the 2010 Law or any implementation regulation will apply.

The above conditions shall apply accordingly for the merger of share classes.

Art. 11. The Liquidation of one or Several of the Sub-funds.

1. On the basis of a decision by the Board of Directors, a Sub-fund may be liquidated. A liquidation decision may be made in particular in the following cases:

- Insofar as the Sub-fund's net assets on a valuation day have fallen below an amount which is deemed to be a minimum amount for the purpose of managing the Sub-fund in a manner which is commercially viable. The Company has set this amount at EUR 5 million.

- Insofar as, on the basis of a significant change in the commercial or political environment or for reasons of commercial profitability, it is not deemed to be commercially viable to continue to operate the Sub-fund.

The liquidation decision of the Board of Directors is to be published in accordance with the applicable conditions for the publication of communications to the shareholder and in the format required for such communications. The liquidation decision will require the prior approval of the Luxembourg supervisory authorities.

Unless decided otherwise by the Board of Directors, from the date of the decision on the liquidation of the Sub-fund until the date of the conclusion of liquidation, the Company shall not issue, redeem or exchange any shares in the Company.

2. Any net liquidation proceeds that are not claimed by investors by the time the liquidation process has ended will be forwarded by the Custodian after the completion of the liquidation process to the Caisse de Consignation in the Grand Duchy of Luxembourg for the account of the entitled shareholders. If not claimed, they shall be forfeited in accordance with Luxembourg law.

IV. Capital and Shares

Art. 12. Capital. The capital of the Company corresponds at all times to the total net assets of all Sub-funds of the Investment Company pursuant to Article 14 of these Articles of Association and is represented by fully paid-up shares with no nominal value.

The initial capital of the Investment Company amounted at formation to Thirty-one Thousand EUR (EUR 31,000.00), as evidenced by three hundred ten (310,-) shares with no nominal value.

Pursuant to the Law of the Grand Duchy of Luxembourg, the minimum capital of the Company must be the equivalent of EUR 1,250,000 and this must be reached within a period of six months after licensing of the Company by the Luxembourg supervisory authorities. Focus here is on the total net assets of the Investment Company.

Art. 13. Shares.

1. Shares are shares of the respective Sub-fund. Bearer shares will be issued in global certificates. The share certificates are issued in the denominations determined by the Company. Registered shares will be issued up to three decimal figures. If registered shares are issued, these will be documented by the Registrar and Transfer Agent in the share register kept

on behalf of the Company. In this case confirmation of entry of the shares in the share register will be sent to the shareholders to the address specified in the share register. The shareholders shall not be entitled to the physical delivery of share certificates, regardless of whether issue is of bearer or registered shares. Details of the type of shares issued by each Sub-fund are contained in the Annexes to the Sales Prospectus.

2. In order to ensure the simple assignability of shares, an application will be made for the eligibility of shares for collective custody.

3. All disclosures and notifications by the Company to the shareholders will be sent to the address that is entered in the share register. If a shareholder fails to provide information of his address, the Board of Directors may decide that a corresponding note is to be entered into the share register. In this case the shareholder will be treated as if his address is the registered offices of the Company until such time as the shareholder provides the Company with another address. Shareholders may amend the address entered in the share register at any time by way of written notification to be sent to the registered offices of the Registrar and Transfer Agent or to another address to be specified by the Board of Directors.

4. The Board of Directors is authorized to issue at any time an unlimited number of fully paid-up shares, without having to grant existing shareholders a preferential right of subscription to newly issued shares.

5. Share certificates will be signed by two members of the Board of Directors or by one member of the Board of Directors and an agent authorized by the Board of Directors to act as signatory. Signatures of members of the Board of Directors may either be by hand, in printed form or by way of name stamp. An authorized agent must provide signature by hand.

6. All shares in a Sub-fund have fundamentally the same rights, unless the Board of Directors decides to issue different classes of share within the same Sub-fund pursuant to the following subparagraph of this Article.

7. The Board of Directors may decide from time to time to permit two or more share classes within one Sub-fund. The share classes may differ from one another in their qualities and rights, the use of profits and proceeds, fee structures or other specific qualities and rights. All shares entitle the holder or bearer in the same way from the day of issue to participate in yields, share price gains and liquidation proceeds in their particular share category. Insofar as share classes are formed for a particular Sub-fund, details of the specific qualities or rights for each share class are contained in the corresponding Annex to the Sales Prospectus.

Art. 14. Calculation of Net Asset Value per Share.

1. The Net Assets of the Company are expressed in United States Dollar (USD) (“Reference Currency”).

2. The net asset value of a share of ach Sub-fund (“Net Asset Value per Share”) is given in the currency of the Sub-fund, which is stated in the respective Annex to this Sales Prospectus (“Sub-fund Currency”) unless an alternative currency is indicated for any other classes of shares in the respective Annex to the Sales Prospectus..

3. The net asset value per share of each Sub-fund is calculated by the Company or an agent appointed for this purpose, under the supervision of the Custodian, on each valuation day, as determined by the Board of Directors in respect of each Sub-fund (provided that the net asset value per share should be calculated at least twice per month), on which the banks in Luxembourg and Frankfurt/Main are open for daily business transactions (“Bank Working Day”) with exception of the 24 th and 31 st December (the “Valuation Day”). The calculation of the net asset value per share for any given Valuation Day takes place on the following Bank Working Day (the “Calculation Day”).

However, the Investment Company can decide to perform a net asset value calculation per share in respect of the 24 th and 31 st December, being however understood that no issuance, redemption and/or conversion of shares may be accepted or processed on the basis of such a net asset value calculation.

4. The net asset value per share is calculated in respect of each Valuation Day by dividing, the value of the assets of each Sub-fund less the liabilities of each Sub-fund by the number of shares in circulation on the respective Valuation Day. The value so obtained may be rounded up to two decimal places.

5. Insofar as information on the situation of the assets must be specified in the annual reports or half-yearly reports and/or other financial statistics pursuant to the applicable legislative provisions or in accordance with the conditions of these Articles of Association, the value of the assets of each Sub-fund will be converted to the Reference Currency.

The net assets of the Sub-fund will be calculated according to the following principles:

a) Securities and money market instruments which are officially quoted on a securities exchange will be valued at the latest available closing prices for the previous day. If a security is officially quoted on several securities exchanges, valuation shall be based on the latest available previous day’s closing price for the exchange which acts as the principal market for that security.

b) Securities and money market instruments that are not officially quoted on a securities exchange but are traded on a regulated market are valued at a rate that may not be below the bid price and not above the offer price on the Valuation Day and that the Board of Directors considers to be the best possible rate the security can be sold for.

c) The value of futures, forwards or options traded on stock exchanges or other regulated markets is calculated on the basis of the last available publicised closing prices on the Valuation Day previous day’s closing prices for such contracts on the stock exchanges or regulated markets on which these futures, forwards or options are traded by the respective

Sub-fund. If no price quotation is available for a future, forward or option on a day on which the net asset value is to be determined, the value of these securities shall be determined in a suitable and fair manner by the Board of Directors.

d) The value of futures, forwards or options not traded on stock exchanges or other regulated markets (OTC derivatives) corresponds to the respective net liquidation value for the Valuation Day, as determined on the consistently applied basis for all types of contracts in accordance with the guidelines defined Board of Directors. Swaps are valued at their market value. In the case of interest swaps, with reference to the underlying interest trend.

e) UCITS and UCI are valued at their latest available redemption price existing on the respective Valuation Day. Units or shares of UCITS or UCIs for which the redemption has been suspended, are valued as all other assets at their respective market value as determined in good faith by the Board of Directors on the basis of generally accepted valuation principles verifiable by auditors.

f) If the respective prices are not in line with market conditions and if no prices can be determined for securities other than those named in a) and b) above, these securities shall be valued at their respective market value – as with all other legally registered assets – determined in good faith by the Board of Directors on the basis of their reasonably foreseeable sales prices.

g) Liquid funds are valued at their face value, less interest.

h) The market value of securities and other investments quoted in currencies other than the respective Sub-fund currency is converted to the corresponding Sub-fund currency based on the last available middle market price. Gains and losses arising from foreign exchange transactions are added or deducted as applicable.

The net assets of the respective Sub-fund are reduced by dividends, paid where applicable to the investor in the relevant Sub-fund.

6. Share values are calculated separately for each sub-fund on the basis of the criteria provided above. However, if share classes have been created within a Sub-fund, the resulting calculation of share value is carried out for each share class separately on the basis of the criteria provided above. Assets are always compiled and allocated for each Sub-fund.

Art. 15. Suspension of the Calculation of Net Asset Value per Share.

1. The Company is authorized to temporarily suspend calculation of the net asset value per share if and as long as circumstances exist necessitating the suspension of calculations and if the suspension is justifiable taking into account the interests of the shareholders, in particular:

a) during the time for which a stock exchange or another regulated market on which a significant number of the assets are quoted or traded is closed for reasons other than a normal statutory or bank holiday or on which trade on this stock exchange or regulated market is suspended or restricted;

b) in emergency situations in which the Company cannot freely dispose of the investments of a Sub-fund or in which it is impossible to transfer the transaction value of investment purchases or sales freely or in which the calculation of the net asset value per share cannot be properly conducted. The temporary suspension of the calculation of the net asset value per share within a Sub-fund shall not lead to the temporary suspension of operations of other Sub-funds unaffected by these events.

c) in the event of the publication (i) of the convening notice to a general meeting of shareholders at which a resolution to wind up the Company or a Sub-fund is to be proposed, or of the decision of the Board of Directors to wind up one or more Sub-funds, or (ii) to the extent that such a suspension is justified for the protection of the shareholders, of the notice of the general meeting of shareholders at which the merger of the Company or a Sub-fund is to be proposed, or of the decision of the Board of Directors to merge one or more Sub-funds;

2. Shareholders who have submitted an application for the redemption or conversion of shares will be informed immediately of the suspension of the calculation of the net asset value per share and also informed immediately upon the resumption of the calculation of the net asset value per share. Applications for the redemption and/or conversion of shares will be suspended for the entire period in which the calculation of the net asset value per share is suspended.

3. In the event of the suspension of the calculation of the net asset value per share, applications for the redemption and/or conversion of shares may be retracted by shareholders until the time of the resumption of the calculation of the net asset value per share.

4. Without prejudice to Article 11, paragraph (2) and Article 28, paragraph (1), point b) ("Law of 2010"), if a master UCITS temporarily suspends the repurchase, redemption or subscription of its units, whether at its own initiative or at the request of its competent authorities, each of its feeder UCITS is entitled to suspend the repurchase, redemption or subscription of its units, notwithstanding the conditions laid down in Article 12, paragraph (1), and Article 28, paragraph (5) ("Law of 2010"),within the same period of time as the master UCITS.

Art. 16. Issue of Shares.

1. Shares are issued for each Valuation Day at the issue price. The issue price is the net asset value per share pursuant to Article 14 of the Articles of Association, plus an issuing fee, the maximum amount of which is provided for each Sub-fund in the respective Annex to the Sales Prospectus.

The issue price may be increased by fees or other encumbrances in particular jurisdictions where shares of the Investment Company are offered.

2. Subscription applications for the acquisition of registered shares may be submitted to the Registrar and Transfer Agent, Sales Agent and Paying Agents. The receiving agents are obliged to immediately forward all complete subscription applications to the Registrar and Transfer Agent. Receipt by the Registrar and Transfer Agent is decisive. The Registrar and Transfer Agent accepts the subscription applications on behalf of the Company.

Complete subscription applications for the purchase of registered shares received by the Registrar and Transfer Agent by the cut-off time specified in the Sales Prospectus are allocated the issue price of the next valuation day, provided the transaction value for the subscribed shares is available. The Company gives an assurance that shares will be issued on the basis of a net asset value per share that is previously unknown to the investor. If the suspicion nevertheless exists that an investor is engaging in late trading, the Company can refuse to accept the subscription application until the applicant has cleared up any doubts with regard to his subscription application.

Complete subscription applications for the purchase of registered shares received by the Registrar and Transfer Agent after the cut-off time specified in the Sales Prospectus for each valuation day are allocated the issue price of the next following valuation day, provided the transaction value for the subscribed shares is available. If the transaction value of the subscribed shares is not made available to the Registrar and Transfer Agent at the time of receipt of the completed subscription application or if the subscription application is incorrect or incomplete, the subscription application shall be regarded as having been received by the Registrar and Transfer Agent on the date on which the transaction value of the subscribed shares is made available and/or the subscription certificate is submitted properly.

The issue price is payable, as described in the relevant appendix to the Sales Prospectus, in the respective Sub-fund currency at the Custodian in Luxembourg. If the transaction value is not received, in particular due to a withdrawal of payment instruction, non-clearance of funds or for other reasons, the Company shall recall the issued shares in the interests of the respective Sub-fund. Any differences arising from the recall of the shares that have a negative effect on the respective Sub-fund must be settled by the applicant. Cases of recall due to consumer protection regulations are not included in this regulation.

A subscription application for the purchase of registered shares shall only be deemed complete once it contains the first name(s), surname and address, date of birth and place of birth, occupation and nationality of the applicant, the number of shares to be issued and/or the amount to be invested, the name of the Sub-fund and class, if applicable, and the signature of the applicant.

Furthermore, the application should contain information on type, number and issuing office of the official identification documents submitted by the applicant for the purpose of identification, as well as a statement as to whether the applicant holds tenure of office. The agent receiving the subscription application will check and confirm that the information contained on the submitted documents corresponds with that on the subscription application.

Furthermore, in order for a subscription application to be deemed complete, it must contain a statement confirming that the applicant is commercially entitled to make the investment and receive the issued shares and that the money to be invested by the applicant is not the proceeds of a/several criminal act(s). In addition the applicant must furnish a copy of the official identification documents or passport used to identify himself. This copy is to contain a statement that should read as follows:

We herewith confirm that the person shown on these identification documents has been identified in person and that this copy of the official identification documents corresponds with the original.

3. Subscription applications for the purchase of bearer shares will be forwarded by the agent with which the applicant holds his investment account to the Custodian. Receipt by the Custodian is decisive.

Complete subscription applications for the purchase of bearer shares received by the Custodian by the cut-off time specified in the Sales Prospectus are allocated the issue price of the following Valuation Day, provided the transaction value for the subscribed shares is available. The Company gives an assurance that shares will be issued on the basis of a net asset value per share that is previously unknown to the investor. If the suspicion nevertheless exists that an investor is engaging in late trading, the Company can refuse to accept the subscription application until the applicant has cleared up any doubts with regard to his subscription application. Complete subscription applications for the purchase of bearer shares received by the Custodian after the cut-off time specified in the Sales Prospectus are allocated the issue price of the next following Valuation Day, provided the transaction value for the subscribed shares is available.

The issue price is payable, as described in the relevant Annex to the Sales Prospectus, in the respective Sub-fund Currency at the Custodian in Luxembourg. Upon receipt of the issue price at the Custodian, the shares will be transferred by the Custodian, by order of the Company, to the account specified by the applicant.

Art. 17. Restriction and Suspension of the Issue of Shares.

1. The Company may at any time at its discretion and without stating reasons reject a subscription application or temporarily restrict or suspend or permanently discontinue the issue of shares or unilaterally decide to buy back shares in return for payment of the redemption price, if this is deemed necessary in the interests of the shareholders, in the interest of the public, for the protection of the Company, for the protection of the respective Sub-fund or for the protection of the shareholders.

2. In this case the Registrar and Transfer Agent in the case of registered shares and the Custodian in the case of bearer shares shall immediately repay any incoming payments, without interest, received on subscription applications not already processed.

3. The issue of shares will be temporarily suspended if the calculation of the net asset value per share is suspended.

4. Furthermore, the Board of Directors may restrict or prohibit the ownership of shares by any person that is liable to taxation in the United States of America ("USA"). The following categories of person are deemed as persons liable to taxation in the USA:

a) persons born in the USA or in a US territory,

b) persons who have adopted US nationality (or holders of a Green Card),

c) persons born to US parents in a territory outside the US,

d) persons who are resident in the USA for the majority of the time without being a US citizen,

e) persons married to a person with US nationality.

The following categories of legal entity are deemed as being liable to taxation in the USA:

a) companies or corporations founded under law in one of the 50 States of the USA or in the District of Columbia,

b) companies or partnerships that were founded under an "Act of Congress",

c) pension funds that were founded as a US Trust.

Art. 18. Redemption and Conversion of Shares.

1. The shareholders are entitled at all times to demand the redemption of their shares at the net asset value per share, if applicable less a redemption charge ("Redemption Price"), in accordance with Article 14 No. 4 of the Articles of Association. Shares may only be redeemed on a Valuation Day. If a redemption fee is payable, the maximum amount of this redemption fee for each Sub-fund is contained in the relevant Annex to the Sales Prospectus.

In certain jurisdictions the Redemption Price may be reduced by local taxes and other charges. The respective share lapses upon payment of the Redemption Price.

2. Payment of the Redemption Price and all any other payments to the shareholders shall be made via the Custodian or the Paying Agents. The Custodian shall only be obliged to make payment insofar as there are no legal provisions forming an obstacle to the transfer of the Redemption Price to the country of the applicant, such as exchange control regulations or other circumstances beyond the Custodian´s control.

The Investment Company may compulsory redeem shares unilaterally against payment of the Redemption Price, insofar as this is deemed necessary in the interests of the shareholders as a whole or for the protection of the shareholders or the Sub-fund.

3. The conversion of all shares or of some shares for shares in another Sub-fund shall take place on the basis of the net asset value per share of the relevant Sub-fund, taking into account the applicable conversion fee, as described in the relevant Annex to the Sales Prospectus. If no conversion fee is charged, this is specified for each Sub-fund in the relevant Annex to the Sales Prospectus.

In the event that different share classes are offered within a single Sub-fund, it is also possible to exchange shares of one class for shares into another class within the same Sub-fund.

The Investment Company may reject an application for the conversion of shares within a particular Sub-fund, if this is deemed in the interests of the Company or the Sub-fund or in the interests of the investors.

4. Complete applications for the redemption or conversion of registered shares can be submitted to the Registrar and Transfer Agent, Distributors and Paying Agents. The receiving agents are obliged to immediately forward all complete redemption and conversion applications to the Registrar and Transfer Agent. Receipt by the Registrar and Transfer Agent is decisive.

An application for the redemption or conversion of registered shares shall only be deemed complete once it contains the name and address of the shareholder, the number and/or transaction value of the shares to be redeemed and/or converted, the name of the Sub-fund and the signature of the shareholder. Complete applications for the redemption or conversion of bearer shares will be forwarded by the agent with which the applicant holds his investment account to the Custodian. Receipt by the Custodian is decisive.

Complete applications for the redemption and/or conversion of shares received by the cutoff time specified in the Sales Prospectus are allocated the net asset value per share of the following Valuation Day, less any applicable redemption fees and/or exchange commission. The Company gives an assurance that shares will be redeemed and/or exchanged on the basis of a net asset value per share that is not known to the investor in advance. Complete applications for the redemption and/or conversion of shares received after the cut-off time specified in the Sales Prospectus are allocated the net asset value per share of the next following Valuation Day, less any applicable redemption fees and/or conversion commission.

The Redemption Price is payable in the respective Sub-fund currency as described in the relevant Annex to the Sales Prospectus. In the case of registered shares, payments are made to the account specified by the shareholder. Any fractional amounts resulting from the conversion of bearer shares will be paid out by the Custodian in cash.

5. The Company is authorized to temporarily suspend the redemption of shares due to the suspension of the calculation of the net asset value.

6. While preserving the interests of the shareholders, the Company shall only be entitled to process significant volumes of redemptions after selling corresponding assets of the Sub-fund without delay. In this case, the redemption shall occur at the Redemption Price then valid. The same shall apply for applications for the conversion of shares. The Company shall, however, ensure that the Sub-fund assets have sufficient liquid funds at its disposal so that the redemption or exchange of shares may take place immediately upon application from investors under normal circumstances.

V. General Meeting of Shareholders

Art. 19. Rights of the General Meeting of Shareholders. A properly convened general meeting of shareholders shall represent all shareholders of the Company. The general meeting of shareholders has the authority to initiate and confirm all transactions of the Company. The resolutions of the general meeting of shareholders are binding for all shareholders, insofar as these resolutions are in accordance with the laws of the Grand Duchy of Luxembourg and these Articles of Association, in particular insofar as they do not interfere with the rights of the separate meetings for shareholders of a particular Sub-fund or share class.

Art. 20. Convening.

1. Pursuant to the laws of the Grand Duchy of Luxembourg, the annual general meeting of shareholders will be held at the registered office of the Investment Company, or at the location within the district to which the registered office of the Investment Company have been relocated at any given time and which will be specified in the notice of convening of the meeting, on the third Friday in September at 11.00 a.m. In the event that this day happens to be a bank holiday in Luxembourg, the annual general meeting of shareholders will be held on the first Luxembourg bank business day following this day. The annual general meeting of shareholders may be held abroad, if the Board of Directors deems that this is necessary due to prevailing extraordinary circumstances. A resolution of this kind by the Board of Directors is non-contestable.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

2. Pursuant to the applicable legislative provisions, the shareholders may also be called to a meeting convened by the Board of Directors. A meeting may also be convened at the request of shareholders representing at least one tenth of the shares of the Investment Company. The agenda of meetings will be prepared by the Board of Directors, except in cases in which the general meeting of shareholders is convened on the basis of a written application by the shareholders; in this case the Board of Directors may prepare an additional agenda.

3. Extraordinary general meetings of shareholders will be held at the time and place specified in the notice of convening of the extraordinary general meeting.

4. The conditions specified in subparagraphs 2 and 3 above shall apply accordingly for separate meetings of shareholders convened for the shareholders of one or several Sub-funds or share classes.

Art. 21. Quorum and Voting. The procedure for general meetings of shareholders and for separate meetings of shareholders convened for the shareholders of one or several Sub-funds or share classes must correspond to the applicable legislative provisions, unless otherwise specified in these Articles of Association.

In principle every shareholder shall be entitled to participate in the general meeting of shareholders. Each shareholder may allow himself to be represented at the meeting by specifying in writing another person as his authorized representative.

In the case of meetings of shareholders convened for individual Sub-funds or share classes, which may only pass resolutions concerning the relevant Sub-fund or share class, only those shareholders who hold shares of the corresponding Sub-fund or share class may participate.

All shareholders and shareholders´ representatives must sign in on the list of attendees drawn up by the Board of Directors before entry into the general meeting of shareholders. The general meeting of shareholders shall resolve on all matters specified by the Law of 1915 and the Law dated 17 December 2010; resolutions will be passed in the formats, with a quorum and with the majorities specified in the aforementioned laws. Insofar as the aforementioned laws or these Articles of Association do not specify otherwise, the resolutions voted on by a properly convened general meeting of shareholders will be passed on the basis of a simple majority of the votes cast. Votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. Each share grants one voting entitlement. Fractions of shares will not grant a voting entitlement.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the “Record Date”), whereas the right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Questions that affect the Company as a whole will be voted on jointly by all shareholders. However, separate votes shall be cast on questions that only affect one or several Sub-fund (s) or one or several share class(es).

Art. 22. Chairman, Counting of Votes, Secretary.

1. The general meeting of shareholders will be chaired by the Chairman of the Board of Directors or, in the event of his absence, by a chairman to be appointed by the general meeting of shareholders.

2. The chairman shall appoint a secretary for the meeting, who must not necessarily be a shareholder, and the general meeting of shareholders will appoint a person responsible for the counting of votes from amongst the shareholders and shareholders. Representatives present at the meeting.

3. The minutes of the general meeting of shareholders will be signed by the chairman, the counter of votes and the secretary of each general meeting of shareholders, as well as by the shareholders that demand this.

4. Copies and extracts that are to be issued by the Company will be signed by the Chairman of the Board of Directors or by two members of the Board of Directors.

VI. Board of Directors

Art. 23. Composition.

1. The Board of Directors shall comprise at least three members which shall be appointed by the general meeting of shareholders and who must not be shareholders of the Company.

The general meeting of shareholders may only appoint as a new member of the Board of Directors a person who has not previously been a member of the Board of Directors if

a) this person has been put forward by the Board of Directors or

b) a shareholder who is fully entitled to vote at the general meeting of shareholders convened by the Board of Directors informs the Chairman or if this is impossible another member of the Board of Directors - in writing not less than six and not more than thirty days before the scheduled date of the general meeting of shareholders of his intention to put forward a person other than himself for election or reconsideration, together with written confirmation from this person that he wishes to be put forward for election; however the chairman of the general meeting of shareholders, under the condition that he receives the unanimous consent of all shareholders present at the meeting, may declare the waiving of the requirement for the aforementioned written notice and resolve that this nominated person should be put forward for election.

2. The general meeting of shareholders shall determine the number of members in the Board of Directors, as well as their term of office. A term of office may not exceed a period of six years. Members of the Board of Directors may be re-elected.

3. If a member of the Board of Directors leaves his office before the expiry of his specified term of office, the remaining members of the Board of Directors appointed by the general meeting of shareholders may determine a preliminary successor before the following general meeting of shareholders. The successor determined in this way will complete the term of office of his predecessor.

4. The members of the Board of Directors may be relieved of office at any time by the general meeting of shareholders.

Art. 24. Authority. The Board of Directors has been authorized to carry out all transactions that are expedient or necessary for the fulfillment of the Investment Company´s purpose. The Board of Directors is responsible for all matters of the Company, unless it is specified in the Law of 1915 or these Articles of Association that such matters are reserved for the general meeting of shareholders.

The Board of Directors is also responsible for resolutions on the payout of interim dividends.

Art. 25. Internal Organization of the Board of Directors. The Board of Directors shall appoint a Chairman from amongst its members.

The Chairman of the Board of Directors is responsible for chairing the meetings of the Board of Directors; in his absence the Board of Directors shall appoint another member of the Board of Directors to chair these meetings.

The Chairman may appoint a secretary, who must not necessarily be a member of the Board of Directors and who shall be responsible for the recording of the minutes of meetings of the Board of Directors and the general meeting of shareholders.

The Board of Directors is authorized to appoint the Management Company, Fund Manager, Investment Adviser and investment committees for the respective Sub-funds and determine the authorities of these parties.

Art. 26. Management Company. The Company has appointed Alceda Fund Management S.A. as designated Management Company (the "Management Company") which is solely responsible for the management, administration and distribution of the shares of the Company.

The Management Company is responsible for the management and administration of the Company. Acting for the account of the Company, it may initiate all management and administrative activities and exercise all rights directly or indirectly connected with the assets of the Investment Company or the Sub-funds, in particular it may, at its own cost or provided that disclosure of the respective service providers and their fees and costs is ensured in the Sales Prospectus

at the costs of the Investment Company respectively the concerned Sub-fund, transfer its duties either in part or in full to third parties.

Insofar as the Management Company contracts a third party to manage the assets of the Investment Company and/or Sub-funds, it may only appoint a company that is permitted or registered to engage in asset management and that is subject to proper supervision.

The Management Company carries out its obligations with the care of a paid authorized agent.

The Management Company may, under its own responsibility and control and at its own cost, appoint an investment adviser to assist in the administration of the assets of the Sub-funds. Investment decisions, the placement of orders and the selection of brokers are the responsibility solely of the Management Company, insofar as no Fund Manager has been appointed.

The Management Company is entitled to authorize a third party for the placement of orders while retaining responsibility and control. The delegation of duties must not impair the effectiveness of supervision by the Management Company in any way. In particular, the delegation of duties must not obstruct the Management Company from acting in the interests of the shareholders and ensuring that the Company is administrated in accordance with the best interests of the shareholders.

The Management Company is entitled to render the Management Company Services from any branch or permanent establishment in any member state of the European Union or, should it establish a subsidiary in any member state of the European Union, from such subsidiary.

Art. 27. Fund Manager, Investment Advisor and Investment Committee. The Investment Company or the Management Company may under its own responsibility and control engage the services of an investment advisor and/or fund manager and charge these services to the respective Sub-fund and can in particular seek the advice of an investment committee, which will be set out in the Sales Prospectus.

The fund manager/investment advisor is entitled to consult third parties at his own expense and under his own responsibility. However, he is not entitled to transfer his duties and obligations to a third party without the express prior consent of the Management Company.

Art. 28. Frequency and Convening. The Board of Directors shall meet having been convened by the Chairman or by two members of the Board of Directors at the place specified in the notice convening the meeting; the Board of Directors shall meet as often as the interests of the Company require, however at least once each year.

The members of the Board of Directors will be notified of the convening of the meeting at least forty-eight (48) hours before the meeting in writing by way of letter, fax or e-mail, unless the observance of the aforementioned notice period is not necessary due to the urgency of the situation. In this case details of and the reasons for the urgency is to be stated in the notice of convening of the meeting.

Insofar as each member of the Board of Directors has expressed his agreement, notification in writing by way of letter, fax or e-mail shall not be necessary.

It shall not be necessary to send specific notice of the convening of a meeting if this meeting is to take place at a location and time already specified in a resolution passed by the Board of Directors.

Art. 29. Meetings of the Board of Directors. All members of the Board of Directors may participate in all meetings of the Board of Directors, also through the appointment in writing, i.e. by way of letter or fax, of another member of the Board of Directors as his representative at the meeting.

Furthermore, all members of the Board of Directors may participate in a meeting of the Board of Directors by way of a telephone conference or other similar methods of communication provided that the Director attending the meeting can be identified, all persons participating in the meeting can hear and speak to each other, the transmission is performed on an on-going basis and the Directors can properly deliberate. Participation by means of such methods of communication shall be deemed as equivalent to participation at the meeting in person.

The Board of Directors shall only have quorum if at least half of the members of the Board of Directors are present or represented at the meeting. Resolutions shall be passed by a simple majority of votes cast by the members of the Board of Directors present or represented. In the event of a parity of votes, the vote of the chairman of the meeting shall be decisive.

The members of the Board of Directors may only pass resolutions during the course of meetings of the Board of Directors that have been properly convened; excepted from this regulation are resolutions passed by way of written procedure.

The members of the Board of Directors may also pass resolutions by way of written procedure, insofar as all members agree on the passing of the resolution. Resolutions that are passed by way of written procedure and that are signed by all members of the Board of Directors are equally as valid and executable as resolutions passed during a meeting of the Board of Directors that has been properly convened. The signatures of the members of the Board of Directors may be furnished collectively on one single document or individually on several copies of the same document and may be submitted by letter or fax.

The Board of Directors may delegate its authority and obligation for the day-to-day administration of the Company to natural persons and/or legal entities that are not members of the Board of Directors and pay these persons and/or entities the fees or commission set out in Article 38 in return of the performance of these duties.

Art. 30. Records. The resolutions passed by the Board of Directors will be documented in records that are entered in the register kept for this purpose and signed by the chairman of the meeting and the secretary. Copies and extracts from these records will be signed by the Chairman of the Board of Directors or by two members of the Board of Directors.

Art. 31. Authorized Signatories. The Company will be legally bound by the signatures of two members of the Board of Directors. The Board of Directors may empower one or several member(s) of the Board of Directors to represent the Company by way of sole signature. Furthermore, the Board of Directors may authorize other legal entities or natural persons to represent the Company either through sole signature or joint signature together with a member of the Board of Directors or another legal entity or natural person authorized by the Board of Directors.

Art. 32. Incompatibilities and Personal Interest. No contract, no settlement or other transaction carried out between the Company and another company will be influenced or invalidated as a result of the fact that one or several members of the Board of Directors, directors, managers or authorized agents of the Company have any interests or participations in any other company or by the fact that such persons are members of the board of directors, shareholders, directors, managers, authorized agents or employees of other companies.

A member of the Board of Directors, director, manager or authorized agent of the Company who is simultaneously a member of the board of directors, director, manager, authorized agent or employee of another company with whom the Company has completed contracts or has business relations of another kind will not lose the entitlement to advise, vote and negotiate matters concerning such contracts or other business relations.

However, in the event that a member of the Board of Directors, director or authorized agent has a personal interest in any matters of the Company, this member of the Board of Directors, director or authorized agent of the Company must inform the Board of Directors of this personal interest and this person may no longer advise, vote and negotiate matters connected with this personal interest. A report on this matter and on the personal interest of the member of the Board of Directors, director or authorized agent must be presented to the next general meeting of shareholders.

In the sense of the previous paragraph, the term "personal interest" does not apply to business relations and interests that come into being solely as a result of legal transactions between the Company on one side and any other company, in particular the Management Company, appointed by the Company.

The above conditions are not applicable in cases in which the Custodian is party to such an agreement, settlement or other legal transaction.

Art. 33. Indemnification. The Company shall indemnify all members of the Board of Directors, directors, managers or authorized agents, their heirs, executors and administrators against all lawsuits, claims and liability of all kinds, insofar as the affected parties have properly fulfilled their duties; furthermore, the Company shall reimburse the aforementioned parties all costs, expenses and liabilities incurred as a result of any such lawsuits, legal proceedings, claims and liability.

The right to compensation shall not exclude other rights that a member of the Board of Directors, director, manager or authorized agent may have.

VII. Approved Statutory Auditor

Art. 34. Approved Statutory Auditor. An auditing company or one or several auditors are to be appointed for the auditing of the annual accounts of the Company; this auditing company or auditor(s) must be licensed in the Grand Duchy of Luxembourg as a Réviseur d'Entreprises Agréé and is to be appointed by the general meeting of shareholders.

VIII. Miscellaneous and Closing Conditions

Art. 35. Distribution of the Profits.

1. The Board of Directors may decide either to pay out income generated by a Sub-fund to the shareholders of this Sub-fund or to reinvest this income in the respective Sub-fund. Details on this for each Sub-fund are contained in the respective Annexes to the Sales Prospectus.

2. Ordinary net income and realized price gains may be distributed. Furthermore, price gains not yet realized, other assets and, in exceptional cases, equity interests may also be paid out as distributions, provided that the Net Assets of the Investment Company do not, as a result of the distribution, fall below the minimum capital pursuant to Article 12 of these Articles of Association.

3. Distributions will be paid out on the basis of the shares issued on the date of distribution. Distributions may be paid out wholly or partially in the form of bonus shares. Any fractions remaining may be paid in cash. Income not claimed five years after publication of notification of a distribution shall be forfeited in favor of the respective Sub-fund.

4. Distributions to holders of registered shares will be paid out via the reinvestment of the distribution amount in favor of the holders of registered shares. If this is not desired, the holder of registered shares may submit an application to the Registrar and Transfer Agent, within 10 days of the receipt of the notification of the distribution, for the payment

of the distribution to the account that he specifies. Distributions to the holders of bearer shares shall occur in the same manner as the payment of the Redemption Price to holders of bearer shares.

5. Distributions for which notification has been issued however that have not been paid out to the holder of bearer shares may not be claimed by the shareholder after the expiry of a period of five years from the date on which notification of the distribution was issued and these distributions will be credited to the respective Sub-fund of the Company and, insofar as share classes have been formed, allocated to the respective share class. No interest will be payable on distributions from the time of maturity.

Art. 36. Reports. The Board of Directors shall draw up an audited annual report and a half-year report for the Company in accordance with the applicable legislative provisions of the Grand Duchy of Luxembourg.

1. No later than four months after the end of each financial year, the Board of Directors shall provide audited annual accounts in accordance with the applicable legislative provisions in the Grand Duchy of Luxembourg.

2. Two months after the end of the first half of each financial year, the Board of Directors shall provide an unaudited half-yearly report.

3. Insofar as this is necessary for an entitlement to trade in other countries, additional audited and unaudited interim reports may also be drawn up.

Art. 37. Costs. The following costs are borne by the Investment Company or the respective Sub-fund insofar as these arise in connection with its assets:

1. The respective Sub-fund charged out of the Sub-Fund´s Net Assets a global fee for the benefit of the Management Company, the Custodian, the Central Administration Agent and the Investment Advisor. The amount, calculation and method of payment are set out in the relevant appendix to the Sales Prospectus for each Sub-fund. This fee is subject to VAT where applicable.

2. An investment advisor may be entitled to a performance out of the respective sub-fund in accordance with details provided for in the Sales Prospectus. This fee is subject to applicable VAT.

3. As consideration for the fulfilment of its duties, the registrar and transfer agent shall receive a fee equivalent to the usual rates charged by banks in the Grand Duchy of Luxembourg. This fee shall be calculated and paid out in arrears at the end of each calendar year as an annual charge for each share class issued. The precise annual fee is detailed in the relevant appendix to the Sales Prospectus. These payments are subject to value added tax.

4. Any sales office(s) may receive a fee out of the global fee or from the respective Sub-fund assets as mentioned in the relevant appendix of each Sub-fund. The maximum amount of this fee, its calculation and the manner of payment for the respective Sub-fund are detailed in the relevant appendix to the Sales Prospectus. This fee is subject to VAT where applicable.

5. In addition to the costs described above, the following costs are borne by the respective Sub-fund insofar as these arise in connection with its assets:

a) costs incurred in the acquisition, custody and sale of assets, in particular for standard banking charges for transactions in securities and other assets and the rights of the Investment Company and/or Sub-fund and their safe-keeping, the standard banking charges for safe-keeping international investment shares abroad;

b) all external management and custodial fees charged by other corresponding banks and clearing facilities (e.g. Clearstream Banking S.A.) for the assets of the respective Sub-fund, and all external processing, postage and insurance expenses incurred in connection with the securities of the respective sub-fund in fund shares;

c) transaction costs incurred in issuing and redeeming shares;

d) furthermore, the Custodian Bank, the Central Administration Agent, the Management Company and the transfer office and registrar are to be reimbursed expenses and other costs incurred in connection with the respective sub-fund as well as expense and other costs incurred in calling on the services of third parties. In addition, standard banking expenses shall be reimbursed to the Custodian Bank;

e) usual rates charged by banks in relation to assuming a promoter function;

f) taxes levied on the Investment Company and/or Sub-fund assets, its income and expenses and charged to the respective Sub-fund;

g) legal fees arising to the Management Company or the Custodian Bank when acting in the interest of investors in the respective sub-fund;

h) approved statutory auditor's costs;

i) costs of compiling, preparing, filing, publishing, updating, printing and dispatching all documents for the fund, in particular the sales prospectus, the "Key Investor Information Document", annual and half-yearly reports, statements of net assets, notifications to investors, notices of meetings, any unit certificate as well as dividend coupons and coupon renewal sheets, distribution authorisation and/or applications for approval in countries in which fund/subfund fund units are to be distributed, and all correspondence with the relevant supervisory authorities; With respect to the "Key Investor Information Document", this also includes the Management Company's costs as well as those incurred by third parties contracted by the Management Company that were required in the initial compilation, planned and unplanned updating, translation, distribution, SRRI monitoring or other activities in the context of implementing EU Directive 583/2010;

j) administration fees payable to authorities on behalf of the Investment Company and/or Sub-fund, in particular to the Luxembourg supervisory authority and other supervisory authorities in other countries, and fees charged for filing documents of the Investment Company;

k) costs incurred in connection with any stock market listing;

l) advertising costs and costs incurred in direct connection with offering and selling shares;

m) insurance costs;

n) remuneration, expenses and other costs incurred by the paying agents, the sales office and other offices needing to be set up abroad that are connected to the respective sub-fund;

o) interest on borrowings pursuant to Article 4 of the Articles of Association;

p) expenses of an investment committee, where applicable;

q) supervisory board expenses;

r) costs of establishing the Investment Company and/or individual Sub-funds and the initial issue of shares;

s) other administration costs, including costs of associations;

t) costs for performance attribution;

u) costs arising in connection with the implementation of the Investment Company or Sub-fund and the use of an automated management system for the Investment Company or Sub-fund; and

v) costs incurred in obtaining a credit rating for the Investment Company and/or Sub-fund from nationally and internationally recognised rating agencies.

All costs, fees and expenses described above are subject to VAT where applicable.

All costs are initially credited against income, capital gains and finally to the respective Sub-fund assets.

Costs of establishing the Investment Company and of the initial issue of shares are amortised over the first five financial years and expensed to the assets of Sub-funds that exist when the Investment Company was established. The costs of establishing the Investment Company and the costs described above that are not exclusively allocated to a specific Sub-fund are spread on a pro rata basis across the respective Sub-fund assets by the Board of Directors.

Costs arising in connection with the establishment of other Sub-funds are written down over a maximum period of five years after the Sub-fund's establishment, and are expensed to the respective Sub-fund to which they are allocated.

Art. 38. Financial Year. The accounting year for the Company starts on 1 April of each year and ends on 31 March of the next year.

Art. 39. Custodian. The Company has appointed a bank with registered offices in the Grand Duchy of Luxembourg as its Custodian. The function of the Custodian is based on the Law of 2010, the Custodian Contract, these Articles of Association and the Sales Prospectus.

Art. 40. Applicable Law, Place of Jurisdiction and Language of Contract.

1. The Articles of Association are subject to the laws of the Grand Duchy of Luxembourg. The same applies to legal relations between the investors, the Company, the Management Company and the Custodian, insofar as not otherwise agreed for these legal relations. In particular, in addition to the provisions set out in these Articles of Association, the provisions of the Law dated 17 December 2010shall apply. The Articles of Association are lodged at the Commercial and Companies Register in Luxembourg. Any dispute between investors, the Company, the Management Company and the Custodian shall be subject to the non-exclusive jurisdiction of the competent court in the judicial district of Luxembourg in the Grand Duchy of Luxembourg. The Company, the Management Company and the Custodian are entitled to submit themselves to the jurisdiction and law of any country of sale, insofar as the claims involved are those of investors resident in the country in question and the matters relate to the Investment Company or the Sub-funds.

2. In the event of legal disputes, the English text of the Sales Prospectus and Articles of Association shall prevail. With regard to shares of the Investment Company that are sold to investors in a country that does not speak the language, the Company, the Management Company and the Custodian may declare as binding for themselves translations into the corresponding languages of countries in which shares are publicly sold.

Art. 41. Amendments to Articles of Association. These Articles of Association may be amended or supplemented at any time on the basis of a corresponding resolution by the shareholders, provided that the conditions set out in the Law of 1915 concerning quorum and majorities during voting procedures are observed.

Art. 42. Miscellaneous. All matters not governed by these Articles of Association will be regulated by the Law of 1915 and the 2010 Law.

For all conditions that are not regulated in these Articles of Association, we expressly refer to the conditions of the Law dated 10 August 1915 and the 2010 Law.

Transitory Dispositions

1. The first accounting year will begin on the date of the formation of the Investment Company and will end on March thirty-one 2013.

2. The first annual general meeting of shareholders will be held in 2013.

Subscription and Payment

The three hundred and ten (310) shares representing the whole share capital of the Investment Company are subscribed as follows:

Name of the shareholder	Subscribed share capital	Paid-in capital	Number of shares
Alceda Fund Management S.A.	EUR 31.000,00	EUR 31.000,00	310
Total	EUR 31.000,00	EUR 31.000,00	310

All the shares have been entirely paid in, so that the amount of thirty thousand euro (EUR 31.000,00) is at the disposal of the Investment Company, evidence thereof was given to the undersigned notary.

Declaration

The undersigned notary declares that the conditions enumerated in Article 26 of the law of August 10, 1915 on commercial companies are fulfilled.

Expenses

The expenses which shall be borne by the Investment Company as a result of its incorporation are estimated at approximately 800 Euros

General Meeting of Shareholders

The above named person representing the entire subscribed capital and considering itself as validly convened, has immediately proceeded to hold a general meeting of shareholders which resolves as follows:

1. The number of directors will be set of 3.

2. The following are elected as directors for a term to expire at the close of the annual general meeting of shareholders which will be held in 2013:

- Thomas Hamilton, born 30 March 1934 in Alabama, 3400 Hamilton Ave, Sarasota, FL 34242 - Chairman;

- Bharat Shah, born 26 January 1960 in Mumbai, Band Box House, 254 Dr. A B Road, Worli, Mumbai;

- Michael Sanders, born 26 March 1972 in Oberhausen, 5 Heienhaff, 1736 Senningerberg;

3. The following is elected as independent auditor for a term to expire at the close of the annual general meeting of shareholders which will be held in 2013:

PricewaterhouseCoopers, société coopérative de droit luxembourgeois, RCS B 65.477

Réviseurs d'entreprises, 400, route d'Esch, L-1471 Luxembourg.

4. The registered office of the Company is set at 5, Heienhaff, L-1736 Senningerberg.

5. In compliance with Article 19 of the articles of association, the general meeting of shareholders authorises the Board to delegate the day-to-day management of the Investment Company as well as the representation of the Investment Company in connection therewith to one or several of its members.

The undersigned notary, who understands and speaks English, herewith states that on request of the above named persons, this deed is worded in English;

Whereof, this notarial deed was drawn up in the office in Ettelbruck, on the date named at the beginning of this document.

The document having been read to the persons appearing, known to the notary by names, surnames, status and residence, the persons appearing signed together with the notary the present original deed.

Signé: Jean-Claude MICHELS, Pierre PROBST

Enregistré à Diekirch, Le 17 août 2012. Relation: DIE/2012/9655. Reçu soixante-quinze euros 75,00€

Le Receveur (signé): Tholl.

FUER GLEICHLAUTENDE AUSFERTIGUNG, der Gesellschaft auf Begehr und zum Zwecke der Veröffentlichung im Memorial erteilt.

Ettelbruck, den 22. August 2012.

Référence de publication: 2012110062/1013.

(120148990) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2012.

Savena International S.à r.l., Société à responsabilité limitée,
(anc. Rosis International S.à r.l.).

Capital social: EUR 2.688.718,00.
Siège social: L-2520 Luxembourg, 35, allée Scheffer.
R.C.S. Luxembourg B 156.781.

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En date du 8 mars 2012, les cessions de parts suivantes ont eu lieu:

1. l'associé Industri Kapital 2007 Limited Partnership I, avec adresse au 30-32, New Street, JE - JE2 3RA St. Helier a cédé 697 parts sociales et 10 142 parts sociales privilégiées de Classe A, 10 142 parts sociales privilégiées de Classe B, 10 142 parts sociales privilégiées de Classe C, 10 142 parts sociales privilégiées de Classe D, 10 142 parts sociales privilégiées de Classe E, 10 142 parts sociales privilégiées de Classe F, 10 142 parts sociales privilégiées de Classe G, 10 142 parts sociales privilégiées de Classe H, 10 142 parts sociales privilégiées de Classe I à Pantheon Global Co-Investment Opportunities Fund L.P., avec adresse au 600, Montgomery Street, 23rd Floor, CA 94 111 San Francisco;

2. l'associé Industri Kapital 2007 Limited Partnership II, avec adresse au 30-32, New Street, JE - JE2 3RA St. Helier a cédé 276 parts sociales et 4 003 parts sociales privilégiées de Classe A, 4 003 parts sociales privilégiées de Classe B, 4 003 parts sociales privilégiées de Classe C, 4 003 parts sociales privilégiées de Classe D, 4 003 parts sociales privilégiées de Classe E, 4 003 parts sociales privilégiées de Classe F, 4 003 parts sociales privilégiées de Classe G, 4 003 parts sociales privilégiées de Classe H, 4 003 parts sociales privilégiées de Classe I à Pantheon Global Co-Investment Opportunities Fund L.P. précité;

3. l'associé Industri Kapital 2007 Limited Partnership II précité a cédé 382 parts sociales et 5 563 parts sociales privilégiées de Classe A, 5 563 parts sociales privilégiées de Classe B, 5 563 parts sociales privilégiées de Classe C, 5 563 parts sociales privilégiées de Classe D, 5 563 parts sociales privilégiées de Classe E, 5 563 parts sociales privilégiées de Classe F, 5 563 parts sociales privilégiées de Classe G, 5 563 parts sociales privilégiées de Classe H, 5 563 parts sociales privilégiées de Classe I à ESP 2006 Conduit L.P., avec adresse au 1, George Street, EH2 2LL Midlothian;

4. l'associé Industri Kapital 2007 Limited Partnership III, avec adresse au 30-32, New Street, JE - JE2 3RA St. Helier a cédé 591 parts sociales et 8 582 parts sociales privilégiées de Classe A, 8 582 parts sociales privilégiées de Classe B, 8 582 parts sociales privilégiées de Classe C, 8 582 parts sociales privilégiées de Classe D, 8 582 parts sociales privilégiées de Classe E, 8 582 parts sociales privilégiées de Classe F, 8 582 parts sociales privilégiées de Classe G, 8 582 parts sociales privilégiées de Classe H, 8 582 parts sociales privilégiées de Classe I à ESP 2006 Conduit L.P. précité;

5. l'associé Industri Kapital 2007 Limited Partnership III précité a cédé 143 parts sociales et 2 077 parts sociales privilégiées de Classe A, 2 077 parts sociales privilégiées de Classe B, 2 077 parts sociales privilégiées de Classe C, 2 077 parts sociales privilégiées de Classe D, 2 077 parts sociales privilégiées de Classe E, 2 077 parts sociales privilégiées de Classe F, 2 077 parts sociales privilégiées de Classe G, 2 077 parts sociales privilégiées de Classe H, 2 077 parts sociales privilégiées de Classe I à ESP Golden Bear Europe Fund L.P., avec adresse au 1, George Street, EH2 2LL Midlothian;

6. l'associé Industri Kapital 2007 Limited Partnership IV, avec adresse au 30-32, New Street, JE - JE2 3RA St. Helier a cédé 822 parts sociales et 11 942 parts sociales privilégiées de Classe A, 11 942 parts sociales privilégiées de Classe B, 11 942 parts sociales privilégiées de Classe C, 11 942 parts sociales privilégiées de Classe D, 11 942 parts sociales privilégiées de Classe E, 11 942 parts sociales privilégiées de Classe F, 11 942 parts sociales privilégiées de Classe G, 11 942 parts sociales privilégiées de Classe H, 11 942 parts sociales privilégiées de Classe I à ESP Golden Bear Europe Fund L.P. précité;

7. l'associé Alpha IAB Co-Investment AB, avec adresse au 30-32, New Street, JE - JE2 3RA St. Helier a cédé 8 parts sociales et 126 parts sociales privilégiées de Classe A, 126 parts sociales privilégiées de Classe B, 126 parts sociales privilégiées de Classe C, 126 parts sociales privilégiées de Classe D, 126 parts sociales privilégiées de Classe E, 126 parts sociales privilégiées de Classe F, 126 parts sociales privilégiées de Classe G, 126 parts sociales privilégiées de Classe H, 126 parts sociales privilégiées de Classe I à ESP Golden Bear Europe Fund L.P. précité.

En conséquence:

Les associés détiennent les parts sociales et les parts sociales privilégiées de Classe A -I suivantes:

Industri Kapital 2007 Limited Partnership I

- 3 676 parts sociales
- 53 468 parts sociales privilégiées de Classe A
- 53 468 parts sociales privilégiées de Classe B
- 53 468 parts sociales privilégiées de Classe C
- 53 468 parts sociales privilégiées de Classe D
- 53 468 parts sociales privilégiées de Classe E
- 53 468 parts sociales privilégiées de Classe F
- 53 468 parts sociales privilégiées de Classe G
- 53 468 parts sociales privilégiées de Classe H

- 53 468 parts sociales privilégiées de Classe I

Industri Kapital 2007 Limited Partnership II

- 3 469 parts sociales
- 50 443 parts sociales privilégiées de Classe A
- 50 443 parts sociales privilégiées de Classe B
- 50 443 parts sociales privilégiées de Classe C
- 50 443 parts sociales privilégiées de Classe D
- 50 443 parts sociales privilégiées de Classe E
- 50 443 parts sociales privilégiées de Classe F
- 50 443 parts sociales privilégiées de Classe G
- 50 443 parts sociales privilégiées de Classe H
- 50 443 parts sociales privilégiées de Classe I

Industri Kapital 2007 Limited Partnership III

- 3 864 parts sociales
- 56 198 parts sociales privilégiées de Classe A
- 56 198 parts sociales privilégiées de Classe B
- 56 198 parts sociales privilégiées de Classe C
- 56 198 parts sociales privilégiées de Classe D
- 56 198 parts sociales privilégiées de Classe E
- 56 198 parts sociales privilégiées de Classe F
- 56 198 parts sociales privilégiées de Classe G
- 56 198 parts sociales privilégiées de Classe H
- 56 198 parts sociales privilégiées de Classe I

Industri Kapital 2007 Limited Partnership IV

- 4 329 parts sociales
- 62 960 parts sociales privilégiées de Classe A
- 62 960 parts sociales privilégiées de Classe B
- 62 960 parts sociales privilégiées de Classe C
- 62 960 parts sociales privilégiées de Classe D
- 62 960 parts sociales privilégiées de Classe E
- 62 960 parts sociales privilégiées de Classe F
- 62 960 parts sociales privilégiées de Classe G
- 62 960 parts sociales privilégiées de Classe H
- 62 960 parts sociales privilégiées de Classe I

Alpha IAB Co-Investment AB

- 46 parts sociales
- 666 parts sociales privilégiées de Classe A
- 666 parts sociales privilégiées de Classe B
- 666 parts sociales privilégiées de Classe C
- 666 parts sociales privilégiées de Classe D
- 666 parts sociales privilégiées de Classe E
- 666 parts sociales privilégiées de Classe F
- 666 parts sociales privilégiées de Classe G
- 666 parts sociales privilégiées de Classe H
- 666 parts sociales privilégiées de Classe I

AXA EXPANSION II

- 2 410 parts sociales
- 30 275 parts sociales privilégiées de Classe A
- 30 275 parts sociales privilégiées de Classe B
- 30 275 parts sociales privilégiées de Classe C
- 30 275 parts sociales privilégiées de Classe D
- 30 275 parts sociales privilégiées de Classe E
- 30 275 parts sociales privilégiées de Classe F

- 30 275 parts sociales privilégiées de Classe G
- 30 275 parts sociales privilégiées de Classe H
- 30 275 parts sociales privilégiées de Classe I

Pantheon Global Co-Investment Opportunities Fund L.P.

- 973 parts sociales
- 14 145 parts sociales privilégiées de Classe A
14 145 parts sociales privilégiées de Classe B
14 145 parts sociales privilégiées de Classe C
14 145 parts sociales privilégiées de Classe D
14 145 parts sociales privilégiées de Classe E
14 145 parts sociales privilégiées de Classe F
14 145 parts sociales privilégiées de Classe G
14 145 parts sociales privilégiées de Classe H
14 145 parts sociales privilégiées de Classe I

ESP 2006 Conduit L.P.

- 973 parts sociales
-14 145 parts sociales privilégiées de Classe A
- 14 145 parts sociales privilégiées de Classe B
- 14 145 parts sociales privilégiées de Classe C
- 14 145 parts sociales privilégiées de Classe D
- 14 145 parts sociales privilégiées de Classe E
- 14 145 parts sociales privilégiées de Classe F
- 14 145 parts sociales privilégiées de Classe G
- 14 145 parts sociales privilégiées de Classe H
- 14 145 parts sociales privilégiées de Classe I

ESP Golden Bear Europe Fund L.P.

- 973 parts sociales
- 14 145 parts sociales privilégiées de Classe A
- 14 145 parts sociales privilégiées de Classe B
- 14 145 parts sociales privilégiées de Classe C
- 14 145 parts sociales privilégiées de Classe D
- 14 145 parts sociales privilégiées de Classe E
- 14 145 parts sociales privilégiées de Classe F
- 14 145 parts sociales privilégiées de Classe G
- 14 145 parts sociales privilégiées de Classe H
- 14 145 parts sociales privilégiées de Classe I

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 31 juillet 2012.

Référence de publication: 2012097634/151.

(120134366) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 juillet 2012.

Thalocea, Société à responsabilité limitée unipersonnelle.

Siège social: L-1611 Luxembourg, 13, avenue de la Gare.

R.C.S. Luxembourg B 151.978.

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DISSOLUTION

In the year two thousand twelve, on the twenty-sixth day of June.

Before the undersigned Maître Gérard LECUIT, notary residing in Luxembourg.

There appeared:

Mr Cédric RATHS, Chartered Accountant, residing professionally in Luxembourg,

acting in the name and on behalf of THALOCEA CAPITAL PARTNERS, a French société par actions simplifiée, having its registered office at 19, rue d'Antin, F-75002 Paris, France, and registered with the Registre du Commerce et des Sociétés, Greffe du Tribunal de Commerce de Paris under number 514.113.711 R.C.S. Paris,

by virtue of a proxy given on 24 June 2012.

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

Such appearer, acting in the said capacity, has requested the undersigned notary to state:

- that "Thalocea" a société à responsabilité limitée (private limited liability company), having its principal office in L-1611 Luxembourg, 13, Avenue de la Gare, has been incorporated by a notarial deed on 15 March 2010, published in the Mémorial Recueil des Sociétés et Associations, number 881 of 28 April 2010 (the "Company");

- that the capital of the corporation "Thalocea" is fixed at TWELVE THOUSAND FIVE HUNDRED EURO (12,500.- EUR) represented by ONE HUNDRED TWENTY-FIVE (125) shares with a par value of ONE HUNDRED EURO (100.- EUR) each, fully paid up;

- that THALOCEA CAPITAL PARTNERS, prenamed, has become owner of all the shares and declares that he has full knowledge of the articles of incorporation and the financial standing of the Company;

- that the appearing party, in its capacity of sole shareholder of the Company, has resolved to proceed to the anticipatory and immediate dissolution of the Company and to put it into liquidation;

- that the sole shareholder, in its capacity as liquidator of the Company, and according to the balance sheet of the Company as at 15 June 2012, declares that all the liabilities of the Company, including the liabilities arising from the liquidation, are settled or retained;

The appearing party furthermore declares that:

- the Company's activities have ceased;

- the sole shareholder is thus vested with all the assets of the Company and undertakes to settle all and any liabilities of the terminated Company, the balance sheet of the Company as at 15 June 2012, being only one information for all purposes;

- following to the above resolutions, the Company's liquidation is to be considered as accomplished and closed;

- the Company's managers are hereby granted full discharge with respect to their duties;

- there shall be proceeded to the cancellation of all units;

- the books and documents of the corporation shall be lodged during a period of five years in L-1611 Luxembourg, 13, Avenue de la Gare.

Although no confusion of patrimony can be made, neither the assets of dissolved company or the reimbursement to the sole shareholder can be done, before a period of thirty days (article 69 (2) of the law on commercial companies) to be counted from the day of publication of the present deed, and only if no creditor of the Company currently dissolved and liquidated has demanded the creation of security

The undersigned notary, who knows English, states that on request of the appearing party, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

Costs

The costs, expenses, remunerations or charges in any form whatsoever incumbent to the company and charged to it by reason of the present deed are estimated approximately at one thousand euro (EUR 1,000).

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

The document having been read to the person appearing, who is known to the notary by his surname, first name, civil status and residence, the said person signed together with Us notary this original deed.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le quinze juin.

Pardevant Maître Gérard LECUIT, notaire de résidence à Luxembourg.

A COMPARU:

Monsieur Cédric RATHS, Expert comptable, demeurant professionnellement à Luxembourg,

agissant en sa qualité de mandataire spécial de THALOCEA CAPITAL PARTNERS, une société par actions simplifiée de droit français, dont le siège social est sis à 19, rue d'Antin, F-75002 Paris, France, et immatriculée auprès du Registre du Commerce et des Sociétés, Greffe du Tribunal de Commerce de Paris, sous le numéro 514 113 711 R.C.S. Paris,

en vertu d'une procuration sous seing privé datée du 24 juin 2012.

Laquelle procuration restera, après avoir été signée "ne varietur" par le mandataire de la comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Laquelle comparante, ès-qualité qu'elle agit, a requis le notaire instrumentant d'acter:

- que la société à responsabilité limitée Thalocea, ayant son siège social à L-1611 Luxembourg, 13, Avenue de la Gare, a été constituée suivant acte notarié en date du 15 mars 2010, publié au Mémorial Recueil des Sociétés et Associations, numéro 881 du 28 avril 2010 («la Société»);

- que le capital social de la société Thalocea s'élève actuellement à DOUZE MILLE CINQ CENTS EUROS (12.500,- EUR) représenté par CENT VINGT CINQ (125) parts sociales d'une valeur nominale de CENT EUROS (100,- EUR) chacune, entièrement libérées;

- que THALOCEA CAPITAL PARTNERS, précitée, est devenue seule propriétaire de toutes les parts sociales et qu'elle déclare avoir parfaite connaissance des statuts et de la situation financière de la Société;

- que la partie comparante, en sa qualité d'associée unique de la Société, a décidé de procéder à la dissolution anticipée et immédiate de la Société et de la mettre en liquidation;

- que l'associée unique, en sa qualité de liquidateur de la Société et au vu du bilan de la Société au 15 juin 2012, déclare que tout le passif de la Société, y compris le passif lié à la liquidation de la Société, est réglé ou dûment provisionné;

La partie comparante déclare encore que:

- l'activité de la Société a cessé;

- l'associée unique est investie de l'entièreté de l'actif de la Société et déclare prendre à sa charge l'entièreté du passif de la Société qu'il soit connu et impayé, ou inconnu et non encore payé, le bilan au 15 juin 2012 étant seulement un des éléments d'information à cette fin;

- suite aux résolutions ci-avant, la liquidation de la Société est à considérer comme accomplie et clôturée;

- décharge pleine et entière est accordée aux gérants de la Société;

- il y a lieu de procéder à l'annulation de toutes les parts sociales;

- les livres et documents de la Société devront être conservés pendant la durée légale de cinq ans à L-1611 Luxembourg, 13 Avenue de la Gare.

Toutefois, aucune confusion de patrimoine entre la société dissoute et l'avoir social de, ou remboursement à, l'associé unique ne pourra se faire avant le délai de trente jours (article 69 (2) de la loi sur les sociétés commerciales) à compter de la publication et sous réserve qu'aucun créancier de la Société présentement dissoute et liquidée n'aura exigé la constitution de sûretés

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que la comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Frais

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués approximativement à mille euros (EUR 1.000).

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

Et après lecture faite et interprétation donnée au mandataire de la comparante, connue du notaire instrumentant par son nom, prénom usuel, état et demeure, il a signé le présent acte avec le notaire.

Signé: C. RATHS, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 27 juin 2012. Relation: LAC/2012/29861. Reçu soixante-quinze euros (EUR 75,-)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 23 juillet 2012.

Référence de publication: 2012097741/108.

(120134702) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 juillet 2012.

Van Burg S.A., Société Anonyme.

R.C.S. Luxembourg B 32.294.

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Nous vous informons par la présente que la société mentionnée sous rubrique n'est plus domiciliée à notre adresse depuis le 6 juillet 2012.

SGG S.A.
Alex PHAM / Betty PRUDHOMME
Manager / Senior Vice President

Référence de publication: 2012097882/11.

(120134725) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 juillet 2012.

Zouga (2) S.A., Société Anonyme.

R.C.S. Luxembourg B 92.804.

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Nous vous informons par la présente que la société mentionnée sous rubrique n'est plus domiciliée à notre adresse depuis le 6 juillet 2012.

SGG S.A.
Alex PHAM / Betty PRUDHOMME
Manager / Senior Vice-President

Référence de publication: 2012097883/11.

(120134728) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 juillet 2012.

Financière CG S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 12F, rue Guillaume Kroll.

R.C.S. Luxembourg B 168.395.

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Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 12 juin 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 12 juillet 2012.
Francis KESSELER
NOTAIRE

Référence de publication: 2012098206/13.

(120135315) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

DJ Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 148.440.

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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: 2012098149/9.

(120135424) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

DWM Funds S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 138.354.

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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: 2012098151/9.

(120134458) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

E Oppenheimer & Son Property (Luxembourg) Limited, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 83.381.

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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
Un mandataire

Référence de publication: 2012098153/11.

(120134865) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

E.V.A.F. Luxembourg (Bifrost) S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 126.035.

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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.

Signatures.

Référence de publication: 2012098155/10.

(120135152) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

E.V.A.F. Luxembourg (Highstreet) S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 136.822.

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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.

Signatures.

Référence de publication: 2012098156/10.

(120135078) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

GSLP I Offshore A (Brenntag) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 140.437.

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Constituée par devant Me Paul Frieders, notaire de résidence à Luxembourg, en date du 9 juillet 2008, acte publie au Mémorial C no 2001

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.

GSLP I Offshore A (Brenntag) S.à r.l.
Maxime Nino
Gérant

Référence de publication: 2012098288/14.

(120135788) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

E.V.A.F Luxembourg I S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 118.955.

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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.

Signatures.

Référence de publication: 2012098157/10.

(120135154) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

E.V.A.F Luxembourg II S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 118.957.

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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.

Signatures.

Référence de publication: 2012098159/10.

(120135156) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

E.V.A.F Luxembourg (Marvel) S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 134.331.

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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.

Signatures.

Référence de publication: 2012098160/10.

(120135153) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Eaton Holding V S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 128.126.

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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.

Luxembourg, le 01.08.2012. Signature.

Référence de publication: 2012098161/10.

(120135610) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

GSLP I Offshore B (Brenntag) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 140.436.

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Constituée par devant Me Paul Frieders, notaire de résidence à Luxembourg, en date du 9 juillet 2008, acte publié au Mémorial C no 1996

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.

GSLP I Offshore B (Brenntag) S.à r.l.
Maxime Nino
Gérant

Référence de publication: 2012098290/14.

(120135786) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Eco Clean, Société à responsabilité limitée.

Siège social: L-1273 Luxembourg, 11, rue de Bitbourg.

R.C.S. Luxembourg B 164.358.

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Les statuts coordonnés de la société, rédigés en suite de l'assemblée générale du 23.07.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Capellen.

Référence de publication: 2012098162/11.

(120135559) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Emendata et Temperi S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 155.713.

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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 31 juillet 2012.

Référence de publication: 2012098164/10.

(120134983) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Exeter Business Centre Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 163.474.

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Les comptes annuels de la société 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 1 er Aout 2012.

Pour la société

Référence de publication: 2012098166/12.

(120135549) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Ecaro s.à r.l., Société à responsabilité limitée.

Siège social: L-9970 Leithum, 4, Am Kaandel.

R.C.S. Luxembourg B 129.522.

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Les comptes annuels au 31.12.11 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: 2012098167/9.

(120135336) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre Fund A/B/C Invest Co. S.à r.l., Société à responsabilité limitée, (anc. MCI Invest Co. S.à r.l.).

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 163.523.

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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: 2012098168/9.

(120135242) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre GP Fund A, Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 157.511.

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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: 2012098169/9.

(120135289) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

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

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

R.C.S. Luxembourg B 169.315.

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Il résulte du contrat de cession de parts sociales que la société Odd Financial Services S.A. cède l'entièreté de ses parts sociales à savoir 500 parts sociales détenues dans Esmerelle S.à r.l. à Mayhoola for Investments SPC, société de droit Qatari dont le siège est établi au Alwajba Palace, Doha Qatar, et enregistré au Companies Registration Office Public Register Qatar sous le numéro 00148 en date du 24 juillet 2012.

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

Fait à Luxembourg, le 31 juillet 2012.

Pour la société

Un mandataire

Référence de publication: 2012098188/15.

(120134462) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre GP Fund B, Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 157.548.

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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: 2012098170/9.

(120135288) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre GP Fund C, Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 157.510.

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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: 2012098171/9.

(120135287) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre Hold Co. A S.à r.l., Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 158.361.

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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: 2012098172/9.

(120135234) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre Hold Co. B S.à r.l., Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 158.362.

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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: 2012098173/9.

(120135233) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

International Logistic Group S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 22, rue Gabriel Lippmann.

R.C.S. Luxembourg B 143.443.

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Auszug aus dem Protokoll der Gesellschafterversammlung der International Logistic Group S.à r.l. vom 30. Juli 2012

Die Gesellschafterversammlung der International Logistic Group S.à r.l. hat folgende Beschlüsse gefasst:

- Die Gesellschafter nehmen Kenntnis vom Rücktritt von Herrn Philipp Schülin von seinem Mandat als alleiniger Geschäftsführer der Gesellschaft mit Wirkung zum 30.Juli 2012 des und akzeptieren diesen.

- Die Gesellschafter beschließen einstimmig, Herrn Frantz Wallenborn, geboren am 15. Februar 1962 in Luxembourg, wohnhaft in L-8606 Bettborn, 5 Aal Strooss, zum alleinigen Geschäftsführer der Gesellschaft mit sofortiger Wirkung und auf unbestimmte Dauer zu ernennen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Für die Gesellschaft
Unterschrift
Ein Bevollmächtigter

Référence de publication: 2012098336/18.

(120134723) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECE European Prime Shopping Centre Hold Co. C S.à r.l., Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 158.363.

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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: 2012098174/9.

(120135232) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

ECVV Business Solutions S.à r.l., Société à responsabilité limitée.

Siège social: L-2120 Luxembourg, 16, allée Marconi.

R.C.S. Luxembourg B 161.886.

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Les comptes annuels au 31 DECEMBRE 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.

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2012098176/10.

(120135647) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

GSLP I Offshore C (Brenntag) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 140.435.

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Constituée par devant Me Paul Frieders, notaire de résidence à Luxembourg, en date du 9 juillet 2008, acte publie au Mémorial C no 2001

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.

GSLP I Offshore C (Brenntag) S.à r.l.
Maxime Nino
Gérant

Référence de publication: 2012098292/14.

(120135784) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Edmond de Rothschild Prifund, en abrégé PRIFUND, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 33.645.

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Le Rapport Annuel et les Etats Financiers Révisés au 31 Décembre 2011 ainsi que la distribution de dividendes relative à l'Assemblée Générale Ordinaire du 25 Mai 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012098177/11.

(120135933) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Egon Diamond S.A., Société Anonyme.

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

R.C.S. Luxembourg B 55.785.

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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.

Pour EGON DIAMOND S.A.
Signatures

Référence de publication: 2012098179/11.

(120135535) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Egos S.A., Société Anonyme.

Siège social: L-5730 Aspelt, 12, rue de Mondorf.

R.C.S. Luxembourg B 118.628.

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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: 2012098180/10.

(120134727) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Electro Nord S.à.r.l., Société à responsabilité limitée.

Siège social: L-9806 Hosingen, 49, Haaptstrooss.

R.C.S. Luxembourg B 94.381.

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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.

Diekirch, le 31/07/2012.
Pour la société
C.F.N. GESTION S.A.
20, Esplanade - L-9227 Diekirch
Adresse postale:
B.P. 80 - L-9201 Diekirch
Signature
Un mandataire

Référence de publication: 2012098182/17.

(120134518) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Emanimmo S.A., Société Anonyme.

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

R.C.S. Luxembourg B 42.397.

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Dépôt complémentaire des comptes annuels au 31.12.2011 déposés en date du 22/06/2012 n°L120103890

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: 2012098184/11.

(120134476) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Etab Engineering GmbH, Société à responsabilité limitée.

Siège social: L-5555 Remich, 6, place du Marché.

R.C.S. Luxembourg B 61.237.

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Der Jahresabschluss vom 31.12.2011 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012098189/9.

(120135614) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Eubrowheels S.A., Société Anonyme.

Siège social: L-6550 Berdorf, 4, Um Millewée.

R.C.S. Luxembourg B 99.256.

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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.

Référence de publication: 2012098190/9.

(120134807) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Euro Financial Control and Tax Consult, Société à responsabilité limitée.

Siège social: L-6450 Echternach, 21, route de Luxembourg.

R.C.S. Luxembourg B 95.951.

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Les comptes annuels au 31.12.11 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: 2012098191/9.

(120135333) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Quilvest Wealth Management S.A., Société Anonyme.

Siège social: L-1445 Strassen, 7, rue Thomas Edison.

R.C.S. Luxembourg B 161.224.

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Extrait de l'assemblée générale ordinaire du 8 juin 2012.

Le mandat du réviseur d'entreprise agréé venant à échéance, l'assemblée décide d'élire pour la période expirant à l'assemblée générale statuant sur l'exercice 2012, à tenir en 2013, KPMG Luxembourg S.à r.l., ayant son siège social au 9, Allée Scheffer, L-2520 Luxembourg, inscrite au Registre du Commerce et des sociétés de Luxembourg sous le numéro B 149.133.

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

Pour Quilvest Wealth Management S.A.
Signature
Un mandataire

Référence de publication: 2012098660/16.

(120134520) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Euro-Guss S.A., Société Anonyme.

Siège social: L-6439 Echternach, 15-19, rue du Chemin de Fer.

R.C.S. Luxembourg B 93.141.

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Les comptes annuels au 31.12.11 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: 2012098192/9.

(120135911) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Eurocost International S.A., Société Anonyme.

Siège social: L-1430 Luxembourg, 1B, boulevard Pierre Dupong.

R.C.S. Luxembourg B 67.591.

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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 EUROCOST INTERNATIONAL S.A.

Référence de publication: 2012098194/10.

(120135260) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

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

Siège social: L-2120 Luxembourg, 16, allée Marconi.

R.C.S. Luxembourg B 54.520.

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Les comptes annuels au 31 DECEMBRE 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.

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2012098195/10.

(120134643) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

R2M Music (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2340 Luxembourg, 26, rue Philippe II.

R.C.S. Luxembourg B 112.534.

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EXTRAIT

En date du 27.07.2012, l'associé de la Société a pris les résolutions suivantes:

- La démission de Monsieur Lorenzo Patrassi de sa fonction de gérant de la Société a été acceptée;
- Le nombre de gérants de la Société a été diminué de trois (3) à deux (2);
- De sorte que le nouveau conseil de gérance est composé comme suit:

1. Monsieur Iain Macleod
2. Monsieur Tomas Lichy

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

Référence de publication: 2012098713/16.

(120134705) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

European Credit Fund Sicav II, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 148.817.

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Les comptes annuels au 31 mars 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour European Credit Fund Sicav II
Caceis Bank Luxembourg

Référence de publication: 2012098197/11.

(120135318) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

European Investment Group, Société Anonyme.

R.C.S. Luxembourg B 139.928.

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Par la présente, nous dénonçons le siège social de votre société avec effet immédiate.

Le 31.07.2012.
FIDUCIAIRE SOFICODEC S.à.r.l.

Référence de publication: 2012098199/9.

(120134978) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Eurorupee S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 130.020.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 26 juillet 2012.

Référence de publication: 2012098200/10.

(120134712) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

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

Siège social: L-6550 Berdorf, 4, Um Millewée.

R.C.S. Luxembourg B 96.130.

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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: 2012098201/9.

(120134809) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

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

Capital social: USD 25.000,00.

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

R.C.S. Luxembourg B 149.115.

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La Société a été constituée suivant acte reçu par Maître Paul BETTINGEN, notaire de résidence à Niederanven (Grand-Duché de Luxembourg), en date du 26 octobre 2009, publié au Mémorial C, Recueil des Sociétés et Associations n ° 2317 du 26 novembre 2009.

Les comptes annuels de la Société 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.

Haget S.à r.l.
Signature

Référence de publication: 2012098302/15.

(120135646) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Extel International, Société à responsabilité limitée.

Siège social: L-1631 Luxembourg, 59, rue Glesener.

R.C.S. Luxembourg B 30.199.

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

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

Signature.

Référence de publication: 2012098202/10.

(120135037) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Exzentric S.A., Société Anonyme.

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

R.C.S. Luxembourg B 139.469.

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Par cette lettre, je vous informe de ma décision de démissionner de mes fonctions d'administrateur qui m'ont été confiées lors de l'assemblée générale extraordinaire du 28 avril 2008, et ceci avec effet rétroactif au 29 avril 2011.

Luxemburg, 4 janvier 2012. Yves Deschenaux.

Référence de publication: 2012098203/10.

(120134491) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Fossil Holdings LLC Luxembourg SCS, Société en Commandite simple.

Capital social: EUR 18.502,00.

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

R.C.S. Luxembourg B 102.662.

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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 23 juillet 2012.

Référence de publication: 2012098209/10.

(120134578) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Farfinance I S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 77.029.

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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.

Société Européenne de Banque
Société Anonyme
Banque Domiciliataire
Signatures

Référence de publication: 2012098215/13.

(120135949) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Frankfurt BICC, Société Anonyme.

R.C.S. Luxembourg B 127.692.

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Conformément à l'article 3 de la loi du 31 mai 1999 régissant la domiciliation des sociétés, Citco REIF Services (Luxembourg) SA informe de la dénonciation de la convention de domiciliation conclue avec effet le 20 avril 2007 pour une durée indéterminée entre les deux sociétés:

Frankfurt BICC, enregistrée au Registre de Commerce et des Sociétés Luxembourg avec le numéro B127692 et ayant son siège social au 20 rue de la Poste, L-2346 Luxembourg jusqu'au 31 juillet 2012, et

Citco (Luxembourg) S.A., qui est devenue Citco REIF Services (Luxembourg) SA, le 1 er juillet 2008, et ayant son siège social au 20 rue de la Poste, L-2346 Luxembourg.

Et ce avec effet au 31 juillet 2012

Fait à Luxembourg, le 31 juillet 2012.
Signatures
L'Agent Domiciliataire

Référence de publication: 2012098211/17.

(120134773) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Futura II, Société à responsabilité limitée.

R.C.S. Luxembourg B 135.562.

—

Conformément à l'article 3 de la loi du 31 mai 1999 régissant la domiciliation des sociétés, Citco REIF Services (Luxembourg) SA informe de la dénonciation de la convention de domiciliation conclue avec effet le 19 décembre 2007 pour une durée indéterminée entre les deux sociétés:

Futura II, enregistrée au Registre de Commerce et des Sociétés Luxembourg avec le numéro B135562 et ayant son siège social au 20 rue de la Poste, L-2346 Luxembourg jusqu'au 31 juillet 2012, et

Citco (Luxembourg) S.A., qui est devenue Citco REIF Services (Luxembourg) SA, le 1 er juillet 2008, et ayant son siège social au 20 rue de la Poste, L-2346 Luxembourg.

Et ce avec effet au 31 juillet 2012

Fait à Luxembourg, le 31 juillet 2012.
Signatures
L'Agent Domiciliataire

Référence de publication: 2012098212/17.

(120134772) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

MGP Europe Parallel AIV (Lux) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 122.880.

—

Suite à l'assemblée générale du 29 juin 2012, les décisions suivantes ont été prises:

- L'assemblée accepte la démission de leur mandat de gérant de:

Madame Julie Mossong, née à Wirksworth, Royaume-Uni, le 30 avril 1965, domiciliée professionnellement 28, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg.

Monsieur Thomas Lee, né à Sidney, Australie, le 1 er octobre 1972, domicilié professionnellement 8 Marina View, Asia Square Tower 1 #27-03, Singapore 018960, Singapour.

Monsieur Laurent Luccioni, né à Paris, France, le 31 juillet 1971, domicilié professionnellement 60 Sloane Avenue, London SW3 3XB, Royaume-Uni.

- L'assemblée générale nomme à un mandat de gérant, pour une durée indéterminée:

Madame Joanne Fitzgerald, née à Waterford, Irlande, le 11 mars 1979, domiciliée professionnellement 28, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg.

Monsieur Steven Willingham, né à Boston, Royaume-Uni, le 7 octobre 1969, domicilié professionnellement 60 Sloane Avenue, London SW3 3XB, Royaume-Uni.

Référence de publication: 2012098522/20.

(120135093) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

Regent Acquisitions S.à r.l., Société à responsabilité limitée.

Capital social: GBP 12.500,00.

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

R.C.S. Luxembourg B 170.469.

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STATUTES

In the year two thousand and twelve, on the thirteenth day of July.

Before us, Maître Francis Kesseler, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg.

THERE APPEARED:

RB Investments 1 Limited, a private company limited by shares incorporated under the law of England and Wales, having its registered office at 135, Bishopsgate EC2M 3UR, London (United Kingdom), registered with the Registrar of Companies for England and Wales under number 6386390, (hereafter the "RBI1L"),

represented by:

- Mr. Ian McGillivray, born on July 8 th , 1965, in Ashford (Great-Britain), and residing professionnally at 135, Bishopsgate EC2M 3UR, London (United Kingdom), Director, and

- Mr. Mark Danby, born on March 10, 1968, in Changi (Singapoor), and residing professionally at 135, Bishopsgate EC2M 3UR, London (United Kingdom), Director,

here represented by Mrs. Sofia Afonso-Da Chao Conde, private employee, residing professionally at 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, Grand Duchy of Luxembourg, by virtue of a proxy given under private seal.

The said proxy signed "ne varietur" by the attorney and the undersigned notary will remain attached to the present deed, in order to be recorded with it.

The appearing party represented as stated above has requested the undersigned notary, to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

I. Name - Registered office - Object - Duration

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

Art. 2. Registered office.

2.1. The registered office of the Company is established in the municipality of Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of managers (the Board). The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the members, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board. Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may 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 circumstances. Such temporary measures have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, remains a Luxembourg incorporated company.

Art. 3. Corporate 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. It may open branches in Luxembourg and abroad.

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 acquire participations in loans and/or 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 favor 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 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 generally carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes.

Art. 4. Duration.

4.1. The Company is formed for an unlimited duration.

4.2. The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several members.

II. Capital - Corporate units

Art. 5. Capital.

5.1. The corporate capital is set at twelve thousand five hundred Great Britain Pounds (GBP 12,500), represented by twelve thousand five hundred (12,500) corporate units in registered form, having a par value of one Great Britain Pound (GBP 1) each, all subscribed and fully paid-up.

5.2. The corporate capital may be increased or decreased in one or several times by a resolution of the members, acting in accordance with the conditions prescribed for the amendment of the Articles.

5.3. Besides the issued subscribed capital, a share premium account can be established on which will be transferred all the share premiums paid on the corporate units besides the nominal value. The balance of this share premium account can be used to pay the price of the corporate units which the Company bought back from its members, to compensate any realized net loss, to distribute dividends to the members or to allocate funds to the legal reserve.

Art. 6. Corporate units.

6.1. The corporate units are indivisible and the Company recognizes only one (1) owner per corporate unit. In case of joint ownership on one or several corporate unit(s) the members shall designate one (1) owner by corporate unit.

6.2. Corporate units are freely transferable among members. Where the Company has a sole member, corporate units are freely transferable to third parties.

Where the Company has more than one member, the transfer of corporate units (inter vivos) to third parties is subject to the prior approval of the members representing at least three-quarters (3/4) of the corporate capital.

The transfer of corporate units by reason of death to third parties must be approved by the members representing at least three-quarters (3/4) of the rights owned by the survivors.

A corporate unit transfer is only 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.

6.3. A register of members is kept at the registered office and may be examined by each member upon request.

6.4. The Company may redeem its own corporate units provided that the Company has sufficient distributable reserves for that purpose or if the redemption results from a reduction of the Company's corporate capital.

III. Management - Representation

Art. 7. Appointment and Removal of managers.

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

7.2. The managers may be removed at any time (with or without cause) by a resolution of the members.

Art. 8. Board of managers. If several managers have been appointed, they will constitute a board of managers (the Board). The member(s) may decide to qualify the appointed managers as category A managers (the Category A Managers) and category B managers (the Category B Managers).

8.1. Powers of the board of managers

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

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

(iii) The Board may from time to time sub-delegate its powers for specific tasks to one or several ad hoc agent(s) who need not be member(s) or manager(s) of the Company. The Board will determine the powers, duties and remuneration (if any) of its agent(s), the duration of the period of representation and any other relevant conditions of his/their agency.

8.2. Procedure

(i) The Board meets upon the request of any manager, at the place indicated in the convening notice which, in principle, is in Luxembourg.

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

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

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

(v) The Board can deliberate or act validly only if a majority of the managers is present or represented at a meeting of the board of managers, including at least one Category A Manager and one Category B Manager in the case that the member(s) has(have) qualified the managers as Category A Managers and Category B Managers. Decisions shall be taken by a majority vote of the managers present or represented at such meeting, including at least one vote of a Category A Manager and one vote of a Category B Manager in the case that the member(s) has(have) qualified the managers as Category A Managers and Category B Managers.

(vi) The resolutions of the meeting of the Board are taken in written form and reported on minutes. Such minutes are signed by all the managers present.

(vii) Any manager may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held. The meeting will be dated as at the date of the holding. The decision will also be valid as the date of the holding. The minutes will be signed later by the manager participating to the Board by such means.

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

8.3. Representation

(i) The Company shall be bound towards third parties in all matters by the sole signature of the manager in case of sole manager, the joint signature of two managers, in case of several managers, or the joint signature of any Category A Manager and any Category B Manager of the Company in the case that the member(s) has(have) qualified the managers as Category A Managers and Category B Managers or by the joint or single signatures of any persons to whom such signatory power has been validly delegated in accordance with articles 8.1. (ii) and 8.3 (ii) of these Articles.

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

Art. 9. Sole manager.

9.1 If the Company is managed by a sole manager, any reference in the Articles to the Board or the managers is to be read as a reference to such sole manager, as appropriate.

9.2. The Company is bound towards third parties by the signature of the sole manager.

9.3. The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 10. Liability of the managers. The managers may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles and the Law.

IV. Member(s)

Art. 11. General meetings of members and Members circular resolutions.

11.1. Powers and voting rights

(i) Resolutions of the members are adopted at a general meeting of members (the General Meeting) or by way of circular resolutions (the Members Circular Resolutions) in case the number of members of the Company is less or equal to twenty-five.

(ii) Where resolutions are to be adopted by way of Members Circular Resolutions, the text of the resolutions is sent to all the members, in accordance with the Articles. Members Circular Resolutions signed by all the members are valid and binding as if passed at a General Meeting duly convened and held and bear the date of the last signature.

(iii) Each corporate unit entitles to one (1) vote.

11.2. Notices, quorum, majority and voting procedures

(i) The members are convened to General Meetings or consulted in writing at the initiative of any manager or members representing more than one-half (1/2) of the corporate capital.

(ii) Written notice of any General Meeting is given to all members at least eight (8) calendar days in advance of the date of the meeting, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) General Meetings are held at such place and time specified in the notices.

(iv) If all the members are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(v) A member may grant a written power of attorney to another person, whether or not a member, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Members Circular Resolutions are passed by members owning more than one-half (1/2) of the corporate capital. If this majority is not reached at the first General Meeting or first written consultation, the members are convened by registered letter to a second General Meeting or consulted a second time and the resolutions are adopted at the General Meeting or by Members Circular Resolutions by a majority of the votes cast, regardless of the proportion of the corporate capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of members owning at least three-quarters (3/4) of the corporate capital.

(viii) Any change in the nationality of the Company and any increase of a member's commitment in the Company require the unanimous consent of the members.

Art. 12. Sole member.

12.1. Where the number of members is reduced to one (1), the sole member exercises all powers conferred by the Law to the General Meeting.

12.2. Any reference in the Articles to the members and the General Meeting or to Members Circular Resolutions is to be read as a reference to such sole member or the resolutions of the latter, as appropriate.

12.3. The resolutions of the sole member are recorded in minutes or drawn up in writing.

V. Annual accounts - Allocation of profits - Supervision

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

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

13.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarizing the Company's commitments and the debts of the manager(s) and members towards the Company.

13.3. Each member may inspect the inventory and the balance sheet at the registered office.

13.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Members Circular Resolutions within six (6) months from the closing of the financial year.

13.5. In case the number of members of the Company exceeds twenty-five (25), the annual General Meeting shall be held each year on the third Tuesday of June each year at 3.00 pm at the registered office of the Company, and if such day is not a day on which banks are opened for general business in the city of Luxembourg (i.e. a Business Day), on the next following Business Day at the same time and place.

Art. 14. Commissaire aux comptes - Réviseurs d'entreprises.

14.1. In case the number of members of the Company exceeds twenty-five (25), the supervision of the Company shall be entrusted to one or more statutory auditor(s) (commissaire(s) aux comptes), who may or may not be members.

14.2. The operations of the Company are supervised by one or several independent auditor(s) (réviseur(s) d'entreprises), when so required by law.

14.3. The members appoint the statutory auditor (commissaire aux comptes), if any and independent auditor (réviseur d'entreprises), if any, and determine their number, remuneration and the term of their office, which may not exceed six (6) years. The statutory auditor (commissaire aux comptes) and the independent auditor (réviseur d'entreprises) may be reappointed.

Art. 15. Allocation of profits.

15.1. From the annual net profits of the Company, five per cent (5%) is allocated to the reserve required by Law. This allocation ceases to be required when the legal reserve reaches an amount equal to ten per cent (10%) of the corporate capital.

15.2. The members determine how the balance of the annual net profits is disposed of. It may allocate such balance to the payment of a dividend, transfer such balance to a reserve account or carry it forward.

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

(i) interim accounts are drawn up by the Board;

(ii) these interim accounts show that sufficient profits and other available reserves (including share premium) are available for distribution; and

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts.

VI. Dissolution - Liquidation

Art. 16.

16.1. The Company may be dissolved at any time, by a resolution of the members, adopted by one-half (1/2) of the members holding three-quarters (3/4) of the corporate capital. The members appoint one or several liquidators, who need not be members, to carry out the liquidation and determine their number, powers and remuneration. Unless otherwise decided by the members, the liquidators have the broadest powers to realize the assets and pay the liabilities of the Company.

16.2. The surplus after the realization of the assets and the payment of the liabilities is distributed to the members in proportion to the corporate units held by each of them.

VII. General provisions

Art. 17.

17.1. Notices and communications are made or waived and the Managers Circular Resolutions as well as the Members Circular Resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

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

17.3. Signatures may be in handwritten or electronic form, provided they fulfill all legal requirements to be deemed equivalent to handwritten signatures. Signatures of the Managers Circular Resolutions or the Members Circular Resolutions, as the case may be, are affixed on one original or on several counterparts of the same document, all of which taken together constitute one and the same document.

17.4. All matters not expressly governed by the Articles are determined in accordance with the Law and, subject to any non waiver provisions of the law, any agreement entered into by the members from time to time.

Transitory provision

The first financial year begins on the date of this deed and ends on December 31, 2012.

Subscription and Payment

RBI1L, pre-named, declares:

1. To subscribe all the twelve thousand five hundred (12,500) corporate units, with a nominal value of one Great Britain Pound (GBP 1) each.

2. To fully pay them up by a contribution in cash of an aggregate amount of three hundred ninety four thousand four hundred thirty Great Britain Pounds (GBP 394,430);

From the above subscription price:

-The amount of twelve thousand five hundred Great Britain Pounds (GBP 12,500) is allocated to the capital of the Company;

-The amount of three hundred eighty one thousand nine hundred thirty Great Britain Pounds (GBP 381,930) is allocated to the share premium.

The amount of three hundred ninety four thousand four hundred thirty Great Britain Pounds (GBP 394,430) is at the disposal of the Company, evidence of which has been given to the undersigned notary.

Costs

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with its incorporation are estimated at approximately two thousand Euros (EUR 2,000).

Resolutions of the sole member

Immediately after the incorporation of the Company, the sole member of the Company, representing the entire subscribed capital, has passed the following resolutions:

1. The following persons are appointed as managers of the Company for an indefinite period:

a.- Mr Martinus Weijermans, born in 's-Gravenhage (Netherlands), on August 26, 1970, with professional address at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;

b.- Mr Patrick Van Denzen, born in Geleen (Netherlands), on February 28, 1971, with professional address at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;

c.- Mr François Bourgon, born in Phalsbourg (France), on December 29, 1969, with professional address at 4, rue Jean-Pierre Probst, L-2352 Luxembourg, Grand Duchy of Luxembourg;

2. The registered office of the Company is set at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

Declaration

The undersigned notary, who understands and speaks English, states that, on the request of the appearing party, this deed is drawn up in English, followed by a French version and, in case of divergences between the English text and the French text, the English text prevails.

WHEREOF, this deed was drawn up in Esch-sur-Alzette, on the day stated above.

This deed has been read to the representative of the appearing party, and signed by the latter with the undersigned notary.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le treize juillet.

Par-devant Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg.

A COMPARU:

RB Investments 1 Limited, une société en commandite par actions constituée sous le droit de Anglais et Gallois, ayant son siège social au 135, Bishopsgate EC2M 3UR, Londres (Royaume-Uni), enregistrée auprès du Registre des Sociétés de l'Angleterre et du Pays de Galles sous le numéro 6386390, (ci-après «RBI1L»),

représentée par:

- M. Ian McGillivray, né le 8 juillet, 1965, à Ashford (Grande-Bretagne), et résidant professionnellement au 135, Bishopsgate EC2M 3UR, Londres (Royaume-Uni), administrateur, et

- M. Mark Danby, né le 10 Mars, 1968, à Changi (Singapour), et résidant professionnellement au 135, Bishopsgate EC2M 3UR, Londres (Royaume-Uni), administrateur,

ici représentée par Mme Sofia Afonso-Da Chao Conde, employée privée, demeurant professionnellement à 5, rue Zénon Bernard, L-4030 Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration sous seing privé.

La prédite procuration, signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera enregistrée.

La partie comparante, représentée comme établit ci-dessus, a requis le notaire instrumentaire de documenter comme suit les statuts d'une société à responsabilité limitée qu'elle constitue par la présente:

I. Dénomination - Siège social - Objet- Durée

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

Art. 2. Siège social.

2.1 Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg. Il peut être transféré dans la commune par décision du conseil de gérance (le Conseil). Le siège social peut être transféré en tout autre endroit du

Grand-duché de Luxembourg par une résolution des associés, selon les modalités requises pour la modification des Statuts.

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

Art. 3. Objet social.

3.1. 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 à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle pourra en outre investir dans l'acquisition et la gestion d'un portefeuille de droits de propriété intellectuelle de quelque nature ou origine que ce soit. Elle peut créer des succursales à Luxembourg et à l'étranger.

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 acquérir des participations dans des prêts et/ou 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 et 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 employer toutes techniques et instruments liés à ses investissements en vue d'une gestion efficace, y compris des techniques et instruments destinés à protéger la Société contre le risque crédit, le risque de change, de fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut, d'une manière générale, réaliser toutes opérations commerciales, techniques et financières, qui lui semblent nécessaires à l'accomplissement et au développement de son objet.

Art. 4. Durée.

4.1 La Société est formée pour une durée indéterminée.

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

II. Capital - Parts sociales

Art. 5. Capital.

5.1 Le capital social est fixé à douze mille cinq cents Livres Sterling (12.500 GBP), représenté par douze mille cinq cents (12.500) parts sociales sous forme nominative, ayant une valeur nominale d'une Livre Sterling (1 GBP) chacune, toutes souscrites et entièrement libérées.

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

5.3. En plus du capital émis, un compte de prime d'émission peut être établi sur lequel seront transférées toutes les primes d'émission payées sur les parts sociales en plus de la valeur nominale. Le solde de ce compte prime d'émission peut être utilisé pour régler le prix des parts sociales que la Société a rachetées à ses associés, pour compenser toute perte nette réalisée, pour distribuer des dividendes aux associés ou pour affecter des fonds à la réserve légale.

Art. 6. Parts sociales.

6.1 Les parts sociales sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par part sociale. En cas d'indivision sur une ou plusieurs part(s) sociale(s) les associés désigneront un (1) propriétaire par part sociale.

6.2 Les parts sociales sont librement cessibles entre associés.

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

Lorsque la Société a plus d'un associé, la cession des parts sociales (inter vivos) à des tiers est soumise à l'accord préalable des associés représentant au moins les trois-quarts (3/4) du capital social.

La cession de parts sociales à un tiers par suite du décès doit être approuvée par les associés représentant les trois-quarts (3/4) des droits détenus par les survivants.

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

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

6.4 La Société peut racheter ses propres parts sociales à condition que la Société ait des réserves distribuables suffisantes à cet effet ou que le rachat résulte de la réduction du capital social de la Société.

III. Gestion - Représentation

Art. 7. Nomination et Révocation des gérants.

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

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

Art. 8. Conseil de gérance. Si plusieurs gérants sont nommés, ils constituent le conseil de gérance (le Conseil). Les associés peuvent décider de nommer les gérants en tant que gérant(s) de catégorie A (les Gérants de Catégorie A) et gérant(s) de catégorie B (les Gérants de Catégorie B).

8.1 Pouvoirs du conseil de gérance

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

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

(iii) Le Conseil peut ponctuellement subdéléguer ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc, le(s)quel(s) peut(peuvent) ne pas être associé(s) ou gérant(s) de la Société. Le Conseil détermine les responsabilités et la rémunération (s'il y a lieu) de ce(s) agent(s), la durée de son/leur mandat(s) ainsi que toutes autres conditions de son/leur mandat(s).

8.2 Procédure

(i) Le Conseil se réunit sur convocation d'un gérant au lieu indiqué dans l'avis de convocation, qui en principe, est au Luxembourg.

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

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

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

(v) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres est présente ou représentée, comprenant au moins un Gérant de Catégorie A et un Gérant de Catégorie B si les gérants sont nommés en tant que Gérants de Catégorie A et Gérants de Catégorie B. Les décisions du Conseil sont valablement adoptées à la majorité des voix des gérants présents ou représentés, comprenant au moins un vote d'un Gérant de Catégorie A et un vote d'un Gérant de Catégorie B si les gérants sont nommés en tant que Gérants de Catégorie A et Gérants de Catégorie B.

(vi) Les résolutions de la réunion du Conseil sont prises par écrit et inscrites sur un procès-verbal. Ce procès-verbal est signé par tous les gérants présents.

(vii) Tout gérant peut participer à toute réunion du Conseil par téléphone ou visioconférence ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue. La réunion du Conseil sera datée à la date de sa tenue. Les résolutions seront également valables au jour de la réunion. Le procès-verbal sera signé plus tard par le gérant participant au Conseil par de tels moyens.

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

8.3 Représentation

(i) La Société sera engagée, en tout circonstance, vis-à-vis des tiers par la signature seule du gérant en cas de gérant unique, de la signature conjointe de deux gérants en cas de pluralité de gérants, ou les signatures conjointes d'un Gérant de Catégorie A et d'un Gérant de Catégorie B si les gérants sont nommés en tant que Gérants de Catégorie A et Gérants de Catégorie 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 aux articles 8.1. (ii) and 8. 3(ii) des Statuts.

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

Art. 9. Gérant unique.

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

9.2 La Société est engagée vis-à-vis des tiers par la signature du gérant unique.

9.3 La Société est également engagée vis-à-vis des tiers par la signature de toutes personnes à qui des pouvoirs spéciaux ont été délégués.

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

IV. Associé(s)

Art. 11. Assemblées générales des associés et Résolutions circulaires des associés.

11.1 Pouvoirs et droits de vote

(i) Les résolutions des associés sont adoptées en assemblée générale des associés (l'Assemblée Générale) ou par voie de résolutions circulaires (les Résolutions Circulaires des Associés) dans le cas où le nombre d'associés est égal ou moindre que vingt-cinq (25).

(ii) Dans le cas où les résolutions sont adoptées par Résolutions Circulaires des Associés, le texte des résolutions est communiqué à tous les associés, conformément aux Statuts. Les Résolutions Circulaires des Associés signées par tous les associés sont valables et engagent la Société comme si elles avaient été adoptées lors d'une Assemblée Générale valablement convoquée et tenue et portent la date de la dernière signature.

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

11.2 Convocations, quorum, majorité et procédure de vote

(i) Les associés sont convoqués aux Assemblées Générales ou consultés par écrit à l'initiative de tout gérant ou des associés représentant plus de la moitié (1/2) du capital social.

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

(iii) Les Assemblées Générales seront tenues au lieu et heure précisés dans les convocations.

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

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

(vi) Les décisions à adopter par l'Assemblée Générale ou par Résolutions Circulaires des Associés sont adoptées par des associés détenant plus de la moitié (1/2) du capital social. Si cette majorité n'est pas atteinte à la première Assemblée Générale ou première consultation écrite, les associés sont convoqués par lettre recommandée à une seconde Assemblée Générale ou consultés une seconde fois, et les décisions sont adoptées par l'Assemblée Générale ou par Résolutions Circulaires des Associés à la majorité des voix exprimées, sans tenir compte de la proportion du capital social représenté.

(vii) Les Statuts sont modifiés avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts (3/4) du capital social.

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

Art. 12. Associé unique.

12.1 Si le nombre des associés est réduit à un (1), l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale.

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

12.3 Les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit.

V. Comptes annuels - Affectation des bénéfices - Contrôle

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

13.1 L'exercice social commence le premier (1 er) janvier et se termine le trente et un (31) décembre de la même année.

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

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

13.4 Le bilan et le compte de profits et pertes sont approuvés par l'Assemblée Générale annuelle ou par Résolutions Circulaires des Associés dans les six (6) mois de la clôture de l'exercice social.

13.5 Lorsque le nombre d'associés de la Société excède vingt-cinq (25) associés, l'Assemblée Générale annuelle doit se tenir chaque année le troisième mardi du mois de juin à 15.00 heures au siège social de la Société, et si ce jour n'est

pas un jour ouvrable pour les banques à Luxembourg (un Jour Ouvrable), le Jour Ouvrable suivant à la même heure et au même lieu.

Art. 14. Commissaire aux comptes - Réviseurs d'entreprises.

14.1 Lorsque le nombre d'associés de la Société excède vingt-cinq (25) associés, les opérations de la Société sont contrôlées par un ou plusieurs commissaire(s) aux comptes, qui peuvent être associés ou non.

14.2 Les opérations de la Société seront supervisées par un ou plusieurs réviseurs d'entreprise, dans les cas prévus par la loi.

14.3 Les associés devront nommer le(s) commissaire(s) aux comptes/ réviseurs d'entreprise et déterminer leur nombre, leur rémunération et la durée de leur mandat, lequel ne pourra dépasser six (6) ans. Le(s) commissaire(s) aux comptes/ réviseur d'entreprise pourront être réélus.

Art. 15. Affectation des bénéfices.

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

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

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

(i) des comptes intérimaires sont établis par le Conseil;

(ii) ces comptes intérimaires montrent que des bénéfices et autres réserves disponibles (en ce compris la prime d'émission) suffisants sont disponibles pour une distribution; et

(iii) la décision de distribuer des dividendes intérimaires doit être adoptée par le Conseil dans les deux (2) mois suivant la date des comptes intérimaires.

VI. Dissolution - Liquidation

Art. 16.

16.1 La Société peut être dissoute à tout moment, par une résolution des associés adoptée par la moitié (1/2) des associés détenant les trois-quarts (3/4) du capital social. Les associés nomment un ou plusieurs liquidateurs, qui n'ont pas besoin d'être associés, pour réaliser la liquidation et déterminent leur nombre, pouvoirs et rémunération. Sauf décision contraire des associés, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

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

VII. Dispositions générales

Art. 17.

17.1 Les convocations et communications, respectivement les renonciations à celles-ci, sont faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Circulaires des Associés sont établies par écrit, télégramme, téléfax, e-mail ou tout autre moyen de communication électronique.

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

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

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

Disposition transitoire

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

Souscription et Libération

RBI1L, prénommée, déclare:

1. Souscrire toutes les douze mille cinq cents (12.500) parts sociales, ayant une valeur nominale d'une Livre Sterling (1 GBP) chacune;

2. Libérer ces parts sociales intégralement par un apport en espèces d'un montant total de trois cent quatre-vingt-quatorze mille quatre cent trente Livres Sterling (394.430 GBP);

À partir du prix de souscription:

- Un montant de douze mille cinq cents Livres Sterling (GBP 12.500) est affecté au capital de la société; -Un montant de trois cent quatre-vingt-un mille neuf cent trente Livres Sterling (381.930 GBP) est affecté à la prime d'émission.

Le montant de trois cent quatre-vingt-quatorze mille quatre cent trente Livres Sterling (394.430 GBP) est à la disposition de la Société, comme il a été prouvé au notaire instrumentant, qui le confirme expressément.

Frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait de sa constitution s'élèvent approximativement à deux mille Euros (2.000 EUR).

Résolutions de l'associé unique

Immédiatement après la constitution de la Société, l'associé unique de la Société, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes:

1. Les personnes suivantes sont nommées gérants de la Société pour une durée indéterminée:

a.- M. Martinus Weijermans, né à 's-Gravenhage (Pays-Bas), le 26 Août 1970, résidant professionnellement au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg;

b.- M. Patrick Van Denzen, né à Geleen (Pays-Bas), le 28 Février 1971, résidant professionnellement au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg;

c.- M. François Bourgon, né à Phalsbourg (France), le 29 Décembre 1969, résidant professionnellement au 4, rue Jean-Pierre Probst, L-2352 Luxembourg, Grand-Duché de Luxembourg;

2. Le siège social de la Société est établi au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg (Grand-Duché de Luxembourg).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la requête de la partie comparante, le présent acte est rédigé en anglais, suivi d'une traduction française et que, en cas de divergences entre le texte anglais et le texte français, la version anglaise fait foi.

FAIT ET PASSÉ à Esch-sur-Alzette, à la date qu'en tête des présentes.

Lecture du présent acte ayant été faite au mandataire de la partie comparante, celui-ci a signé avec le notaire instrumentant, le présent acte.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 18 juillet 2012. Relation: EAC/2012/9537. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2012098668/557.

(120134749) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2012.

CARGOLUX SELF DEFENSE CLUB (KRAV MAGA), association sans but lucratif, Association sans but lucratif.

Siège social: L-2990 Sandweiler, Aéroport de Luxembourg.

R.C.S. Luxembourg F 9.232.

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STATUTS

Entre les soussignés:

Frank van Koningsbruggen, employé privé, demeurant à Am Großschock 4, 54329 Konz, Allemagne, nationalité Allemagne.

Daan Middelkoop, employé privé, demeurant à 16, An den Wisen, 8364 Hagen, nationalité Néerlandaise.

Gudbjartur Sigurdsson, employé privé, demeurant à 30A rue Langheck, 5410 Beyren, nationalité Islandaise.

Vincent Incammicia, employé privé, demeurant à 56 Rue Lambert Darchis, 4040 Herstal, Belgique, nationalité Belge.

est constituée une association sans but lucratif régie par la loi du 28 avril 1928 sur les associations sans but lucratif telle qu'elle a été modifiée et par les présents statuts.

Titre I er . - De la dénomination et Du siège de l'association

Art. 1 er . L'association est dénommée CARGOLUX SELF DEFENCE CLUB (KRAV MAGA), Association sans but lucratif (A.s.b.l.). Son siège social est l'Aéroport de Luxembourg, L-2990 Sandweiler. Sa durée est illimitée.

Titre II. - De l'objet de l'association

Art. 2. Elle a pour objet toute activité quelconque de nature à favoriser l'enseignement et le développement de la pratique du self défense parmi les employés de la société CARGOLUX AIRLINES INTERNATIONAL S.A. (CARGOLUX) ou toute autre société affiliée sur le plan national et international.

Tout gain matériel dans le chef de ses associés est exclu. Elle est neutre et s'abstient de toute activité politique ou syndicale.

Art. 3. L'association peut passer tous contrats et actes unilatéraux nécessaires à la réalisation de son objet social.

Titre III. - Des membres de l'association

Art. 4. L'association se compose de membres actifs, non actifs et membres d'honneur, ci-après collectivement dénommés «membres».

Art. 5. Membres actifs. Pour devenir membre actif il faut être employé de la société CARGOLUX ou d'une société affiliée à CARGOLUX. La qualité de membre actif ne se perd pas en cas de mise à la retraite.

Art. 6. Membres non-actifs. Toutes les personnes susceptibles de devenir membres actifs peuvent être membres non actifs.

Art. 7. Membres d'honneur. Le titre de membre d'honneur peut être décerné par le Conseil d'Administration (C.A.) aux personnes physiques ou morales qui rendent ou qui ont rendu des mérites signalés à l'association.

Art. 8. La qualité de membre se perd:

i) Par la démission volontaire. Aucune démission ne sera acceptée tant que le membre démissionnaire n'aura pas honoré ses engagements à l'égard de l'association;

ii) Par le non-paiement des cotisations annuelles dûment constaté par le C.A.;

iii) Par l'exclusion pour motif grave. Cette exclusion est prononcée par l'assemblée générale statuant à la majorité des deux tiers des membres présents. Le C.A. peut prononcer avec effet immédiat la suspension temporaire de l'affiliation d'un membre. Cette suspension prendra fin lors de la prochaine assemblée générale qui sera appelée à statuer sur l'exclusion de ce membre.

Art. 9. Cotisation. La cotisation pour les membres actifs et non-actifs est fixée annuellement par l'assemblée générale, sur proposition du C.A.

Art. 10. Les membres actifs et non actifs ont le droit de vote, d'adhérer au C.A. du club, de prendre connaissance de tous les dossiers, de participer à toute activité du club.

Art. 11. L'association est administrée par un C.A. composée de 4 membres au moins. Le C.A. est élu par l'assemblée générale.

Art. 12. La durée du mandat des administrateurs est de deux ans. Le C.A. est renouvelé chaque année, la moitié est sortante.

Art. 13. Les administrateurs sortants sont rééligibles. Leurs fonctions n'expireront qu'après leur remplacement. Le C.A. pourra, par cooptation, pourvoir aux vacances qui se produiront dans son sein entre deux séances de l'assemblée générale.

Art. 14. Les candidatures pour un mandat d'administrateur doivent être adressées par écrit au président du C.A. au plus tard 8 jours avant l'assemblée générale.

Art. 15. Le C.A. élit parmi ses membres un président, un vice-président, un secrétaire, ainsi qu'un trésorier.

Art. 16. Le C.A. a les pouvoirs les plus étendus pour la gestion de l'association et pour sa représentation vers l'extérieur à la seule exception des pouvoirs de gestion et de disposition expressément réservés à l'assemblée générale par les statuts ou par la loi.

Art. 17. La présence de la majorité des membres du C.A. est nécessaire pour la validité des délibérations. Les décisions seront prises à la majorité des voix présentes. En cas de partage, la voix du président ou de son remplaçant est prépondérante. Tout membre du C.A. qui sera absent à trois séances consécutives sans excuse pourra être considéré comme démissionnaire. Il est tenu un procès-verbal des séances du C.A. Les procès-verbaux sont signés par le président et par le secrétaire.

Art. 18. L'exercice social commence normalement le 1 er janvier de chaque année et clôture le 31 décembre de l'année en cours.

Art. 19. L'association est engagée par la signature conjointe de deux membres du C.A.

Titre IV. - Assemblée générale

Art. 20. L'assemblée générale se compose de tous les membres de l'association et se réunit annuellement le troisième vendredi du mois de janvier au siège de l'association ou à un endroit qui sera fixé par le C.A. Le C.A. peut convoquer l'assemblée en assemblée extraordinaire chaque fois que les intérêts de l'association l'exigent. L'assemblée extraordinaire doit être convoquée endéans les deux mois sur demande écrite d'un cinquième des membres ou de la moitié des membres du C.A., ceux-ci devant joindre l'ordre du jour.

Art. 21. Prise de décision. L'assemblée générale a les pouvoirs les plus étendus.

Elle a notamment le droit:

a) d'approuver les budgets et les comptes;

b) de modifier les statuts et de prononcer la dissolution de l'association;

c) de nommer et de révoquer les administrateurs;

d) de fixer les cotisations annuelles;

e) de prendre toutes les décisions dépassant les pouvoirs légalement ou statutairement dévolus au C.A.

L'ordre du jour est fixé par le C.A. qui fait office de bureau de l'assemblée générale.

Art. 22. Convocation. Les membres sont convoqués par simple lettre ou par la voix de la presse, au moins trois semaines à l'avance. Les convocations contiendront l'ordre du jour. Des propositions non inscrites à l'ordre du jour devront, pour être délibérées et votées, être introduites par écrit au C.A. au moins huit jours avant l'assemblée générale.

Art. 23. Le président ou son remplaçant assume la direction de l'assemblée.

Art. 24. Le vote a lieu par scrutin secret, sauf décision contraire prise par l'assemblée générale. En cas de ballottage, la majorité simple décide. En cas de voix égales, la décision sera prise par tirage au sort.

Art. 25. L'assemblée générale est régulièrement constituée quel que soit le nombre des membres présents. Elle prend ses résolutions à la majorité absolue des votants, tous les membres associés actifs et non actifs ayant un droit de vote égal et pouvant se faire représenter par un autre membre.

Art. 26. Le procès-verbal de l'assemblée générale est signé par le président et le secrétaire.

Titre V. - Modifications aux statuts - Dissolution

Art. 27. Les statuts ne peuvent être modifiés que sur proposition du C.A. ou à la demande de la moitié des membres dont se compose l'assemblée générale: demande soumise au bureau du C.A. un mois avant la séance. Une assemblée générale extraordinaire devra être convoquée pour les modifications de statuts ou la dissolution de l'association.

Art. 28. L'assemblée générale extraordinaire ne pourra délibérer que si les deux tiers des membres actifs et non actifs est présente ou représentée. Si ce quorum n'est pas atteint, une nouvelle assemblée générale extraordinaire devra être convoquée dans la quinzaine. Elle peut dès lors valablement statuer quel que soit le nombre de membres présents.

Dans tous les cas, les statuts ne peuvent être modifiés qu'à la majorité des 2/3 des voix des membres présents ou représentés.

Art. 29. En cas de dissolution, l'assemblée générale extraordinaire désigne un ou plusieurs liquidateurs chargés de la liquidation de l'actif, conformément à la loi.

Titre VI. - Dispositions générales - Divers

Art. 30. Les dispositions de la loi du 21 avril 1928, telle que modifiée par la suite, sont applicables à tous les cas non prévus par les présents statuts.

Art. 31. Le président ou tout autre membre du C.A. spécialement investi à cet effet est chargé de représenter l'association en justice. Le président est en outre chargé d'effectuer, conformément à la loi, la publication des présents statuts ou des modifications ultérieures au mémorial.

Art. 32. Un exemplaire des présents statuts sera distribué à tout nouveau membre lors de son adhésion.

Luxembourg, le 5 juillet 2012. Frank van Koningsbruggen / Gudbjartur Sigurdsson / Daan Middelkoop / Vincent Incammicia.

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