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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.

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Siitnedif Tordesillas SICAV, Société d'Investissement à Capital Variable.

Siège social: L-8217 Mamer, 41, Op Bierg.

R.C.S. Luxembourg B 156.897.

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In the year two thousand and twelve, on the fifth day of September.

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

Is held an extraordinary general meeting (the Meeting) of the shareholders of Siitnedif Tordesillas SICAV,a société d'investissement à capital variable organised under the form of a société anonyme, incorporated under the laws of the Grand-Duchy of Luxembourg, with registered office at 41, Op Bierg L-8217 Mamer, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under the number B 156.897. The Company was incorporated on 23 November 2010 pursuant to a deed of the undersigned notary, which deed has been published in the Mémorial C, Recueil des Sociétés et Associations -N° 2662 of 4 December 2010 and whose articles of association (the Articles) have never been amended.

The Meeting is chaired by Régis Galiotto, professionally residing in Luxembourg (the Chairman). The Chairman appoints Solange Wolter, professionally residing in Luxembourg as secretary (the Secretary).

The Meeting appoints Camilo Luna, professionally residing in Luxembourg as scrutineer (the Scrutineer). The Chairman, the Secretary and the Scrutineer are together referred to hereafter as the Bureau.

The shareholders of the Company represented at the Meeting and the number of shares they hold are indicated on an attendance list which will remain attached to the present minutes after having been signed by the proxyholder and all the members of the Bureau.

The proxies from the shareholders represented at the Meeting shall also remain attached to the present deed to be filed at the same time with the registration authorities after having been signed ne varietur by the proxyholder of the shareholders, the members of the Bureau and the undersigned notary.

The Shareholders, represented as stated above, request the undersigned notary to record the following:

I. That the agenda of the Meeting is worded as follows:

1. waiver of the convening notices;

2. decision to restate the articles of association of the Company (the Articles) in their entirety in order to comply with the Luxembourg law of 17 December 2010 on "undertakings for collective investments" (the 2010 Act);

3. decision to draw up the Articles in English without attaching a translation in an official language of Luxembourg for registration purposes with the authorities of Luxembourg pursuant to article 190 of the 2010 Act;

4. empowerment to and authorisation of any director of the Company or any lawyer or employee of Allen & Overy Luxembourg to arrange and carry out any necessary formalities with the relevant Luxembourg authorities in relation to the items on this agenda, including but not limited to, the filing of documents with the Luxembourg Trade and Companies Register and the publication of excerpts in the Mémorial, Recueil des Sociétés et Associations, and generally to perform any other actions that may be necessary or useful in relation thereto; and

5. miscellaneous.

II. That it appears from an attendance list established and certified by the members of the Bureau that all shares are represented at the Meeting, which is thus duly constituted. Therefore, the Meeting may validly deliberate and decide on all the items of the agenda.

After due deliberation, the Meeting takes the following resolutions:

First resolution

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

Second resolution

The Shareholders note the terms on the 2010 Act which recast the Luxembourg act of 20 December 2002 on "undertakings for collective investments" and consider the benefits for the Company to update its Articles and comply with the 2010 Act.

The Shareholders resolve to restate the Articles in their entirety in order to comply with the 2010 Act which shall henceforth read as follows:

Third resolution

"RESTATED ARTICLES OF SIITNEDIF TORDESILLAS SICAV"

1. Art. 1. Name.

1.1 There is hereby formed among the subscribers, and all other persons who shall become owners of the shares hereafter created, an investment company with variable capital (société d'investissement à capital variable) in the form of a public limited liability company (société anonyme) under the name "Siitnedif Tordesillas SICAV" (the Company).

1.2 Any reference to shareholders of the Company (Shareholders) in the articles of incorporation of the Company (the Articles) shall be a reference to one (1) Shareholder as long as the Company shall have one (1) Shareholder.

2. Art. 2. Registered office.

2.1 The registered office of the Company is established in the municipality of Mamer, Grand Duchy of Luxembourg It may be transferred within the boundaries of the municipality of Mamer (or elsewhere in the Grand Duchy of Luxembourg if and to the extent permitted under the law of 10 August 1915 on commercial companies (the 1915 Act), as amended) by a resolution of the board of directors (the Board) or the general meeting of Shareholders (the General Meeting).

2.2 The Board shall further have the right to set up offices, administrative centres and agencies wherever it shall deem fit, either within or outside of the Grand Duchy of Luxembourg.

2.3 If extraordinary events of political, economic or social nature, likely to impair the normal activity at the registered office or the easy communication between that office and foreign countries, shall occur or shall be imminent, the registered office may be provisionally transferred abroad until such time as circumstances have completely returned to normal. Such a transfer will have no effect on the nationality of the Company, which shall remain a Luxembourg company. The declaration of the provisional transfer abroad of the registered office will be made and brought to the attention of third parties by the officer of the Company best placed to do so in the circumstances.

3. Art. 3. Duration. The Company is established for an unlimited duration.

4. Art. 4. Object of the company.

4.1 The exclusive purpose of the Company is to invest the assets of the Company in transferable securities and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 19, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 concerning undertakings for collective investment as well as subsequent amendments and laws in relation thereto (the 2010 Act).

5. Art. 5. Share capital, Share classes.

5.1 The capital of the Company will at all times be equal to the total net assets of the Company and will be represented by fully paid-up shares of no par value.

5.2 The minimum capital, as provided by law, is fixed at EUR 1,250,000 (one million two hundred and fifty thousand euro) to be reached within a period of six months as from the authorisation of the Company by the Luxembourg supervisory authority. Upon the decision of the Board, the shares issued in accordance with these Articles may be of more than one share class. The proceeds from the issue of shares of a share class, less a sales commission (sales charge) (if any), are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by law.

5.3 For the avoidance of doubt, the Shares of a Target Sub-Fund held by an Investing Sub-Fund will not be taken into account for the purpose of the calculation of the EUR 1,250,000 minimum capital requirement.

5.4 The Company has an umbrella structure, each compartment corresponding to a distinct part of the assets and liabilities of the Company (a Sub-fund) as defined in article 181(1) of the 2010 Act, and that is formed for one or more share classes of the type described in these Articles. Each Sub-fund will be invested in accordance with the investment objective and policy applicable to that Sub-fund, the investment objective policy (including, as the case may be, acting as a feeder Sub-fund or master Sub-fund), as well as the risk profile and other specific features of each Sub-fund are set forth in the prospectus of the Company (the Prospectus). Each Sub-fund may have its own funding, share classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.5 Within a Sub-fund, the Board may, at any time, decide to issue one or more classes of shares the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features, including special rights as regards the appointment of directors in accordance with article 13. A separate net asset value per share, which may differ as a consequence of these variable factors, will be calculated for each class.

5.6 The Company may create additional classes whose features may differ from the existing classes and additional Sub-funds whose investment objectives may differ from those of the Sub-funds then existing. Upon creation of new Sub-funds or classes, the Prospectus will be updated, if necessary.

5.7 The Company is one single legal entity. However, the rights of the Shareholders and creditors relating to a Sub-fund or arising from the setting-up, operation and liquidation of a Sub-fund are limited to the assets of that Sub-fund. The

assets of a Sub-fund are exclusively dedicated to the satisfaction of the rights of the Shareholder relating to that Sub-fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-fund, and there shall be no cross liability between Sub-funds, in derogation of article 2093 of the Luxembourg Civil Code.

5.8 The Board may create each Sub-fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-fund one or more times. At the expiration of the duration of a Sub-fund, the Company shall redeem all the shares in the class(es) of shares of that Sub-fund, in accordance with article 8, irrespective of the provisions of article 23. At each extension of the duration of a Sub-fund, the registered Shareholders will be duly notified in writing, by a notice sent to their address as recorded in the Company's register of Shareholders. The Company will inform the bearer Shareholders by a notice published in newspapers to be determined by the Board, if these investors and their addresses are not known to the Company. The Prospectus shall indicate the duration of each Sub-fund and, if applicable, any extension of its duration.

5.9 For the purpose of determining the capital of the Company, the net assets attributable to each class of shares will, if not already denominated in euro, be converted into euro. The capital of the Company equals the total of the net assets of all the classes of shares.

6. Art. 6. Shares.

6.1 Individual, collective and global certificates may be issued; no claim can be made on the issue of physical securities. The Board determines whether the Company issues shares in bearer and/or in registered form. If bearer share certificates are issued, they will be issued in such denominations as the Board prescribes, and they may be imprinted with a notice that they may not be transferred to any Restricted Person (as defined in article 10) or entity established by or for a Restricted Person. The applicability of the regulations of article 10 does not, however, depend on whether certificates are imprinted with such a notice.

6.2 All registered shares issued by the Company are entered in the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register contains the names of the owners of registered shares, their permanent residence or elected domicile as indicated to the Company, and the number of registered shares held by them.

6.3 The entry of the Shareholder's name in the register of shares evidences the Shareholder's right of ownership to such registered shares. The Company decides whether a certificate for such entry is delivered to the Shareholder or whether the Shareholder receives a written confirmation of its shareholding.

6.4 If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the Shareholder. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificates, if any, after confirming that the transferee is not a Restricted Person and by issuance of one or more bearer share certificates to replace the cancelled registered share certificates. An entry will be made in the register of Shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificates, and, if applicable, by issuance of registered share certificates in lieu thereof. An entry will be made in the register of Shareholders to evidence such issuance. At the discretion of the Board, the costs of any such exchange may be charged to the Shareholder requesting it.

6.5 Before shares are issued in bearer form and before registered shares are converted into bearer shares, the Company may require evidence, satisfactory to the Board, that such issuance or exchange will not result in such shares being held by a Restricted Person.

6.6 The share certificates will be signed by two members of the Board. The signatures may be handwritten, printed or in the form of a facsimile. One of these signatures may be made by a person duly authorised to do so by the Board; in this case, it must be handwritten. The Company may issue temporary share certificates in such form as the Board may determine.

6.7 If bearer shares are issued, the transfer of bearer shares will be effected by delivery of the corresponding share certificates. The transfer of registered shares is effected:

(a) if share certificates have been issued, by delivery of the certificate or certificates representing these shares to the Company along with other instruments of transfer satisfactory to the Company, and

(b) if no share certificates have been issued, by a written declaration of transfer to be entered in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act on their behalf. Any transfer of registered shares will be entered in the register of Shareholders. This entry will be signed by one or more members of the Board or by one or more other persons duly authorised to do so by the Board.

6.8 Shareholders entitled to receive registered shares must provide the Company with an address to which all notices and announcements may be sent. This address will also be entered into the register of Shareholders.

6.9 In the event that a Shareholder does not provide an address, the Company may have a notice to this effect entered into the register of Shareholders. The Shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be determined by the Company from time to time, until another address is provided to the Company by that Shareholder. A Shareholder may, at any time, change the address entered in the register of Share-

holders by means of a written notification to the registered office of the Company or to such other address as may be determined by the Company from time to time.

6.10 If a Shareholder can prove to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed, then, at the Shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including but not restricted to a bond issued by an insurance company. With the issuance of the new share certificate, which will be marked as a duplicate, the original share certificate being replaced shall become void.

6.11 Damaged share certificates may be cancelled by the Company and replaced by new certificates.

6.12 The Company may, at its discretion, charge the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the cancellation of the original share certificate, to the Shareholder.

6.13 The Company recognises only one owner per share. If one or more shares are jointly owned or if the ownership of a share or shares is disputed, all persons claiming a right to those shares will appoint one owner to represent those shares towards the Company. The failure to appoint such an attorney results in the suspension of the exercise of all rights attached to such shares.

6.14 The Company may decide to issue fractional shares. Such fractional shares do not carry voting rights, except where their number is so that they represent a whole share, but are entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis. Certificates for bearer shares will only be issued for whole shares.

7. Art. 7. Issue of shares.

7.1 The Board is authorised, without limitation, to issue an unlimited number of fully paid up shares at any time without reserving a preferential right to subscribe for the shares to be issued for the existing Shareholders.

7.2 The Board may impose restrictions on the frequency at which shares of a certain class are issued; the Board may, in particular, decide that shares of a particular class will only be issued during one or more offering periods or at such other intervals as provided for in the Prospectus.

7.3 Shares in Sub-funds will be issued at the subscription price. The subscription price for shares of a particular share class of a Sub-fund corresponds to the net asset value per share of the respective share class (see articles 11and 12) plus any subscription fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

7.4 A process determined by the Board and described in the Prospectus shall govern the chronology of the issue of shares in a Sub-fund.

7.5 The subscription price is payable within a period determined by the Board, which may not exceed 3 (three) business days from the relevant valuation day, determined as every such day on which the net asset value per share for a given class of shares or Subfund is calculated (the Valuation Day).

7.6 The Board may confer the authority upon any of its members, any managing director, officer or other duly authorised representative to accept subscription applications, to receive payments for newly issued shares and to deliver these shares.

7.7 The Company may agree to issue shares as consideration for a contribution in kind of assets, in accordance with Luxembourg law, in particular in accordance with the obligation to deliver a valuation report from an auditor (réviseur d'entreprises agréé), and provided that such assets are in accordance with the investment objectives and policies of the relevant Sub-fund. All costs related to the contribution in kind are borne by the Shareholder acquiring shares in this manner.

7.8 Applications for subscription are irrevocable, except -for the duration of such suspension -when the calculation of the net asset value has been suspended in accordance with article 12.

8. Art. 8. Redemption of shares.

8.1 Any Shareholder may request redemption of all or part of his shares from the Company, pursuant to the conditions and procedures set forth by the Board in the Prospectus and within the limits provided by law and these Articles.

8.2 Subject to the provisions of article 12, the redemption price per share will be paid within a period determined by the Board which may not exceed 3 (three) business days from the relevant Valuation Day, as determined in accordance with the current policy of the Board, provided that any share certificates issued and any other transfer documents have been received by the Company.

8.3 The redemption price per share for shares of a particular share class of a Sub-fund corresponds to the net asset value per share of the respective share class less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 A process determined by the Board and described in the Prospectus shall govern the chronology of the redemption of shares in a Sub-fund.

8.5 If as a result of a redemption application, the number or the value of the shares held by any Shareholder in any class of shares falls below the minimum number or value that is then determined by the Board in the Prospectus, the Company may decide to treat such an application as an application for redemption of all of that Shareholder's shares in the given share class.

8.6 If, in addition, on a Valuation Day or at some time during a Valuation Day, redemption applications as defined in this article and conversion applications as defined in article 9 exceed a certain level set by the Board in relation to the shares of a given share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

8.7 The Company may satisfy payment of the redemption price owed to any Shareholder, subject to such Shareholder's agreement, in specie by allocating assets to the Shareholder from the portfolio set up in connection with the share class (es) equal in value to the value of the shares to be redeemed (calculated in the manner described in article 11) as of the Valuation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given share class or classes, as the case may be. The valuation used will be confirmed by a special report of the auditor of the Company. The costs of any such transfers are borne by the transferee.

8.8 All redeemed shares may be cancelled.

8.9 All applications for redemption of shares are irrevocable, except -in each case for the duration of the suspension -in accordance with article 12, when the calculation of the net asset value has been suspended or when redemption has been suspended as provided for in this article.

9. Art. 9. Conversion of shares.

9.1 A Shareholder may convert shares of a particular share class of a Sub-fund held in whole or in part into shares of the corresponding share class of another Sub-fund; conversions from shares of one class of a Sub-fund to shares of another class of either the same or a different Sub-fund are also permitted, except otherwise decided by the Board.

9.2 The Board may make the conversion of shares dependent upon additional conditions.

9.3 A conversion application will be considered as an application to redeem the shares held by the Shareholder and as an application for the simultaneous acquisition (issue) of the shares to be acquired. The conversion ratio will be calculated on the basis of the net asset value per share of the respective share class; a conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Day. If there are different order acceptance deadlines for the Sub-funds in question, the calculation may deviate from this, in particular depending on the sales channel. In particular either:

(a) the sales part may be calculated in accordance with the general rules on the redemption of shares (which may be older than the general rules on the issue of shares), while the purchase part would be calculated in accordance with the general (newer) rules on the issue of shares; or

(b) the sales part is not calculated until a time later in relation to the general rules on share redemption together with the purchase part calculated in accordance with the newer (in relation to the sales part) rules on the issue of shares.

9.5 Conversions may only be effected if, at the time, both the redemption of the shares to be converted and the issue of the shares to be acquired are simultaneously possible; there will be no partial execution of the application unless the possibility of issuing the shares to be acquired ceases after the shares to be converted have been redeemed.

9.6 All applications for the conversion of shares are irrevocable, except -in each case for the duration of the suspension -in accordance with article 12, when the calculation of the net asset value of the shares to be redeemed has been suspended or when redemption of the shares to be redeemed has been suspended as provided for in article 8. If the calculation of the net asset value of the shares to be acquired is suspended after the shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

9.7 If, in addition, on a Valuation Day or at some time during a Valuation Day redemption applications as defined in article 8 and conversion applications as defined in this article exceed a certain level set by the Board in relation to the shares issued in the share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain period of time and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the nonproceeded redemptions will then be proceeded by priority on the Valuation Day

following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

9.8 If as a result of a conversion application, the number or the value of the shares held by any Shareholder in any class falls below the minimum number or value that is then -if the rights provided for in this sentence are to be applicable - determined by the Board in the Prospectus, the Company may decide to treat the purchase part of the conversion application as a request for redemption for all of the Shareholder's shares in the given share class; the acquisition part of the conversion application remains unaffected by any additional redemption of shares.

9.9 Shares that are converted to shares of another share class will be cancelled.

10. Art. 10. Restrictions on ownership of shares.

10.1 The Company may restrict or prevent the ownership of shares in the Company by any individual or legal entity,

(a) if in the opinion of the Company such holding may be detrimental to the Company,

(b) if it may result in a breach of any law or regulation, whether Luxembourg law or other law, or

(c) if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons).

10.2 For such purposes the Company may:

(a) decline to issue any shares and decline to register any transfer of shares, where such registration or transfer would result in legal or beneficial ownership of such shares by a Restricted Person; and

(b) at any time require any person whose name is entered in the register of Shareholders or who seeks to register the transfer of shares in the register of Shareholders to furnish the Company with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such shares by a Restricted Person; and

(c) decline to accept the vote of any Restricted Person at the General Meeting; and

(d) instruct a Shareholder to sell his shares and to demonstrate to the Company that this sale was made within ten (10) business days of the sending of the relevant notice if the Company determines that a Restricted Person is the sole beneficial owner or is the beneficial owner together with other persons.

(e) If the investor does not comply with the notice, the Company may, in accordance with the procedure described below, compulsorily redeem all shares held by such a Shareholder or have this redemption carried out:

(i) The Company provides a second notice (Purchase Notice) to the investor or the owner of the shares to be redeemed, in accordance with the entry in the register of Shareholders; this Purchase Notice designates the shares to be redeemed, the procedure under which the redemption price is calculated and the name of the acquirer.

Such Purchase Notice will be sent by registered mail to the last known address or to the address listed in the Company's books. This Purchase Notice obliges the investor in question to send the share certificate or share certificates that represent the shares to the Company in accordance with the information in the Purchase Notice.

Immediately upon close of business on the date designated in the purchase notification, the Shareholder's ownership of the shares which are designated in the Purchase Notice ends. For registered shares, the name of the Shareholder is deleted from the register of Shareholders; for bearer shares, the certificate or certificates that represent the shares are cancelled.

(ii) The price at which these shares are acquired (Sales Price) corresponds to an amount determined on the basis of the share value of the corresponding share class on a Valuation Day, or at some time during a Valuation Day, as determined by the Board, less any redemption fees incurred, if applicable. The purchase price is, less any redemption fees incurred, if applicable, the lesser of the share value calculated before the date of the purchase notification and the share value calculated on the day immediately following submission of the share certificate(s).

(iii) The purchase price will be made available to the previous owner of these shares in the currency determined by the Board for the payment of the redemption price of the corresponding share class and deposited by the Company at a bank in Luxembourg or elsewhere (corresponding to the information in the purchase notification) after the final determination of the purchase price following the return of the share certificate(s) as designated in the purchase notification and their corresponding coupons that are not yet due. After the purchase notification has been provided and in accordance with the procedure outlined above, the previous owner no longer has any claim related to all or any of these shares and the previous owner also has no further claim against the Company or the Company's assets in connection with these shares, with the exception of the right to receive payment of the purchase price without interest from the named bank after actual delivery of the share certificate(s). All income from redemptions to which Shareholders are entitled in accordance with the provisions of this paragraph may no longer be claimed and is forfeited as regards the respective share class(es) unless such income is claimed within a period of five years after the date indicated in the purchase notification. The Board is authorised to take all necessary steps to return these amounts and to authorise the implementation of corresponding measures for the Company.

(iv) The exercise of the powers by the Company in accordance with this article may in no way be called into question or declared invalid on the grounds that the ownership of shares was not sufficiently proven or that the actual ownership of shares did not correspond to the assumptions made by the Company on the date of the purchase notification, provided that the Company exercised the above-named powers in good faith.

10.3 Restricted Persons as defined in these Articles are neither persons who subscribe shares for the duration of their shareholding in connection with the formation of the Company nor securities dealers who subscribe shares in the Company for distribution.

11. Art. 11. Calculation of net asset value per share.

11.1 The net asset value of each Sub-fund and each class of shares shall be expressed in the reference currency, as a per share figure, and shall be determined in respect of each Valuation Day by dividing the net assets of the Company corresponding to the relevant Sub-fund and class of shares, being the value of the assets of the Company corresponding to such Sub-fund and class of shares less the liabilities attributable to such Sub-fund and class of shares, by the number of outstanding shares of the relevant Sub-fund and class of shares.

11.2 The valuation of the net asset value of each Sub-fund and each class of shares shall be made in the following manner:

The assets of the Company shall be deemed to include:

(a) all cash on hand or receivable or on deposit, including accrued interest;

(b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not yet collected);

(c) all securities, shares, bonds, debentures, swaps, options or subscription rights and any other investments and securities belonging to the Company;

(d) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company provided that the Company may adjust the valuation for fluctuations in the market value of securities due to trading practices such as trading ex-dividend or exrights;

(e) all accrued interest on any interest bearing securities held by the Company except to the extent that such interest is comprised in the principal thereof;

(f) the preliminary expenses of the Company insofar as the same have not been written off; and

(g) all other permitted assets of any kind and nature including prepaid expenses.

11.3 The net asset value of the Sub-funds shall be determined in accordance with the following rules:

(a) the value of any cash in hand or on deposit, notes and bills payable on demand and accounts receivable (including reimbursements of fees and expenses payable by any undertaking in collective investments (UCI) in which the Company may invest), prepaid expenses and cash dividends declared and interest accrued but not yet collected, shall be deemed the nominal value of these assets unless it is improbable that it can be paid and collected in full; in which case, the value will be arrived at after deducting such amounts as the Board may consider appropriate to reflect the true value of these assets.

(b) securities and instruments normally dealt in on a money market which are liquid and have a value which can be accurately determined at any time (Money Market Instruments) listed on an official stock exchange or dealt on any other regulated market (a Regulated Market) will be valued at their last available price in Luxembourg on the Valuation Day and, if the security or Money Market Instrument is traded on several markets, on the basis of the last known price on the main market of this security. If the last known price is not representative, valuation will be based on the fair value at which it is expected it can be sold, as determined with prudence and in good faith by the Board.

(c) unlisted securities and securities or Money Market Instruments not traded on a stock exchange or any other Regulated Market as well as listed securities and securities or Money Market Instruments listed on a Regulated Market for which no price is available, or securities or Money Market Instruments whose quoted price is, in the opinion of the Board, not representative of actual market value, will be valued at their last known price in Luxembourg or, in the absence of such price, on the basis of their probable realisation value, as determined with prudence and in good faith by the Board.

(d) securities or Money Market Instruments denominated in a currency other than the relevant Sub-fund's valuation currency will be converted at the average exchange rate of the currency concerned applicable on the Valuation Day.

(e) the valuation of investments reaching maturity within a maximum period of 90 days may include straight-line daily amortisation of the difference between the principal 91 days before maturity and the value at maturity.

(f) the liquidation value of futures, spot, forward or options contracts that are not traded on stock exchanges or other Regulated Markets will be equal to their net liquidation value determined in accordance with the policies established by the Board on a basis consistently applied to each type of contract. The liquidation value of futures, spot, forward or options contracts traded on stock exchanges or other Regulated Markets will be based on the latest available price for these contracts on the stock exchanges and Regulated Markets on which these options, spot, forward or futures contracts are traded by the Company; provided that if an options or futures contract cannot be liquidated on the date on which the net assets are valued, the basis for determining the liquidation value of said contract shall be determined by the Board in a fair and reasonable manner.

(g) swaps are valued at their fair value based on the last known closing price of the underlying security.

(h) UCIs are valued on the basis of their last available net asset value in Luxembourg. As indicated below, this net asset value may be adjusted by applying a recognised index so as to reflect market changes since the last valuation.

(i) liquid assets and Money Market Instruments are valued at their nominal value plus accrued interest, or on the basis of amortised costs.

(j) any other securities and assets are valued in accordance with the procedures put in place by the Board and with the help of specialist valuers, as the case may be, who will be instructed by the Board to carry out the said valuations.

11.4 The liabilities of the Company shall be deemed to include:

(a) all borrowings, bills and other amounts due;

(b) all administrative expenses due or accrued including but not limited to the costs of its constitution and registration with regulatory authorities, as well as legal, audit, management, custodial, paying agency and corporate and central administration agency fees and expenses, the costs of legal publications, prospectuses, financial reports and other documents made available to Shareholders, translation expenses and generally any other expenses arising from the administration of the Company;

(c) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

(d) any appropriate amount set aside for taxes due on the date of the valuation and any other provisions of reserves authorised and approved by the Board; and

(e) any other liabilities of the Company of whatever kind towards third parties.

11.5 The Board shall establish a portfolio of assets for each Sub-fund in the following manner:

(a) the proceeds from the issue of each Share are to be applied in the books of the relevant Sub-fund to the pool of assets established for such Sub-fund and the assets and liabilities and incomes and expenditures attributable thereto are applied to such portfolio subject to the provisions set forth hereafter;

(b) where any asset is derived from another asset, such asset will be applied in the books of the relevant Sub-fund from which such asset was derived, meaning that on each revaluation of such asset, any increase or diminution in value of such asset will be applied to the relevant portfolio;

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

(d) where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability will be allocated to all Sub-funds prorata to the Sub-fund's respective net asset value at their respective launch dates;

(e) upon the payment of dividends to the Shareholders in any Sub-fund, the net asset value of such Sub-fund shall be reduced by the gross amount of such dividends.

11.6 For the purpose of valuation under this article:

(a) shares of the relevant Sub-fund in respect of which the Board has issued a redemption notice or in respect of which a redemption request has been received, shall be treated as existing and taken into account on the relevant Valuation Day, and from such time and until paid, the redemption price therefore shall be deemed to be a liability of the Company;

(b) all investments, cash balances and other assets of any Sub-fund expressed in currencies other than the currency of denomination in which the net asset value of the relevant Sub-fund is calculated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares;

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

(d) where the Board is of the view that any conversion or redemption which is to be effected will have the result of requiring significant sales of assets in order to provide the required liquidity, the value may, at the discretion of the Board be effected at the actual bid prices of the underlying assets and not the last available prices. Similarly, should any subscription or conversion of shares result in a significant purchase of assets in the Company, the valuation may be done at the actual offer price of the underlying assets and not the last available price.

12. Art. 12. Frequency and Temporary suspension of the calculation of share value and of the issue, Redemption and Conversion of shares.

12.1 The net asset value of shares issued by the Company shall be determined with respect to the shares relating to each Sub-fund by the Company from time to time, but in no instance less than twice monthly, as the Board may decide.

12.2 During the existence of any state of affairs which, in the opinion of the Board, makes the determination of the net asset value of a Sub-fund in the reference currency either not reasonably practical or prejudicial to the Shareholders of the Company, the net asset value and the subscription price and redemption price may temporarily be determined in such other currency as the Board may determine.

12.3 The Company may suspend the determination of the net asset value and/or the issue and redemption of shares in any Sub-fund as well as the right to convert shares of any Sub-fund into shares relating to another Sub-fund:

(a) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the Sub-fund or of the relevant class of shares, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the Sub-fund or of the relevant class of shares are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

(b) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Board, disposal of the assets of the Sub-fund or of the relevant class of shares is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

(c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Sub-fund or of the relevant class of shares or if, for any reason beyond the responsibility of the Board, the value of any asset of the Sub-fund or of the relevant class of shares may not be determined as rapidly and accurately as required;

(d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Sub-fund's assets cannot be effected at normal rates of exchange;

(e) when the Board so decides, provided that all Shareholders are treated on an equal footing and all relevant laws and regulations are applied (i) upon publication of a notice convening the General Meeting of the Company or of a Sub-fund for the purpose of deciding on the liquidation, dissolution, the merger or absorption of the Company or the relevant Sub-fund and (ii) when the Board is empowered to decide on this matter, upon their decision to liquidate, dissolve, merge or absorb the relevant Sub-fund;

(f) in case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-fund or a class of shares;

(g) where, in the opinion of the Board, circumstances which are beyond the control of the Board make it impracticable or unfair vis-à-vis the Shareholders to continue trading the shares.

12.4 The suspension in respect of a Sub-fund will have no effect on the calculation of the net asset value and the issue, redemption and conversion of the shares of any other Subfund.

12.5 Any such suspension may be notified by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company shall notify Shareholders requesting redemption of their shares of such suspension.

13. Art. 13. Board of directors.

13.1 The Company shall be managed by a Board of at least four (4) members (including the chairman of the Board). The directors of the Company, either Shareholders or not, are appointed for a term which may not exceed six (6) years, by a General Meeting.

13.2 When a legal entity is appointed as a director of the Company (the Legal Entity), the Legal Entity must designate a permanent representative in order to accomplish this task in its name and on its behalf (the Representative). The Representative is subject to the same conditions and obligations, and incurs the same liability as if he was performing this task for his own account and on his own behalf, without prejudice to the joint liability of him and the Legal Entity. The Legal Entity cannot revoke the Representative unless it simultaneously appoints a new permanent representative.

13.3 Members of the Board are selected by a majority vote of the shares present or represented at the relevant General Meeting. Each director shall be assigned either an A or a B signatory power (the Class A Directors, respectively the Class B Directors).

13.4 Any director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting.

13.5 In the event of a vacancy in the office of a member of the Board, the remaining directors may temporarily fill such vacancy; the Shareholders will take a final decision regarding such nomination at their next General Meeting.

14. Art. 14. Board meetings.

14.1 The Board will elect a chairman. It may further choose a secretary, either director or not, who shall be in charge of keeping the minutes of the meetings of the Board. The Board shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

14.2 The chairman will preside at all General Meetings and all meetings of the Board. In his absence, the General Meeting or, as the case may be, the Board will appoint another director as chairman pro tempore by vote of the majority in number present in person or by proxy at such meeting.

14.3 Meetings of the Board are convened by the chairman or by any other two members of the Board.

14.4 The directors will be convened separately to each meeting of the Board. Written notice of any meeting of the Board will be given to all directors at least forty-eight (48) hours prior to the date set for such meeting, except in emergencies, in which case the nature of the emergency will be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or other similar means of communication. No separate invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board.

14.5 The meetings are held at the place, the day and the hour specified in the convening notice.

14.6 Any director may act at any meeting of the Board by appointing in writing or by telefax or telegram or telex another director as his proxy.

14.7 A director may represent more than one of his colleagues, under the condition however that at least two directors are present at the meeting.

14.8 Any director may participate in any meeting of the Board by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear and speak to one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting and is deemed to be held at the registered office of the Company.

14.9 The Board can validly debate and take decisions only if the majority of its members (and at least one Class A Director and one Class B Director) is present or duly represented.

14.10 All resolutions of the Board shall require a majority of the directors present or represented at the Board meeting and at least the positive votes of a Class A Director and a Class B Director, in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman will have a casting vote.

14.11 Resolutions signed by all directors shall be valid and binding in the same manner as if they were passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or telefax.

14.12 The decisions of the Board will be recorded in minutes to be inserted in a special register and signed by the chairman or by any two other directors. Any proxies will remain attached thereto.

14.13 Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the chairman or by any two other directors.

14.14 No contract or other transaction between the Company and any other company, firm or other entity shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company have a personal interest in, or are a director, associate, officer or employee of such other company, firm or other entity. Any director who is director or officer or employee of any company, firm or other entity with which the Company shall contract or otherwise engage in business shall not, merely by reason of such affiliation with such other company, firm or other entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

14.15 In the event that any director of the Company may have any personal and opposite interest in any transaction of the Company, such director shall make known to the Board such personal and opposite interest and shall not consider or vote upon any such transaction, and such transaction, and such director's interest therein, shall be reported to the next following annual general meeting of the Shareholders of the Company.

14.16 The preceding paragraph does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which are entered into on arm's length terms.

14.17 If, a quorum of the Board cannot be reached due to a conflict of interest, resolutions passed by the required majority of the other members of the Board present or represented at such meeting and voting will be deemed valid.

15. Art. 15. Powers of the board of directors.

15.1 The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 19, to the extent that such powers are expressly reserved by law or by these Articles to the General Meeting.

15.2 All powers not expressly reserved by law or by these Articles to the General Meeting lie in the competence of the Board.

16. Art. 16. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signature of a Class A Director and a Class B Director or by the joint or single signature of a Class A Director or of any person(s) to whom authority has been delegated by the Board.

17. Art. 17. Delegation of powers.

17.1 The Board may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board, acting under the supervision of the Board. The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company.

17.2 The Board may also confer special powers of attorney by notarial or private proxy.

18. Art. 18. Indemnification.

18.1 The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Company or, at his or her request, of any

other corporation of which the Company is a shareholder or creditor and from which he or she is not entitled to be indemnified, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct.

18.2 In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty.

19. Art. 19. Investment policies and Restrictions.

19.1 The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by law or by these Articles to the General Meeting may be exercised by the Board.

19.2 The Board has, in particular, the power to determine the corporate policy. The course of conduct of the management and business affairs of the Company shall fall under such investment restrictions as may be imposed by the 2010 Act or be laid down in the laws and regulations of those countries where the shares are offered for sale to the public or as shall be adopted from time to time by resolutions of the Board and as shall be described in any prospectus relating to the offer of shares.

19.3 In the determination and implementation of the investment policy the Board may cause the Company to comply with the following general investment restrictions and invest in

19.4 Eligible Investments

(a) The Company's investments may consist solely of:

(i) Transferable Securities as defined by the 2010 Act as well as the Regulation of 2008 (Transferable Securities) and Money Market Instruments admitted to official listing on a Regulated Market in a member state of the European Economic Area (an EEA Member State);

(ii) Transferable Securities and Money Market Instruments dealt on another regulated market in an EEA Member State;

(iii) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in a non-EEA Member State or on another Regulated Market in a non-EEA Member State such as any member state of the Organisation for Economic Cooperation and Development (an OECD Member State) and Brazil;

(iv) new issues of Transferable Securities and Money Market Instruments, provided that:

(A) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange, Regulated Market or another regulated market referred to under article 19.4(a)(i), (ii) and (iii);

(B) such admission is secured within a year of issue;

(v) units in undertakings for collective investments in transferable securities (UCITS) and/or other undertakings for collective investments (UCIs) within the meaning of the first and second indent of article 1 (2) of the Directive 2009/65/EC, as amended, whether situated in a member state of the European Union (an EU Member State) or not, provided that no more than 10% of the net assets of the UCITS or other UCI whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

(vi) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;

(vii) financial derivative instrument as defined by article 41 (1) (g) of the 2010 Act and as further defined by Regulation of 2008 (Financial Derivative Instruments), including equivalent cash-settled instruments, dealt in on any stock exchange, Regulated Market or another regulated market referred to under article 19.4(a)(i), (ii) and (iii); and/or OTC derivatives, provided that:

(A) the underlying consists of instruments covered under article 19.4(a), financial indices, interest rates, foreign exchange rates or currencies, in which a Sub-fund may invest according to its investment objectives as stated in the Prospectus,

(B) the counterparties to OTC derivative transactions are first class financial institutions having their registered office in an EU Member State or subject to prudential supervision rules considered by the Commission de Surveillance du Secteur Financier, the Luxembourg supervisory authority (the CSSF) equivalent to those prescribed by Community law and specialised in this type of transactions for the purposes of the OTC derivative transactions and the techniques and instruments relating to Transferable Securities and Money Market Instruments (First Class Institutions), and

(C) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;

(viii) Money Market Instruments other than those dealt in on a Regulated Market if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

(A) issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in the case of a federal State, by one

of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

(B) issued by an undertaking, any securities of which are listed on any stock exchange, Regulated Market or another regulated market referred to under article 19.4(a)(i), (ii) or (iii); or

(C) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law; or

(D) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection rules equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which (i) represents and publishes its annual accounts in accordance with Directive 78/660/EEC, (ii) is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or (iii) is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(b) However, each Sub-fund may:

(i) invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to under article 19.4(a); and

(ii) hold liquid assets on an ancillary basis.

19.5 Risk diversification

(a) In accordance with the principle of risk diversification, the Company is not permitted to invest more than 10% of the net assets of a Sub-fund in Transferable Securities or Money Market Instruments of one and the same issuer. The total value of the Transferable Securities and Money Market Instruments in each issuer in which more than 5% of the net assets are invested, must not exceed 40% of the value of the net assets of the respective Sub-fund. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

(b) The Company is not permitted to invest more than 20% of the net assets of a Sub-fund in deposits made with the same body.

(c) The risk exposure to a counterparty of a Sub-fund in an OTC derivative transaction may not exceed:

(i) 10% of its net assets when the counterparty is a credit institution referred to under article 19.4(a)(vi), or

(ii) 5% of its net assets, in other cases.

(d) Notwithstanding the individual limits laid down under articles 19.5(a), 19.5(b) and 19.5(c), a Sub-fund may not combine:

(i) investments in Transferable Securities or Money Market Instruments issued by a single body,

(ii) deposits made with a single body, and/or

(iii) exposures arising from OTC derivative transactions undertaken with a single body,

in excess of 20% of its net assets.

(e) The 10% limit set forth under article 19.5(a) can be raised to a maximum of 25% in case of certain bonds issued by credit institutions which have their registered office in an EU Member State and are subject by law, in that particular country, to specific public supervision designed to ensure the protection of bondholders. In particular the funds which originate from the issue of these bonds are to be invested, in accordance with the law, in assets which sufficiently cover the financial obligations resulting from the issue throughout the entire life of the bonds and which are allocated preferentially to the payment of principal and interest in the event of the issuer's failure. Furthermore, if investments by a Sub-fund in such bonds with one and the same issuer represent more than 5% of the net assets, the total value of these investments may not exceed 80% of the net assets of the corresponding Sub-fund.

(f) The 10% limit set forth under article 19.5(a) can be raised to a maximum of 35% for Transferable Securities and Money Market Instruments that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, or by public international organisations of which one or more EU Member States are members.

(g) Transferable Securities and Money Market Instruments which fall under the special ruling given under articles 19.5 (e) and 19.5(f) are not counted when calculating the 40% risk diversification ceiling mentioned under article 19.5(a).

(h) The limits provided for under articles 19.5(a) to 19.5(f) may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body or in deposits or derivative instruments with this body shall under no circumstances exceed in total 35% of the net assets of a Sub-fund.

(i) Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained under article 19.5.

(j) A Sub-fund may invest, on a cumulative basis, up to 20% of its net assets in Transferable Securities and Money Market Instruments of the same group.

19.6 Exceptions which can be made

(a) Without prejudice to the limits laid down under article 19.9 the limits laid down under article 19.5 are raised to a maximum of 20% for investment in shares and/or bonds issued by the same body if, according to the relevant Special

Section, the investment objective and policy of that Sub-fund is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

(i) its composition is sufficiently diversified,

(ii) the index represents an adequate benchmark for the market to which it refers,

(iii) it is published in an appropriate manner.

The above 20% limit may be raised to a maximum of 35%, but only in respect of a single body, where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant.

(b) The Company is authorised, in accordance with the principle of risk diversification, to invest up to 100% of the net assets of a Sub-fund in Transferable Securities and Money Market Instruments from various offerings that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, or by public international organisations in which one or more EU Member States are members. These securities must be divided into at least six different issues, with securities from one and the same issue not exceeding 30% of the total net assets of a Sub-fund.

19.7 Investment in UCITS and/or other UCIs

(a) A Sub-fund may acquire the units of UCITS and/or other UCIs referred to under article 19.4(a)(v) provided that no more than 20% of its net assets are invested in units of a single UCITS or other UCI. If a UCITS or other UCI has multiple compartments (within the meaning of article 181(1)of the 2010 Act) and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the above limit.

(b) Investments made in units of UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the Sub-fund.

(c) When a Sub-fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down under article 19.5.

(d) When a Sub-fund invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, (regarded as more than 10% of the voting rights or share capital), that management company or other company may not charge subscription, conversion or redemption fees on account of the Sub-fund's investment in the units of such UCITS and/or other UCIs.

(e) If a Sub-fund invests a substantial proportion of its assets in other UCITS and/or other UCIs, the maximum level of the management fees that may be charged both to the Subfund itself and to the other UCITS and/or other UCIs in which it intends to invest, shall be disclosed in the relevant Special Section.

(f) In the annual report of the Company it shall be indicated for each Sub-fund the maximum proportion of management fees charged both to the Sub-fund and to the UCITS and/or other UCIs in which the Sub-fund invests.

(g) The above provisions of this section 19.7 do not apply to a feeder Sub-fund as defined in article 77 of the 2010 Act. In this case, the Board may create one or more feeder Subfunds, with each such feeder Sub-fund being authorised to invest at least 85% of its assets in units of another eligible master UCITS (or sub-fund thereof) under the conditions set out by applicable law and such other conditions as set out in the Prospectus.

19.8 Investments between Sub-funds

A sub-fund (the Investing Sub-Fund) may invest in one or more other Sub-Funds. Any acquisition of shares of another Sub-Fund (the Target Sub-Fund) by the Investing Sub-Fund is subject to the following conditions (and such other conditions as may be applicable in accordance with the terms of the Prospectus):

(a) The Target Sub-Fund may not invest in the Investing Sub-Fund;

(b) The Target Sub-Fund may not invest more than 10% of its net assets in UCITS (including other Sub-Fund) or other UCIS;

(c) The voting rights attached to the shares of the Target Sub-Fund are suspended during the investment by the Investing Sub-Fund;

(d) The value of the share of the Target Sub-Fund held by the Investing Sub-Fund are not taken into account for the purpose of assessing the compliance with the EUR 1,250,000 minimum capital requirement; and

(e) A duplication of management, subscription or redemption fees is prohibited.

19.9 Master UCITS-feeder Sub-funds

The Board may create one or more feeder Sub-funds, with each such feeder Sub-fund being authorised to invest at least 85% of its assets in units of another eligible Master UCITS (or sub-fund thereof) under the conditions set out by applicable law and such other conditions as set out in the Prospectus.

19.10 Tolerances and multiple compartment issuers

(a) If, because of reasons beyond the control of the Company or the exercising of subscription rights, the limits mentioned in this article are exceeded, the Company must have as a priority objective in its sale transactions to reduce these positions within the prescribed limits, taking into account the best interest of the Shareholders.

(b) Provided that they continue to observe the principles of risk diversification, newly established Sub-funds may deviate from the limits mentioned under articles 19.5 to 19.7 for a period of six months following the date of their initial launch.

(c) If an issuer of eligible investments is a legal entity with multiple compartments and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the limits set forth under articles 19.5, 19.6(a) and 19.7.

19.11 Investment prohibitions

The Company is prohibited from:

(a) acquiring equities with voting rights that would enable the Company to exercise a significant influence on the management of the issuer in question;

(b) acquiring more than

(i) 10% of the non-voting equities of one and the same issuer,

(ii) 10% of the debt securities issued by one and the same issuer,

(iii) 10% of the Money Market Instruments issued by one and the same issuer, or

(iv) 25% of the units of one and the same UCITS and/or other UCI.

The limits laid down in (ii), (iii), and (iv) may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the Money Market Instruments, or the net amount of the securities in issue, cannot be calculated.

Transferable Securities and Money Market Instruments which, in accordance with article 48 (1), paragraph 2 of the 2010 Act are issued or guaranteed by an EU Member State or its local authorities, by another Member State of the OECD or which are issued by public international organisations of which one or more EU Member States are members are exempted from the above limits.

(c) selling short Transferable Securities, Money Market Instruments and other eligible investments mentioned under articles 19.4(a)(v), (vii) and (viii);

(d) acquiring precious metals or related certificates;

(e) investing in real estate and purchasing or selling commodities or commodities contracts;

(f) borrowing on behalf of a particular Sub-fund, unless:

(i) the borrowing is in the form of a back-to-back loan for the purchase of foreign currency;

(ii) the loan is only temporary and does not exceed 10% of the net assets of the Subfund in question;

(g) granting credits or acting as guarantor for third parties. This limitation does not refer to the purchase of Transferable Securities, Money Market Instruments and other eligible investments mentioned under articles 19.4(a)(v), (vii) and (viii) that are not fully paid up.

19.12 Risk management and limits with regard to derivative instruments

(a) The Company must employ (i) a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio and (ii) a process for accurate and independent assessment of the value of OTC derivatives.

(b) Each Sub-fund shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

(c) The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This shall also apply to the following paragraphs.

(d) A Sub-fund may invest, as a part of its investment policy, in Financial Derivative Instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in under article 19.5. Under no circumstances shall these operations cause a Sub-fund to diverge from its investment objectives as laid down in the Prospectus and the relevant Special Section.

(e) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements under article 19.10.

20. Art. 20. Auditor.

20.1 The accounting data reported in the annual report of the Company will be examined by an auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Company.

20.2 The auditor fulfils all duties prescribed by the 2010 Act.

21. Art. 21. General meeting of shareholders of the company.

21.1 The General Meeting represents, when properly constituted, the entire body of Shareholders of the Company. Its resolutions are binding upon all the Shareholders, regardless of the class of shares held by them. It has the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

21.2 The General Meeting meets when called by the Board. It shall be necessary to call a General Meeting within a month whenever a group of Shareholders representing at least one tenth of the subscribed capital requires so by written notice. In such case, the concerned Shareholders must indicate the agenda of the meeting.

21.3 The Annual General Meeting shall be held at the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the notice of meeting, on the last Thursday of April of each year at 12.00 (Luxembourg time). If this day is a legal or banking holiday in Luxembourg, the Annual General Meeting will be held on the next business day.

21.4 Other general meetings of Shareholders may be held at such places and times as may be specified in the respective notices of meeting.

21.5 Shareholders meet when called by the Board pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. It is not necessary to provide proof at the meeting that such notices were actually delivered to registered Shareholders. The agenda is prepared by the Board, except when the meeting is called on the written request of the Shareholders, in which case the Board may prepare a supplementary agenda.

21.6 If bearer shares were issued, the notice of meeting will also be published as provided for by law in the Mémorial, Recueil des Sociétés et Associations, in one or more Luxembourg newspapers, and in such other newspapers as the Board may decide.

21.7 If all shares are in registered form and if no publications are made, notices to Shareholders may be sent by registered mail only.

21.8 If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the General Meeting may take place without notice of meeting.

21.9 The convening notices to general meetings of Shareholders may provide that the quorum and the majority at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (the Record Date). The rights of a Shareholder to attend a general meeting and to exercise a voting right attached to his share are determined in accordance with the shares held by this Shareholder at the Record Date.

21.10 The Board may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders.

21.11 The business transacted at any meeting of the Shareholders will be limited to the matters on the agenda and transactions related to these matters.

21.12 Each share of any class is entitled to one vote, in accordance with Luxembourg law and these Articles, excepted for shares held in the Target Sub-Fund by the Investing Sub-Fund in case of investments as provided for in section 19.8 (c). A Shareholder may act at any meeting of Shareholders through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board of the Company.

21.13 Unless otherwise provided by law or herein, resolutions of the General Meeting are passed by a simple majority vote of the Shareholders present or represented.

22. Art. 22. General meetings of shareholders in a sub-fund or in a class of shares.

22.1 The Shareholders of the classes issued in a Sub-fund may hold, at any time, general meetings to decide on any matters which relate exclusively to that Sub-fund.

22.2 In addition, the Shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to that share class.

22.3 The provisions of article 21 apply to such general meetings.

22.4 Each share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a director.

22.5 Unless otherwise provided for by law or in these Articles, the resolutions of the General Meeting of Shareholders of a Sub-fund or of a class of shares are passed by a simple majority vote of the Shareholders present or represented.

23. Art. 23. Dissolution of the company.

23.1 The duration of the Company is not limited by the Articles. The Company may be wound up by a decision of an extraordinary general meeting of Shareholders. If the total net assets of the Company falls below two-thirds of the minimum capital prescribed by law (i.e. EUR 1,250,000), the Board must submit the question of the Company's dissolution to a general meeting of Shareholders for which no quorum is prescribed and which shall pass resolutions by simple majority of the Shares represented at the meeting.

23.2 If the total net assets of the Company fall below one-fourth of the minimum capital prescribed by law, the Board must submit the question of the Company's dissolution to a general meeting of Shareholders for which no quorum is prescribed. A resolution dissolving the Company may be passed by Shareholders holding one-fourth of the Shares represented at the meeting.

23.3 The meeting must be convened so that it is held within a period of forty days from the date of ascertainment that the net assets have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

23.4 If the Company is dissolved, the liquidation shall be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act. The decision to dissolve the Company will be published in the Mémorial and two newspapers with adequate circulation, one of which must be a Luxembourg newspaper. The liquidator(s) will realise each Sub-Fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-Fund according to their respective prorata. Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the Caisse de Consignation in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they shall be forfeited.

23.5 As soon as the decision to wind up the Company is made, the issue, redemption or conversion of Shares in all Sub-Funds will be prohibited and shall be deemed void.

24. Art. 24. Dissolution, Liquidation or merger of sub-funds or share classes.

24.1 Liquidation of Sub-Funds or Classes

(a) If, for any reason, the net assets of a Sub-Fund or of any Class fall below the equivalent of EUR 5,000,000, or if a change in the economic or political environment of the relevant Sub-Fund or Class may have material adverse consequences on the Sub-Fund or Class's investments, or if an economic rationalisation so requires, the Board may decide on a compulsory redemption of all Shares outstanding in such Sub-Fund or Class on the basis of the Net Asset Value per Share (after taking account of current realisation prices of the investments as well as realisation expenses), calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant shares at the latest on the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for the redemption operations. Registered Shareholders will be notified in writing. Unless the Board decides otherwise in the interests of, or in order to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares free of redemption or conversion charge. However, the liquidation costs will be taken into account in the redemption and conversion price. Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund or Class will be deposited with the custodian for a period of 6 months after the conclusion of the liquidation. After the expiry of such a period, the assets will be deposited with the custodian on behalf of such beneficiaries.

(b) Notwithstanding the powers granted to the Board as described in the previous paragraph, a general meeting of Shareholders of a Sub-Fund or Class may, upon proposal of the Board, decide to repurchase all the shares in such Sub-Fund or Class and to reimburse the Shareholders on the basis of the Net Asset Value of their shares (taking account of current realisation prices of the investments as well as realisation expenses) calculated as of the Valuation Day on which such decision shall become effective. No quorum shall be required at this general meeting and resolutions shall be passed by a simple majority of the shareholders present or represented, provided that the decision does not result in the liquidation of the Company.

(c) All the shares redeemed will be cancelled.

24.2 Merger of the Company or Sub-Funds with other UCITS

(a) The Company may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers;

(b) The Board of Directors is competent to decide on the effective date of the merger with another UCITS;

(c) For the sake of this Sections 24.2:

(i) a merger means an operation in the meaning of article 1(20) a) to b) of the 2010 Act;

(ii) the term unitholders/units also refers to the Shareholders/shares of the Company or a Sub-Fund;

(iii) the term UCITS may also refer to sub-funds of a UCITS; and

(iv) the term Company may also refer to a Sub-Fund of the Company.

(d) Where the Company is merging with another UCITS (the Other UCITS), either as the merging UCITS or the receiving UCITS, the following general rules will apply:

(i) The Company will provide appropriate and accurate information on the proposed merger to its Shareholders (which will include the particulars as set out in article 72(3), points a) to e) of the 2010 Act) so as to enable them to make an informed judgment of the impact of the merger on their investment. This information must be provided only after the CSSF has authorized the proposed merger and at least thirty (30) days before the last date for requesting redemption or, as the case may be, conversion of their shares without additional charge as set out under item (ii) below .

(ii) The Shareholders have the right to request, without any charge other than those retained by the Company to meet divestment costs, the redemption of their shares or, where possible, to convert them into shares or units of another UCITS with a simi1ar investment policy and managed by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding. This right will become effective from the moment that the Shareholders have been informed of the proposed merger in accordance with item (i) au-dessus, and will cease to exist five working days before the date for calculating the exchange ratio referred to under item (v) au-dessous.

(iii) Without prejudice to item (ii) au-dessus, by way of derogation from articles 11, paragraph (2), and 28, paragraph (1), point b) of the 2010 Act, the Company may decide to temporarily suspend the subscription or redemption of shares provided that any such suspension is justified for the protection of Shareholders.

(iv) The Company and the Other UCITS must draw up common draft terms of merger setting out the particulars as stipulated in article 69(1) of the 2010 Act.

(v) The common draft terms of the merger referred to under item (iv) au-dessus will determine the effective date of the merger as well as the date for calculating the exchange ratio of units of the merging UCITS into units of the receiving UCITS and, as the case may be, for determining the relevant net asset value for cash payments. Such dates will be after the approval, as the case may be, of the merger by the shareholders of the Company and/or the Other UCITS.

(e) Where the Company is the merging UCITS the following additional rules will apply:

(i) For any merger where the Company ceases to exist, such a merger will require the vote of Shareholders in the Company subject to the quorum and majority requirements provided for amendment to these Articles. This decision must be recorded by notarial deed.

(ii) The Company will entrust its statutory auditor to validate the following:

- the criteria adopted for valuation of the assets and, as the case may be, the liabilities on the date for calculating the exchange ratio, as referred to in Section (d)(v) au-dessus;

- where applicable, the cash payment per share; and

- the calculation method of the exchange ratio as well as the actua1 exchange ratio determined at the date for calculating that ratio, as referred to in Section (d)(v) au-dessus.

A copy of this reports shall be made available on request and free of charge to the shareholders of both the merging UCITS and the receiving UCITS and to their competent authorities.

(f) Where the Company is the receiving UCITS the following additional rules will apply:

(i) While ensuring observance of the principle of risk-spreading, the Company is allowed to derogate from articles 43, 44, 45 and 46 of the 2010 Act for six months following the effective date of the merger.

(ii) The Management Company will confirm in writing to the Custodian that the transfer of assets and, as the case may be, liabilities is complete.

(iii) The entry into effect of the merger will be made public through all appropriate means by the Company. The Company will further notify the CSSF and any other competent authority involved in the merger.

24.3 Merger and split of Sub-Funds and Classes

(a) Under the same circumstances as provided by Section 24.1., the Board may decide to allocate the assets of a Sub-Fund to those of another existing Sub-Fund within the Company and to repatriate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). This decision will be published one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Sub-Fund) in the same manner as described under Section 24.1., to enable the Shareholders to request redemption of their Shares, free of charge, during this period.

(b) Notwithstanding the powers conferred to the Board under item (a) au-dessus, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another Sub-Fund within the Company may in any other circumstances be decided upon by a General Meeting of the Class or Classes issued in the Sub-Fund concerned for which there will be no quorum requirements and which will decide upon such a merger by resolution taken by simple majority of those present or represented and voting at such meeting.

(c) In the interest of the Shareholders of the relevant Sub-Fund or in the event that a change in the economic or political situation relating to a Sub-Fund so justifies, the Board may proceed to the reorganisation of a Sub-Fund by means of a division into two or more Sub-Funds. This decision will be published one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Sub-Fund) in the same manner as described under Section 24.1., to enable the Shareholders to request redemption of their Shares, free of charge, during this period.

25. Art. 25. Financial year.

The financial year of the Company commences on 1 January each year and terminates on 31 December of the same year.

26. Art. 26. Application of income.

26.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law, how the income from the Sub-fund will be applied with regard to each existing share class, and may declare, or authorise the Board to declare, distributions.

26.2 For any class of shares entitled to distributions, the Board may decide to pay interim dividends in accordance with legal provisions.

26.3 Payments of distributions to owners of registered shares will be made to such Shareholders at their addresses in the register of Shareholders. Payments of distributions to holders of bearer shares will be made upon presentation of the dividend coupon to the agent or agents more specifically designated by the Company.

26.4 Distributions may be paid in such a currency and at such a time and place as the Board determines from time to time.

26.5 The Board may decide to distribute bonus stock in lieu of cash dividends under the terms and conditions set forth by the Board.

26.6 Any distributions that has not been claimed within five (5) years of its declaration will be forfeited and revert to the share class(es) issued in the respective Sub-fund.

26.7 No interest will be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

27. Art. 27. Custodian.

27.1 To the extent required by law, the Company will enter into a custodian agreement with the Custodian.

27.2 The Custodian will fulfil its obligations in accordance with the 2010 Act.

27.3 If the Custodian indicates its intention to terminate the custodial relationship, the Board will make every effort to find a successor custodian within two months of the effective date of the notice of termination of the custodian agreement. The Board may terminate the agreement with the Custodian but may not relieve the Custodian of its duties until a successor custodian has been appointed.

28. Art. 28. Liquidation of the company.

28.1 The Company may at any time be dissolved by a resolution of the General Meeting, subject to the quorum and majority requirements referred to in article 29.

28.2 If the assets of the Company fall below two-thirds of the minimum capital indicated in article 5, the question of the dissolution of the Company will be referred to the General Meeting by the Board. The General Meeting, for which no quorum will be required, will decide by simple majority of the votes of the shares represented at the General Meeting.

28.3 The question of dissolution of the Company will further be referred to the General Meeting whenever the share capital falls below one-fourth of the minimum capital indicated in article 5; in such event, the General Meeting will be held without any voting quorum requirements and the dissolution may be decided by Shareholders holding one-quarter of the votes of the shares represented at the meeting.

28.4 The meeting must be convened so that it is held within a period of forty (40) days from the ascertainment that the net assets of the Company have fallen below two-thirds or one-quarter of the legal minimum, as the case may be.

29. Art. 29. Liquidation.

29.1 If the Company is dissolved, the liquidation shall be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act.

29.2 The decision to dissolve the Company will be published in the Mémorial and two newspapers with adequate circulation, one of which must be a Luxembourg newspaper.

29.3 The liquidator(s) will realise each Sub-fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-fund according to their respective prorata.

29.4 Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the Caisse des Consignations in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they shall be forfeited.

30. Art. 30. Amendments to the articles. These Articles may be amended by a General Meeting of Shareholders subject to the quorum and majority requirements provided for by the 1915 Act.

31. Art. 31. Definitions. Words importing a masculine gender also include the feminine gender and words importing persons or Shareholders also include corporations, partnerships, associations and any other organised group of persons, whether incorporated or not.

32. Art. 32. Applicable law. All matters not governed by these Articles will be determined in accordance with the 1915 Act and the 2010 Act. In case of conflict between the 1915 Act and the 2010 Act, the 2010 Act shall prevail."

Third resolution

The Shareholders resolve that the Articles are drawn up in English without attaching a translation in an official language of Luxembourg for registration purposes with the authorities of Luxembourg pursuant to the derogation provided for in article 190 of the law of 17 December 2010.

Fourth resolution

The Shareholders resolve to grant power and authority to any manager of the Company or any lawyer or employee of Allen & Overy Luxembourg to arrange and carry out any necessary formalities with the relevant Luxembourg autho-

rities in relation to the items on this agenda, including but not limited to, the filing of documents with the Luxembourg Trade and Companies Register and the publication of excerpts in the Mémorial C, Recueil des Sociétés et Associations, and generally to perform any other actions that may be necessary or useful in relation thereto.

There being no further business before the meeting, the same was thereupon closed.

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

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

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

Signé: R. GALIOTTO, S. WOLTER, C. LUNA et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 13 septembre 2012. Relation: LAC/2012/42243. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

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

Luxembourg, le 18 septembre 2012.

Référence de publication: 2012119925/1039.

(120161933) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2012.

BlackRock Luxembourg Holdco S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 147.978.

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In the year two thousand and twelve, on the 30 th day of August.

Before Maître Blanche MOUTRIER, notary residing in Esch/Alzette, Grand-Duchy of Luxembourg.

THERE APPEARED:

BlackRock Group Limited, a limited company incorporated under the laws of England and Wales, having its registered office at 12 Throgmorton Avenue, London EC2N 2DL, with registered number 00951043 and registered under the Companies Act 2006 (the principal Act),

here represented by Maître Jérôme Burel, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy under private seal given on August 30, 2012.

Such proxy, after been signed "ne varietur" by the proxyholder of the appearing party and the undersigned notary will remain annexed to the present deed for the purpose of registration.

The appearing party, represented as aforementioned, requested the undersigned notary to record the following:

I. The appearing party is the sole shareholder of the company BlackRock Luxembourg Holdco S.à r.l., a private limited liability company (société à responsabilité limitée), with registered office in L-2633 Senningerberg, 6D, route de Trèves, registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés) under the number B 147978, incorporated pursuant to a deed of the undersigned notary, dated September 7, 2009, published in the Mémorial, Recueil des Sociétés et Associations C, number 1872 of September 28, 2009, the articles of which have been amended last time pursuant to a deed of the undersigned notary dated December 1 st , 2009, published in the Mémorial, Recueil des Sociétés et Associations C, number 2521 of December 28, 2009 (the "Company").

II. The corporate capital of the Company is set at GBP 12,942,240.- (twelve million nine hundred forty-two thousand two hundred forty pound sterling), represented by 80,889 (eighty thousand eight hundred eighty-nine) shares with a nominal value of GBP 160.- (one hundred sixty pound sterling) each, subscribed and fully paid up.

III. The appearing party, duly represented, then passes the following resolutions:

First resolution

The sole shareholder resolves to increase the corporate capital of the Company by an amount of GBP 3,057,760.- (three million fifty-seven thousand seven hundred sixty pound sterling) in order to raise it from its present amount of GBP 12,942,240.- (twelve million nine hundred forty-two thousand two hundred forty pound sterling) to an amount of GBP 16,000,000.- (sixteen million pound sterling) by the creation and issue of 19,111 (nineteen thousand one hundred eleven) new shares having a par value of GBP 160.- (one hundred sixty pound sterling) each.

These 19,111 (nineteen thousand one hundred eleven) new shares together with a share premium thereon in the aggregate amount of GBP 73,522,310.- (seventy-three million five hundred twenty-two thousand three hundred and ten pound sterling) have been entirely subscribed to by the sole shareholder and they have been fully paid up by a contribution in kind consisting of 600,000 (six hundred thousand) ordinary shares of GBP 1.- (one pound sterling) each representing the entire issued share capital of BlackRock UK Holdco Limited (formerly BLK Investment Management International Limited), a private company limited by shares incorporated under the laws of England and Wales, with registered office

at 12 Throgmorton Avenue, London EC2N 2DL, with registered number 1550489 and registered under the Companies Act 2006 (the principal Act), (the "Shares"), pursuant to the terms and conditions of the contribution agreement signed between parties on August 30, 2012 (the "Contribution Agreement").

It results from the valuation report established on August 30, 2012 by the board of managers of the Company and signed by Mr. Geoffrey Radcliffe acting in his capacity as duly authorized manager of category A of BlackRock Luxembourg Holdco S.à r.l. (the "Valuation Report"), that the contribution in kind is valued at the aggregate amount of GBP 76,580,070.- (seventy-six million five hundred eighty thousand seventy pound sterling).

It results from the Contribution Agreement that the contributing party declared:

"- to be entitled to sell and transfer to the Company the full legal and beneficial interest in the Shares;

- to have full power, capacity and authority to transfer the Shares;

- that its right on the Shares is unconditional and not subject to any restriction, dissolution or nullification whatsoever;

- that the Shares are not encumbered with any attachment, charge, pledge, usufruct or other encumbrances."

Such Contribution Agreement and Valuation Report, after signature "ne varietur" by the proxyholder and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

The aggregate amount of GBP 76,580,070.- (seventy-six million five hundred eighty thousand seventy pound sterling), is allotted for GBP 3,057,760.- (three million fifty-seven thousand seven hundred sixty pound sterling) to the corporate capital of the Company and for GBP 73,522,310.- (seventy-three million five hundred twenty-two thousand three hundred and ten pound sterling) to a free reserve account.

Second resolution

As a consequence of the preceding resolution, Article 6, first paragraph, of the articles of incorporation of the Company is amended and shall henceforth have the following wording:

" **Art. 6.** The Company's corporate capital is fixed at GBP 16,000,000.- (sixteen million pound sterling), represented by 100,000 (one hundred thousand) shares with a nominal value of GBP 160.- (one hundred sixty pound sterling) each, all subscribed and fully paid-up."

Expenses

The expenses, costs, remuneration or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately € 7,000.-.

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

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

The deed having been read to the proxyholder of the appearing party, said proxyholder signed together with Us, the notary, the present deed.

Suit la traduction française du texte qui précède

L'an deux mille douze, le trentième jour du mois d'août.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch/Alzette, Grand-Duché de Luxembourg.

A COMPARU:

BlackRock Group Limited, a limited company, constituée sous le droit anglais et gallois, ayant son siège social au 12 Throgmorton Avenue, London EC2N 2DL, avec numéro d'enregistrement 00951043 et enregistrée sous le Companies Act 2006 (the principal Act),

ici représentée par Maître Jérôme Burel, Avocat à la Cour, ayant son adresse professionnelle à L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration sous seing privé donnée en date du 30 août 2012.

Laquelle procuration, après avoir été signée «ne varietur» par le mandataire de la partie comparante et par le notaire instrumentant, restera annexée au présent acte avec lequel elle sera enregistrée.

La partie comparante, représentée comme susmentionné, a requis le notaire instrumentant d'acter ce qui suit:

I. La partie comparante est l'associée unique de la société BlackRock Luxembourg Holdco S.à r.l., une société à responsabilité limitée, ayant son siège social à L-2633 Senningerberg, 6D, route de Trèves, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 147978, constituée suivant acte du notaire instrumentant, en date du 7 septembre 2009, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1872 du 28 septembre 2009, les statuts de laquelle ont été modifiés la dernière fois suivant acte du notaire instrumentant daté du 1 er décembre 2009, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 2521 du 28 décembre 2009, (la «Société»).

II. Le capital social de la Société est fixé à GBP 12.942.240.- (douze millions neuf cent quarante-deux mille deux cent quarante livre sterling) représenté par 80.889 (quatre-vingt mille huit cent quatre-vingt-neuf) parts sociales d'une valeur nominale de GBP 160.- (cent soixante livre sterling) chacune, souscrites et intégralement libérées.

III. La partie comparante, dûment représentée, prend ensuite les résolutions suivantes:

Première résolution

L'associée unique décide d'augmenter le capital social de la Société à concurrence d'un montant de GBP 3.057.760.- (trois millions cinquante-sept mille sept cent soixante livre sterling) pour le porter de son montant actuel de GBP 12.942.240.- (douze millions neuf cent quarante-deux mille deux cent quarante livre sterling) à un montant de GBP 16.000.000.- (seize millions de livre sterling) par la création et l'émission de 19.111 (dix-neuf mille cent onze) nouvelles parts sociales d'une valeur nominale de GBP 160.- (cent soixante livre sterling) chacune.

Ces 19.111 (dix-neuf mille cent onze) nouvelles parts sociales ensemble avec une prime d'émission d'un montant global de GBP 73.522.310.- (soixante-treize millions cinq cent vingt-deux mille trois cent dix livre sterling) ont été entièrement souscrites par l'associée unique et elles ont été intégralement libérées par un apport en nature de 600.000 (six cent mille) actions ordinaires de GBP 1.- (une livre sterling) chacune représentant l'entièreté du capital social émis de BlackRock UK Holdco Limited (anciennement BLK Investment Management International Limited), une private company limited by shares constituée sous le droit anglais et gallois, ayant son siège social au 2 Throgmorton Avenue, London EC2N 2DL, avec numéro d'enregistrement 1550489 et enregistrée sous le Companies Act 2006 (the principal Act) (les «Actions»), conformément aux termes et conditions de la convention d'apport signée entre parties le 30 août 2012 (la «Convention d'Apport»).

Il résulte d'un rapport d'évaluation établi le 30 août 2012 par le conseil de gérance de la Société et signé par Monsieur Geoffrey Radcliffe agissant en sa qualité de gérant de catégorie A dûment autorisé de BlackRock Luxembourg Holdco S.à r.l. (le "Rapport d'évaluation"), que l'apport en nature est évalué à un montant total de GBP 76.580.070.- (soixante-seize millions cinq cent quatre-vingt mille soixante-dix livre sterling).

Il résulte de la Convention d'Apport que la partie comparante a déclaré:

"- être en droit de vendre et transférer à la Société l'entièreté de ses intérêts économiques et juridiques dans les Actions;

- avoir pleins pouvoir, capacité et autorité pour transférer les Actions;

- que son droit sur les Actions est inconditionnel et n'est soumis à aucune restriction, dissolution ou annulation de quelque sorte que ce soit;

- que les Actions ne sont grevées d'aucun nantissement, charge, gage, usufruit ou autre encombrement."

Lesquels Convention d'Apport et Rapport d'évaluation, après signature ne varietur par le mandataire et le notaire instrumentant, demeureront annexés aux présentes pour être enregistrés en même temps.

Le montant total de GBP 76.580.070.- (soixante-seize millions cinq cent quatre-vingt mille soixante-dix livre sterling) est alloué pour GBP 3.057.760.- (trois millions cinquante-sept mille sept cent soixante livre sterling) au capital social de la Société et pour GBP 73.522.310.- (soixante-treize millions cinq cent vingt-deux mille trois cent dix livre sterling) à un compte de réserves libres.

Deuxième résolution

En conséquence de la résolution qui précède, l'article 6, premier paragraphe, des statuts de la Société est modifié et aura désormais la teneur suivante:

« **Art. 6.** Le capital social de la Société est fixé à GBP 16.000.000.- (seize millions de livre sterling) représenté par 100.000 (cent mille) parts sociales d'une valeur nominale de GBP 160.- (cent soixante livre sterling) chacune, toutes souscrites et entièrement libérées.»

Dépenses

Les dépenses, frais, rémunérations ou charges de toute forme incombant à la Société suite à cet acte sont estimés approximativement à € 7.000,-.

Le notaire instrumentant, qui comprend et parle l'anglais, constate par la présente qu'à la requête de la partie comparante, le présent acte est rédigé en langue anglaise suivi d'une version française. A la requête de la même partie comparante et en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

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

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, celui-ci a signé avec Nous, notaire, le présent acte.

Signé: J.Burel, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 31/08/2012. Relation: EAC/2012/11423. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): SANTIONI.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 03 septembre 2012.
Référence de publication: 2012112596/149.
(120152355) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Grenache & Cie S.N.C., Société en nom collectif.

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

R.C.S. Luxembourg B 133.763.

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In the year two thousand and twelve, on the twenty-fifth of July,

Before Maître Henri Hellinckx, notary residing in Luxembourg,

Was held an extraordinary general meeting of the Partners of "GRENACHE & CIE S.N.C." having its registered office at 44, avenue J.F. Kennedy, L-1855 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 133.763.

The Partnership was incorporated by a notarial deed on the 20 November 2007, published in the Mémorial C, Recueil des Sociétés et Associations on 17 December 2007 number 2928 page 140.499 and the Articles of Incorporation have been amended for the last time by a deed of the undersigned notary of January 25, 2012, published in the Mémorial C, number 753 of March 21, 2012.

The meeting is opened under the chairmanship of Pascal Hobler, banker, residing in Luxembourg (the "Chairman"), who appoints as secretary David Widart, banker, residing in Luxembourg.

The meeting elects as scrutineer Manfred Zisselsberger, company director, residing in Luxembourg.

All the Partners are present or represented at the meeting and declare having duly received the convening notices in accordance with clause 8.12 of the constitution of the Partnership (the "Constitution").

Terms not otherwise defined herein shall have the meaning given to them in the Constitution.

The Chairman requests the notary to act that:

The Chairman mentions and the extraordinary meeting of the Partners of the Partnership (the "Meeting") notices that:

- the Partners present or represented and the number of Fractional Interests held by them are entered on an attendance list attached to these minutes and duly signed by the Partners present, together with the proxies of the represented Partners;

- all the Partners declare having been informed of the agenda of the meeting beforehand and waived all convening requirements and formalities. The present meeting is duly constituted and can therefore validly deliberate on the following agenda:

Agenda

1. Decision to increase the share capital of the Partnership by an amount of EUR 21,066,000 (Euro twenty one million and sixty-six thousand) in order to raise it from its current amount of EUR 1,541,121,000 (Euro one billion five hundred forty-one million one hundred twenty-one thousand) to an amount of EUR 1,562,187,000 (Euro one billion five hundred and sixty-two million and one hundred and eighty-seven thousand) by creating and issuing 21,066 (twenty-one thousand sixty-six) Additional B Fractional Interests to BNP Paribas, having the same rights and obligations as the existing B Fractional Interests and having a nominal value of EUR 1,000 (one thousand Euro) each, by incorporating into the share capital of the Partnership an amount of EUR 21,066,000 (Euro twenty-one million sixty-six thousand) which is currently part of the B Capital Reserve; and

2. Decision to amend articles 6.1 and 6.2 of the Constitution accordingly.

The following resolutions were taken by the Partners:.

First resolution

The Partners decide to increase the share capital of the Partnership by an amount of EUR 21,066,000 (Euro twenty one million and sixty-six thousand) in order to raise it from its current amount of EUR 1,541,121,000 (Euro one billion five hundred forty-one million one hundred twenty-one thousand) to an amount of EUR 1,562,187,000 (Euro one billion five hundred and sixty-two million and one hundred and eighty-seven thousand) by creating and issuing 21,066 (twenty-one thousand sixty-six) Additional B Fractional Interests to BNP Paribas, having the same rights and obligations as the existing B Fractional Interests and having a nominal value of EUR 1,000 (one thousand Euro) each, by incorporating into the share capital of the Partnership an amount of EUR 21,066,000 (Euro twenty-one million sixty-six thousand) which is currently part of the B Capital Reserve.

The proof of the existence of such Capital Reserve is given to the undersigned notary by a balance sheet dated June 30, 2012, which will remain attached to the present deed.

Second resolution

The Partners decide to amend clauses 6.1 and 6.2 of the Constitution as follows:

Clause 6.1. The capital of the Partnership shall be an amount of EUR 1,562,187,000 (Euro one billion five hundred and sixty-two million and one hundred and eightyseven thousand) and shall be divided into and represented by 1,562,187 (one million five hundred sixty two thousand one hundred eighty-seven) fractional interests (parts de société en nom collectif) (each a "Fractional Interest") of EUR 1,000 (one thousand Euro) nominal value each.

Clause 6.2. The Fractional Interests constitute and represent two (2) separate interests in the Partnership:

(a) 650,000 (six hundred and fifty thousand) Fractional Interests (the "A Fractional Interests") constitute the "A Interest"; and

(b) 912,187 (nine hundred and twelve thousand one hundred and eightyseven) together with any Additional B Fractional Interests (the "B Fractional Interests") constitute the "B Interest".

Any person holding all or part of the A Interest from time to time and who is registered from time to time in the register of members of the Partnership as the holder of A Fractional Interests is a "A Partner ".

Any person holding all or part of the B Interest from time to time and who is registered from time to time in the register of members of the Partnership as the holder of B Fractional Interests is a "B Partner".

Costs

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately EUR 6,000.-.

Nothing further being on the agenda and no one asking to speak, the meeting was closed.

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

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

The document having been read to the persons appearing, they signed together with us, the notary, the present original deed.

Suit la traduction francaise du texte qui precede:

L'an deux mille douze, le vingt-cinq juillet.

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

S'est tenue une assemblée générale extraordinaire des associés de la société GRENACHE & CIE S.N.C., ayant son siège social au 44, avenue J.F. Kennedy, L-1855 Luxembourg, enregistrée auprès du registre de commerce et des sociétés de Luxembourg sous le numéro B 133.763 («Société»).

La Société a été constituée par acte notarié le 20 novembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2928, en date du 17 décembre 2007, page 140.499. Les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire soussigné, en date 25 janvier 2012, publié au Mémorial, Recueil Spécial C, numéro 753 du 21 mars 2012.

La réunion est ouverte sous la présidence de Pascal Hobler, banquier, demeurant à Luxembourg, («Président»), qui désigne comme secrétaire David Widart, banquier, demeurant à Luxembourg.

L'assemblée désigne comme scrutateurs Manfred Zisselsberger, administrateur de sociétés, demeurant à Luxembourg.

Tous les Associés sont présents ou représentés à la réunion et déclarent avoir dûment reçu les avis de convocation conformément, à l'article 8.12 des statuts de la Sociétés («Statuts»).

Les termes utilisés ci-après, sans être par ailleurs définis, doivent avoir le sens qui leur est donné dans les Statuts.

Le Président prie le notaire d'acter ce qui suit:

- Les Associés présents ou représentés et le nombre de Parts Sociales détenues par eux sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

- Les Associés déclarent avoir eu connaissance de l'ordre du jour et renoncent aux formalités de convocation. L'assemblée est dûment constituée, et peut valablement délibérer sur l'ordre du jour suivant:

Ordre du jour:

(1) Augmentation du capital social de la Société d'un montant de EUR 21.066.000.-(vingt-et-un millions soixante-six mille euros) de sorte à le porter de son montant actuel de EUR 1.541.121.000.-(un milliard cinq cent quarante-et-un millions cent vingt-et-un mille euros) à EUR 1.562.187.000.-(un milliard cinq cent soixante-deux millions cent quatre-vingt-sept mille euros) par la création et l'émission de 21.066 (vingt-et-un mille soixante-six) Parts Sociales B au profit de BNP PARIBAS («Associé B»), ayant les mêmes droits et obligations que les Parts Sociales B existantes et ayant une valeur nominale de EUR 1.000,-(mille Euros) chacune, par voie d'incorporation dans le capital social de la Société d'un montant de EUR 21.066.000.-(vingt-et-un millions soixante-six mille euros) faisant actuellement partie de la Réserve du Capital B.

(2) Modification consécutive des articles 6.1 et 6.2 des Statuts.

Les résolutions suivantes ont été adoptées:

Première résolution

Les Associés décident d'augmenter le capital social de la Société d'un montant de EUR 21.066.000.-(vingt-et-un millions soixante-six mille euros) de sorte à le porter de son montant actuel de EUR 1.541.121.000.-(un milliard cinq cent quarante-et-un millions cent vingt-et-un mille euros) à EUR 1.562.187.000.-(un milliard cinq cent soixante-deux millions cent quatre-vingt-sept mille euros) par la création et l'émission de 21.066 (vingt-et-un mille soixante-six) Parts Sociales B au profit de BNP PARIBAS («Associé B»), ayant les mêmes droits et obligations que les Parts Sociales B existantes et ayant une valeur nominale de EUR 1.000,(mille Euros) chacune, par voie d'incorporation dans le capital social de la Société d'un montant de EUR 21.066.000.-(vingt-et-un millions soixante-six mille euros) faisant actuellement partie de la Réserve du Capital B.

Il est justifié au notaire soussigné de l'existence d'une telle Réserve du Capital par le bilan de la Société au 30 juin 2012, lequel restera annexé aux présentes.

Deuxième résolution

Les Associés décident de modifier les articles 6.1 et 6.2 des Statuts afin de refléter les décisions prises, lesquels articles seront rédigés comme suit:

Art. 6.1. Le capital social est fixé à EUR 1.562.187.000.-(un milliard cinq cent soixante-deux millions cent quatre-vingt-sept mille euros) et sera divisé et représenté par 1.562.187 (un million cinq cent soixante deux mille cent quatre-vingt sept) parts de société en nom collectif («Parts Sociales») d'une valeur nominale de EUR 1.000,-(mille Euros).

Art. 6.2. Les Parts Sociales constituent et représentent deux (2) formes différentes de participation:

(a) 650.000 (six cent cinquante mille) Parts Sociales (les «Parts A») constituent les «Participations A»; et

(b) 912.187 (neuf cent douze mille cent quatre-vingt-sept)(ensemble avec toute Part additionnelle B (les «Parts B»)) constituent les «Participations B».

Toute personne détenant occasionnellement l'ensemble ou une partie des Participations A et qui est occasionnellement enregistrée dans le registre des Associés de la Société en tant que titulaire de Parts A, est un «Associé A».

Toute personne détenant occasionnellement l'ensemble ou une partie des Participations B et qui est occasionnellement enregistrée dans le registre des Associés de la Société en tant que titulaire de Parts B, est un «Associé B».

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société en raison du présent acte, est évalué à environ EUR 6.000.

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

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

Le notaire instrumentant qui connaît la langue anglaise, déclare qu'à la requête de la partie comparante, le présent acte est établi en langue anglaise suivi d'une version française et qu'en cas de divergence entre le texte anglais et le texte français, la version anglaise fera foi.

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

Signé: P. HOBLER, D. WIDART, M. ZISSELSBERGER et H. HELLINCKX

Enregistré à Luxembourg A.C., le 31 juillet 2012. Relation: LAC/2012/36458. Reçu soixante-quinze euros (75.-EUR)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 3 septembre 2012.

Référence de publication: 2012112711/148.

(120152234) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Icas Luxembourg S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1150 Luxembourg, 84, route d'Arlon.

R.C.S. Luxembourg B 132.045.

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Le Bilan au 31.12.2011 et les annexes ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012113257/9.

(120152774) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Boston Luxembourg II S.à.r.l., Société à responsabilité limitée.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 169.985.

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In the year two thousand and twelve, on the twenty-third of August,

Before Maître Francis KESSELER, notary residing in Esch-sur-Alzette,

THERE APPEARED:

Boston Luxembourg I S.à r.l., a private limited liability company ("société à responsabilité limitée") duly incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 23, rue Aldringen, L- 1118 Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B 169 975,

represented by Frédéric LEMOINE, attorney-at-law, residing in Luxembourg, by virtue of a proxy given on 23 August 2012.

Said proxy, after having been signed "ne varietur" by the proxyholder and the undersigned notary shall stay attached to the present deed to be filed with the registration authorities.

Who declared and requested the notary to state:

1) That "Boston Luxembourg I S.à r.l." is the sole participant of is the sole participant of Boston Luxembourg II S.à r.l. a private limited liability company (société à responsabilité limitée) with registered office at 23, rue Aldringen, L-1118 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 169 985.

2) That the capital of the company is fixed at twelve thousand and five hundred Euro (EUR 12,500.-) divided into twelve thousand and five hundred (12,500) parts of one Euro (EUR 1.-) each.

3) After this had been set forth, the above named participant representing the whole share capital, has decided to hold an extraordinary general meeting and to take the following resolutions:

First resolution

The sole participant decides to increase the corporate capital of the company by an amount of nine million nine hundred and thirty-one thousand seven hundred and fifty Euro (EUR 9,931,750.-), to raise it from its present amount of twelve thousand five hundred Euro (EUR.- 12,500) to nine million nine hundred and forty-four thousand two hundred and fifty Euro (EUR.- 9,944,250) by the creation and the issue of nine million nine hundred and thirty-one thousand seven hundred and fifty (9,931,750) new parts of a nominal value of one Euro (EUR.- 1) each together with an issue premium of eighty-nine million two hundred and ninety-eight thousand two hundred and fifty Euro (EUR.- 89,298,250).

Subscription and Paying up

Thereupon,

Boston Luxembourg I S.à r.l., prenamed, has declared to subscribe to nine million nine hundred and thirty-one thousand seven hundred and fifty (9,931,750) new parts with a nominal value of one Euro (EUR 1,-) each at an aggregate value of nine million nine hundred and thirty-one thousand seven hundred and fifty Euro (EUR 9,931,750,-) together with an issue premium of eighty-nine million two hundred and ninety-eight thousand two hundred and fifty Euro (EUR 89,298,250.-) by a contribution in cash for an aggregate amount of ninety-nine million two hundred and thirty thousand Euro (EUR 99,230,000.-) and that such amount of ninety-nine million two hundred and thirty thousand Euro (EUR 99,230,000.-) has been put at the disposal of the company.

Second resolution

As a consequence of the foregoing resolution, the sole participant decides to amend the first paragraph of article 7 of the articles of association of the company so as to be worded as follows:

" **Art. 7.** The capital of the Company is fixed at nine million nine hundred and forty-four thousand two hundred and fifty Euro (EUR 9,944,250.-) divided into nine million nine hundred and forty-four thousand two hundred and fifty (9,944,250) parts of one Euro (EUR 1.-) each."

Expenses

The expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of the present deed, are estimated approximately at seven thousand Euro (EUR 7,000.-).

There being no further business before the meeting, the same was thereupon adjourned.

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

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

The document having been read to the proxyholder of the appearing person, known to the notary, by its name, surname, civil status and residence, the said proxyholder signed together with us, the notary, the present original deed.

Follows the french translation

L'an deux mille douze, le vingt-trois août,

Pardevant Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette.

A COMPARU:

Boston Luxembourg I S.à r.l., une société à responsabilité limitée constituée sous les lois du Grand-duché de Luxembourg, ayant son siège social au 23, rue Aldringen, L- 1118 Luxembourg, étant immatriculée auprès du Registre des Sociétés de Luxembourg, sous le numéro B 169 975,

représentée par Frédéric LEMOINE, avocat, résidant au Luxembourg, en vertu d'une procuration donnée le 23 août 2012.

Laquelle procuration sera signée "ne varietur" par le mandataire de la comparante et le notaire soussigné, et restera annexée au présent acte pour les formalités de l'enregistrement.

A déclaré et prié le notaire d'acter:

1) Que «Boston Luxembourg I S.à r.l.», pré-qualifiée, est le seul associé de la société Boston Luxembourg II S.à r.l., une société à responsabilité limitée ayant son siège social au 23, rue Aldringen, L-1118 Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 169 985.

2) Que le capital social de la société est fixé à douze mille cinq cents Euros (12.500,- EUR) divisé en douze mille cinq cents parts d'une valeur nominale de un Euro (1,- EUR) chacune.

3) Après ce qui a été exposé, l'associé nommé ci-dessus, représentant la totalité du capital social, a décidé de tenir une assemblée générale extraordinaire et d'adopter les résolutions suivantes:

Première résolution

L'associé unique décide d'augmenter le capital de la société d'un montant de neuf millions neuf cent trente-et-un mille sept cent cinquante Euros (9.931.750,- EUR), afin de le porter de son montant actuel de douze mille cinq cents Euros (12500,- EUR) à neuf millions neuf cent quarante-quatre mille deux cent cinquante Euros (9.944.250,- EUR) par la création et l'émission de neuf millions neuf cent trente-et-un mille sept cent cinquante (9.931.750) parts sociales nouvelles d'une valeur nominale de un Euro (1,- EUR) chacune et une prime d'émission de quatre-vingt-neuf millions deux cent quatre-vingt-dix-huit-mille deux cent cinquante Euros (89.298.250,- EUR).

Souscription

Sur ce

Boston Luxembourg I S.à r.l, pré-qualifiée, a déclaré souscrire à neuf millions neuf cent trente-et-un mille sept cent cinquante (9.931.750) nouvelles parts sociales d'une valeur nominale de un Euro (1,- EUR) chacune, pour un montant total de neuf millions neuf cent trente-et-un mille sept cent cinquante Euros (9.931.750,- EUR), ensemble avec une prime d'émission de quatre-vingt-neuf millions deux cent quatre-vingt-dix-huit-mille deux cent cinquante Euros (89.298.250,- EUR) par un apport en numéraire pour un montant total de quatre-vingt-dix-neuf millions deux cent trente mille Euros (99.230.000,- EUR) et que ledit montant de quatre-vingt-dix-neuf millions deux cent trente mille Euros (99.230.000,- EUR) a été mis à la disposition de la société.

Deuxième résolution

En conséquence de la résolution précédente, l'associé unique décide de modifier le premier alinéa de l'article 7 des statuts de la société pour lui donner la teneur suivante:

" **Art. 7.** La capital de la Société est fixé à neuf millions neuf cent quarante-quatre mille deux cent cinquante Euros (9.944.250,- EUR) divisé en neuf millions neuf cent quarante-quatre mille deux cent cinquante (9.944.250) parts sociales d'une valeur de un euro (1,- EUR) chacune."

Dépenses

Le montant des frais, dépenses, rémunération ou charges sous quelques formes que ce soit, qui incombe à la société en raison du présent acte, s'élèvent approximativement à sept mille Euros (7.000,EUR).

Rien d'autre étant à l'ordre du jour, l'assemblée est close.

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

Dont Acte, fait et passé à Luxembourg, à la date indiquée en tête des présentes.

Et après lecture faite au mandataire de la comparante, connu du notaire instrumentaire par son nom, prénom usuel, état et demeure, ledit mandataire a signé avec le notaire le présent acte.

Signé: Lemoine, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 28 août 2012. Relation: EAC/2012/11272. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2012112599/114.

(120152256) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Les 3 Pommes S.à r.l., Société à responsabilité limitée.

Siège social: L-3825 Schifflange, 8, Cité Schefflengerbierg.

R.C.S. Luxembourg B 171.153.

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STATUTEN

Im Jahre zwei tausend zwölf.

Den dreiundzwanzigsten August.

Vor dem unterzeichneten Henri BECK, Notar mit dem Amtssitze in Echternach (Grossherzogtum Luxemburg).

SIND ERSCHIENEN:

1.- Herr Heinz LIEWEN, Versicherungskaufmann, wohnhaft in D-54340 Longuich, Maximinerhof 5a.

2.- Herr Nico RECH, Versicherungskaufmann, wohnhaft in L-7217 Bereldange, 107, rue de Bridel.

Welche Komparenten den instrumentierenden Notar ersuchten, folgenden Gesellschaftsvertrag zu beurkunden, den sie miteinander abgeschlossen haben:

Titel I. Name, Sitz, Zweck, Dauer

Art. 1. Zwischen den vorgenannten Parteien, sowie allen welche in Zukunft Inhaber der hiernach geschaffenen Anteile werden, besteht eine Gesellschaft mit beschränkter Haftung, welche durch gegenwärtige Satzung sowie durch die zutreffenden gesetzlichen Bestimmungen geregelt ist.

Art. 2. Die Gesellschaft trägt die Bezeichnung "Les 3 Pommes S.ä r.l.".

Art. 3. Der Sitz der Gesellschaft befindet sich in Schifflange. Er kann durch eine Entscheidung der Gesellschafter in eine andere Ortschaft des Grossherzogtums Luxemburg verlegt werden.

Art. 4. Gegenstand der Gesellschaft ist das Betreiben einer Kindertagesstätte.

Die Gesellschaft kann alle Tätigkeiten ausführen die sich direkt oder indirekt auf den Gesellschaftszweck beziehen oder denselben fördern.

Art. 5. Die Gesellschaft ist für eine unbegrenzte Dauer gegründet.

Titel II. Gesellschaftskapital, Anteile

Art. 6. Das Gesellschaftskapital beträgt ZWÖLF TAUSEND FÜNF HUNDERT EURO (€ 12.500.-). aufgeteilt in EIN HUNDERT (100) Anteile. mit einem Nominalwert von je EIN HUNDERT FÜNFUNDZWANZIG EURO (€ 125.-). welche wie folgt übernommen werden:

1.- Herr Heinz LIEWEN. Versicherungskaufmann. wohnhaft in D-54340 Longuich. Maximinerhof 5a.

fünfzig Anteile 50

2.- Herr Nico RECH. Versicherungskaufmann. wohnhaft in L-7217 Bereldange. 107. rue de Bridel.

fünfzig Anteile 50

Total: einhundert Anteile 100

Art. 7. Die Anteile sind zwischen den Gesellschaftern frei übertragbar.

Das Abtreten von Gesellschaftsanteilen unter Lebenden an Nichtgesellschafter bedarf der Genehmigung der anderen Gesellschafter, welche drei Viertel (3/4) des Gesellschaftskapitals vertreten.

Die Übertragungen sind der Gesellschaft und Dritten gegenüber erst rechtswirksam, nachdem sie gemäss Artikel 1690 des Zivilgesetzbuches der Gesellschaft zugestellt, oder von ihr in einer notariellen Urkunde angenommen worden sind.

Soweit beim Ausscheiden eines Gesellschafters gemäß dieser Satzung eine Vergütung zu bezahlen ist, wird die Bewertung der Anteile wie folgt vorgenommen.

Mangels einvernehmlicher Festlegung der Bewertungsmethode des Anteilwertes wird das sogenannte „Stuttgarter Verfahren" angewandt. Nach dieser Methode wird der Anteil unter Berücksichtigung des Gesamtbetriebsvermögens sowie der Ertragsperspektive der Gesellschaft festgelegt (Nettovermögen. Ertragswert).

Für die Bestimmung des Anteilwertes können die Gesellschafter einvernehmlich jede qualifizierte Drittperson oder einen Sachverständigen benennen.

Mangels Einverständnis über die zu bestimmende Drittperson oder des Sachverständigen kann die zuvorkommende Partei vor dem vorsitzenden Richter des Bezirksgerichts Luxemburg einen Antrag auf Bestimmung der Drittperson oder des Sachverständigen stellen. Gegen die Verfügung des vorsitzenden Richters kann keine Berufung eingelegt werden.

Die Gesellschafter können einvernehmlich den Kaufpreis oder die Bewertungsmethode zur Bestimmung des Anteilwertes bei deren Abtretung bestimmen.

Die Erben, Rechtsnachfolger oder Gläubiger eines Gesellschafters können unter keinen Umständen die Versiegelung oder das Inventar der Güter und Vermögenswerte beantragen. Ausgeschlossen sind auch die Aufteilung, Zwangsversteigerung oder sonstige Sicherungsmaßnahmen betreffend der Vermögenswerte der Gesellschaft.

Eine Verpfändung von Anteilen an Nichtgesellschafter ist ausdrücklich untersagt.

Titel III. Verwaltung und Vertretung

Art. 8. Solange die Zahl der Gesellschafter fünfundzwanzig (25) nicht übersteigt, steht es dem Geschäftsführer frei, die Gesellschafter in Generalversammlungen zu vereinigen. Falls keine Versammlung abgehalten wird, erhält jeder Gesellschafter den genau festgelegten Text der zu treffenden Beschlüsse und gibt seine Stimme schriftlich ab.

Eine Entscheidung wird nur dann gültig getroffen, wenn sie von Gesellschaftern, die mehr als die Hälfte des Kapitals vertreten, angenommen wird. Ist diese Zahl in einer ersten Versammlung oder schriftlichen Befragung nicht erreicht worden, so werden die Gesellschafter ein zweites Mal durch Einschreibebrief zusammengerufen oder befragt und die Entscheidungen werden nach der Mehrheit der abgegebenen Stimmen getroffen, welches auch der Teil des vertretenen Kapitals sein mag.

Jeder Gesellschafter ist stimmberechtigt welches auch immer die Anzahl seiner Anteile ist und jeder Anteil gibt Anrecht auf eine Stimme. Jeder Gesellschafter kann sich rechtmässig bei der Gesellschafterversammlung auf Grund einer Sondervollmacht vertreten lassen.

Art. 9. Die Gesellschaft wird verwaltet durch einen oder mehrere Geschäftsführer, welche nicht Teilhaber der Gesellschaft sein müssen.

Die Ernennung des oder der Geschäftsführer erfolgt durch eine Gesellschafterversammlung, welche die Befugnisse und die Dauer der Mandate des oder der Geschäftsführer festlegt.

Als einfache Mandatäre gehen der oder die Geschäftsführer durch ihre Funktion(en) keine persönlichen Verpflichtungen bezüglich der Verbindlichkeiten der Gesellschaft ein. Sie sind jedoch für die ordnungsgemässe Ausführung ihres Mandates verantwortlich.

Art. 10. Das Geschäftsjahr beginnt am 1. Januar und endigt am 31. Dezember eines jeden Jahres.

Art. 11. Über die Geschäfte der Gesellschaft wird nach handelsüblichem Brauch Buch geführt.

Am Ende eines jeden Geschäftsjahres werden durch die Geschäftsführung ein Inventar, eine Bilanz und eine Gewinn- und Verlustrechnung aufgestellt.

Der Kreditsaldo der Bilanz wird nach Abzug aller Kosten sowie des Beitrages zur gesetzlichen Reserve der Generalversammlung der Gesellschafter zur Verfügung gestellt.

Art. 12. Durch den Tod eines Gesellschafters erlischt die Gesellschaft nicht, sondern wird mit den Erben des Verstorbenen weitergeführt.

Titel IV. Auflösung und Liquidation

Art. 13. Im Falle der Auflösung der Gesellschaft wird die Liquidation durch einen oder mehrere von der Gesellschafterversammlung ernannten Liquidatoren, die keine Gesellschafter sein müssen durchgeführt.

Die Gesellschafterversammlung legt deren Befugnisse und Bezügefest.

Art. 14. Für sämtliche nicht vorgesehenen Punkte gilt das Gesetz vom 18. September 1933 über die Gesellschaften mit beschränkter Haftung, sowie das Gesetz vom 10. August 1915 über die Handelsgesellschaften und deren Abänderungen.

Einzahlung des Gesellschaftskapitals

Alle Anteile wurden voll in bar eingezahlt, so dass der Betrag von ZWÖLF TAUSEND FÜNF HUNDERT EURO (€ 12.500.-) der Gesellschaft von heute an zur Verfügung steht, wie dies dem unterzeichneten Notar ausdrücklich nachgewiesen wurde.

Übergangsbestimmung

Das erste Geschäftsjahr beginnt am Tage der Gründung der Gesellschaft und endigt am 31. Dezember 2012.

Kosten

Die Kosten, welche der Gesellschaft zum Anlass ihrer Gründung entstehen, werden abgeschätzt auf den Betrag von ungefähr ein tausend Euro (€ 1.000.-).

Erklärung

Die Komparenten erklären seitens des unterfertigten Notars Kenntnis erhalten zu haben, dass die Gesellschaft erst nach Erhalt der nötigen Ermächtigungen ihre Aktivitäten aufnehmen kann.

Generalversammlung

Alsdann sind die Gesellschafter, welche das gesamte Gesellschaftskapital vertreten, in einer ausserordentlichen Generalversammlung zusammengetreten, und haben einstimmig und laut entsprechender Tagesordnung nachfolgende Beschlüsse gefasst:

a) Zur technischen Geschäftsführerin der Gesellschaft wird für eine unbestimmte Dauer ernannt:

Frau Tânia Isabel ALVES DE MATOS BRANQUINHO LOURENÇO, Erzieherin, wohnhaft in L-1220 Beggen, 172, rue de Beggen.

b) Zu administrativen Geschäftsführern der Gesellschaft werden für eine unbestimmte Dauer ernannt:

- Herr Heinz LIEWEN, Versicherungskaufmann, wohnhaft in D-54340 Longuich, Maximinerhof 5a.

- Herr Nico RECH, Versicherungskaufmann, wohnhaft in L-7217 Bereldange, 107, rue de Bridel.

c) Die Gesellschaft wird in allen Fällen durch die gemeinsamen Unterschriften der beiden administrativen Geschäftsführer rechtsgültig vertreten und verpflichtet.

d) Der Sitz der Gesellschaft befindet sich in L-3825 Schifflange, 8, Cité Schefflengerbierg.

WORÜBER URKUNDE, Aufgenommen in Echternach, am Datum wie eingangs erwähnt.

Nach Vorlesung alles Vorstehenden an die Komparenten, dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannt, haben dieselben mit dem Notar die gegenwärtige Urkunde unterschrieben.

Gezeichnet: H. LIEWEN, N. RECH, Henri BECK.

Enregistré à Echternach, le 28 août 2012. Relation: ECH/2012/1473. Reçu soixante-quinze euros 75,00.- €.

Le Receveur ff. (signé): D. SPELLER.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, auf Begehr erteilt, zwecks Hinterlegung beim Handels- und Gesellschaftsregister.

Echternach, den 28. August 2012.

Référence de publication: 2012112792/125.

(120152215) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

GER LOG 10 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 131.063.

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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: 2012113221/10.

(120153058) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

SF (Lux) Sicav 1, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 100.557.

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Les comptes annuels au 31 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.

Pour SF (Lux) SICAV 1
UBS Fund Services (Luxembourg) S.A.
Mathias Welter / Vitali Schetle
Associate Director / Director

Référence de publication: 2012113442/13.

(120153212) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

GER LOG 2 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 113.076.

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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: 2012113222/10.

(120153066) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

NewOkny Charter Sàrl, Société à responsabilité limitée.

Siège social: L-1461 Luxembourg, 27, rue d'Eich.

R.C.S. Luxembourg B 151.250.

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Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 31 août 2012.

Pour ordre

EUROPE FIDUCIAIRE (Luxembourg) S.A.

Boîte Postale 1307

L-1013 Luxembourg

Référence de publication: 2012113343/14.

(120153210) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

GER LOG 3 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 113.077.

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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: 2012113223/10.

(120153065) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

GER LOG 4 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 113.078.

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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: 2012113224/10.

(120153064) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

GER LOG 5 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 113.079.

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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: 2012113225/10.

(120153063) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Ger Log 6 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 122.692.

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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: 2012113226/10.

(120153062) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Ger Log 7 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 125.888.

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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: 2012113227/10.

(120153061) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

ICEC Holding 2 S.à r.l., Société Anonyme.

Siège social: L-1325 Luxembourg, 3, rue de la Chapelle.

R.C.S. Luxembourg B 144.517.

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Le bilan et annexes 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: 2012113258/9.

(120152719) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Ger Log 8 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 127.179.

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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: 2012113228/10.

(120153060) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

SPE III Cézanne S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 127.975.

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La Société a été constituée suivant acte reçu par Maître Henri Hellinckx, alors notaire de résidence à Luxembourg, en date du 9 mai 2007, publié au Mémorial C, Recueil des Sociétés et Associations n° 1363 du 5 juillet 2007.

Les comptes annuels abrégés 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.

SPE III Cézanne S.à r.l.

Signature

Référence de publication: 2012113448/14.

(120153141) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Ger Log 9 S.A., Société Anonyme.

Siège social: L-1233 Luxembourg, 2, rue Jean Bertholet.

R.C.S. Luxembourg B 127.178.

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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: 2012113229/10.

(120153059) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

GM Energy S.A., Société Anonyme.

Siège social: L-9554 Wiltz, 57, rue du Pont.

R.C.S. Luxembourg B 151.270.

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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: 2012113231/10.

(120152726) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

President B, Société Anonyme.

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

R.C.S. Luxembourg B 112.835.

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Die Gesellschaft wurde am 21. Dezember 2005 gemäß Urkunde von Notar Tom Metzler, mit Amtssitz in Luxemburg-Bonnevoie, gegründet und im luxemburger Amtsblatt, Mémorial C, Recueil des Sociétés et Associations au Luxembourg Nr. 553 vom 16. März 2006 veröffentlicht.

Der berichtigende Jahresabschluss zum 31. Dezember 2010 (Einreichung vom 21. Oktober 2011 registriert unter der Nummer L 110167957) wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

President B

Unterschrift

Référence de publication: 2012113410/15.

(120152676) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

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

Capital social: EUR 20.800,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 139.149.

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

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

Luxembourg, le 4 Septembre 2012.

Référence de publication: 2012113236/10.

(120152764) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

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

Capital social: EUR 68.500,00.

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

R.C.S. Luxembourg B 133.974.

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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 8 août 2012.

Référence de publication: 2012113237/10.

(120153143) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

HEDF II Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1150 Luxembourg, 205, route d'Arlon.

R.C.S. Luxembourg B 125.040.

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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.

Hadieh Kaviani.

Référence de publication: 2012113243/10.

(120152698) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

HEDF II Luxembourg 2 S.à r.l., Société à responsabilité limitée.

Siège social: L-1150 Luxembourg, 205, route d'Arlon.

R.C.S. Luxembourg B 126.506.

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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.

Hadieh Kaviani.

Référence de publication: 2012113244/10.

(120152699) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

SPE III Sirani S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 133.497.

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La Société a été constituée suivant acte reçu par Maître Henri Hellinckx, alors notaire de résidence à Luxembourg, en date du 9 novembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations n° 2895 du 13 décembre 2007.

Les comptes annuels abrégés 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.

SPE III Sirani S.à r.l.

Signature

Référence de publication: 2012113449/14.

(120153239) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Ingersoll-Rand Lux International S.àr.l., Société à responsabilité limitée.

Capital social: USD 29.425,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 90.053.

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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 3 septembre 2012.

Référence de publication: 2012113253/10.

(120152643) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Island Lux S.à r.l. & Partners S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 154.930.

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

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

Luxembourg, le 22 août 2012.

Référence de publication: 2012113255/10.

(120153150) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

IBERTRANS (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-1530 Luxembourg, 55, rue Anatole France.

R.C.S. Luxembourg B 31.122.

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Le bilan et annexes 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. Signature.

Référence de publication: 2012113256/10.

(120152778) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Immo Echternach s.à.r.l., Société à responsabilité limitée.

Siège social: L-6562 Echternach, 117, route de Luxembourg.

R.C.S. Luxembourg B 108.020.

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Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012113259/10.

(120152859) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

SPE III Spinelli S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 133.495.

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La Société a été constituée suivant acte reçu par Maître Henri Hellinckx, alors notaire de résidence à Luxembourg, en date du 9 novembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations n° 2895 du 13 décembre 2007.

Les comptes annuels abrégés 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.

SPE III Spinelli S.à r.l.
Signature

Référence de publication: 2012113450/14.

(120153233) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Impe Lux S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 87.846.

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Les comptes annuels au 31 août 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 IMPE LUX S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012113261/11.

(120152732) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

IMTA SA, Société Anonyme.

Siège social: L-9265 Diekirch, 2-4, rue du Palais.

R.C.S. Luxembourg B 85.911.

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

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

Référence de publication: 2012113262/9.

(120152994) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

IMTA SA, Société Anonyme.

Siège social: L-9265 Diekirch, 2-4, rue du Palais.

R.C.S. Luxembourg B 85.911.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012113263/9.

(120152995) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

IMTA SA, Société Anonyme.

Siège social: L-9265 Diekirch, 2-4, rue du Palais.

R.C.S. Luxembourg B 85.911.

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Les comptes annuels au 31.12.2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012113264/9.

(120152996) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Kroon Shipping International S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.

R.C.S. Luxembourg B 123.763.

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Le bilan et annexes 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: 2012113284/9.

(120152718) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

IQ-markets SA, Société Anonyme.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 133.795.

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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: 2012113268/10.

(120152978) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Isoda Holding B.V., Société à responsabilité limitée.

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.

R.C.S. Luxembourg B 98.747.

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Le bilan au 31.12.2011 et les documents y relatifs ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg. Signature.

Référence de publication: 2012113270/11.

(120152657) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Ivefi S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 111.894.

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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 29 juin 2012.

Référence de publication: 2012113271/10.

(120153142) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

J.J.M.T., s.à r.l., Société à responsabilité limitée.

Siège social: L-4531 Differdange, 103, avenue Charlotte.

R.C.S. Luxembourg B 113.448.

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Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012113272/10.

(120152854) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Joval S.A., Société Anonyme.

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

R.C.S. Luxembourg B 94.542.

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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 4 septembre 2012. Signature.

Référence de publication: 2012113273/10.

(120153014) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

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

Capital social: EUR 13.700,00.

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

R.C.S. Luxembourg B 139.891.

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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 KAMOULOX INVESTMENTS S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012113278/11.

(120152958) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

KL Industries S.à r.l., Société à responsabilité limitée.

Siège social: L-5446 Schengen, 4, Hanner der Schoul.

R.C.S. Luxembourg B 142.841.

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Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012113280/10.

(120152722) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Kougar S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 54, avenue de la Liberté.

R.C.S. Luxembourg B 152.554.

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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.

KOUGAR S.A.

Référence de publication: 2012113282/10.

(120152986) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Landschaftsgaertnerei Hilbert, Société à responsabilité limitée.

Siège social: L-8387 Koerich, 3, Montée St. Hubert.

R.C.S. Luxembourg B 88.416.

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Les comptes annuels du 01/01/2011 au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012113287/10.

(120152768) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Leisure Finance, Société Anonyme.

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

R.C.S. Luxembourg B 150.819.

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Le Bilan au 30 septembre 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: 2012113289/10.

(120152648) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Melco (Luxembourg) S. à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 137.399.

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

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

Référence de publication: 2012113317/9.

(120153010) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

Lux Cantines s.à.r.l., Société à responsabilité limitée.

Siège social: L-7740 Colmar-Berg, avenue Gordon Smith.

R.C.S. Luxembourg B 92.972.

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Les comptes annuels du 01/01/2011 au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012113306/10.

(120152759) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

I-TEK S.E., Société Européenne.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 99.569.

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L'an deux mille douze, le seize août.

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, Grand-Duché de Luxembourg.

s'est tenue l'assemblée générale extraordinaire des actionnaires de la société «I-TEK S.E.», une société européenne, établie et ayant son siège social au 42, rue de la Vallée, Luxembourg, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 99569, constituée suivant acte notarié du 12 mars 2004, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 451 du 29 avril 2004 et dont les statuts de la société ont été modifiés en dernier lieu suivant acte reçu par Maître Jean-Joseph WAGNER en date du 23 février 2012, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1394 du 5 juin 2012.

La séance est ouverte sous la présidence de Madame Elisa Paola ARMANDOLA, employée privée, demeurant professionnellement à Luxembourg.

La présidente désigne comme secrétaire Madame Christelle HERMANT-DOMANGE, employée privée, demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutatrice Madame Christine RACOT, employée privée, demeurant professionnellement à Luxembourg.

Le bureau de l'assemblée étant ainsi constitué, la présidente expose et prie le notaire d'acter ce qui suit:

A) Que la présente assemblée générale extraordinaire a pour

Ordre du jour:

1. Modification de l'article 4 des statuts de la société qui se lira désormais comme suit:

« **Art. 4.** La société a pour objet la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

La société peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs immobilières et mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement.

La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La société peut contracter des emprunts auprès d'autres sociétés et accorder toute assistance financière à des personnes ou des sociétés qui font partie du même groupe de sociétés que la Société, notamment des prêts, garanties ou sûretés sous quelque forme que ce soit, y compris ses propres actionnaires.

La société peut employer ses fonds en investissant dans l'immobilier ou les droits de propriété intellectuelle sous quelque forme que ce soit.

En outre, la société pourra prester des services à destination de tout organisme ou société dans lesquels elle détient une participation, notamment dans l'élaboration de stratégies au sein de ses différentes filiales.

D'une manière générale, elle peut effectuer toutes opérations immobilières, mobilières, commerciales, industrielles ou financières qu'elle jugera utiles à l'accomplissement et au développement de son objet social.».

2. Divers.

B) Que la présente assemblée réunissant l'intégralité du capital social est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les objets portés à l'ordre du jour.

C) Que l'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, prend à l'unanimité la résolution suivante:

Résolution unique

L'assemblée générale extraordinaire des actionnaires décide de modifier l'article 4 des statuts de la société relatif à l'objet social qui se lira désormais comme suit:

« **Art. 4.** La société a pour objet la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

La société peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs immobilières et mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement.

La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La société peut contracter des emprunts auprès d'autres sociétés et accorder toute assistance financière à des personnes ou des sociétés qui font partie du même groupe de sociétés que la Société, notamment des prêts, garanties ou sûretés sous quelque forme que ce soit, y compris ses propres actionnaires.

La société peut employer ses fonds en investissant dans l'immobilier ou les droits de propriété intellectuelle sous quelque forme que ce soit.

En outre, la société pourra prester des services à destination de tout organisme ou société dans lesquels elle détient une participation, notamment dans l'élaboration de stratégies au sein de ses différentes filiales.

D'une manière générale, elle peut effectuer toutes opérations immobilières, mobilières, commerciales, industrielles ou financières qu'elle jugera utiles à l'accomplissement et au développement de son objet social.».

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

DONT ACTE, fait et passé à Luxembourg, au siège social de la Société, date qu'en tête des présentes.

Et après lecture et interprétation donnée par le notaire, les comparants pré-mentionnés ont signé avec le notaire instrumentant le présent procès-verbal.

Signé: E. P. ARMANDOLA, C. HERMANT-DOMANGE, C. RACOT, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 21 août 2012. Relation: EAC/2012/11086. Reçu soixante-quinze Euros (75.-EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2012112763/72.

(120152306) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Lands Improvement Holdings Colchester S.à r.l., Société à responsabilité limitée.

Capital social: GBP 12.500,00.

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

R.C.S. Luxembourg B 162.474.

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Extrait des résolutions de l'associé unique du 31 août 2012

Il résulte des dites résolutions que:

1. Monsieur Alexis Gisselbrecht, demeurant professionnellement, 60 Sloane Avenue, Londres SW3 3XB, Royaume-Uni, a démissionné de sa fonction de gérant de la Société avec effet au 31 août 2012.

2. Monsieur George Graham, né le 23 octobre 1965 à Bellshill, Royaume-Uni et demeurant professionnellement, 60 Sloane Avenue, Londres SW3 3XB, Royaume-Uni, a été nommée gérant de la Société avec effet au 31 août 2012 pour une durée indéterminée.

Le conseil de gérance est désormais composé comme suit:

- Delloula Aouinti
- George Graham
- Samantha Pepper

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

Fait et signé à Luxembourg, le 31 août 2012.

Pour Lands Improvement Holdings Colchester S.à r.l.

Delloula Aouinti

Gérante

Référence de publication: 2012112788/24.

(120152417) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Lands Improvement Holdings Houghton Regis S.à r.l., Société à responsabilité limitée.

Capital social: GBP 12.500,00.

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

R.C.S. Luxembourg B 168.319.

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Extrait des résolutions de l'associé unique du 31 août 2012

Il résulte des dites résolutions que:

1. Monsieur Alexis Gisselbrecht, demeurant professionnellement, 60 Sloane Avenue, Londres SW3 3XB, Royaume-Uni, a démissionné de sa fonction de gérant de la Société avec effet au 31 août 2012.

2. Monsieur George Graham, né le 23 octobre 1965 à Bellshill, Royaume-Uni et demeurant professionnellement, 60 Sloane Avenue, Londres SW3 3XB, Royaume-Uni, a été nommée gérant de la Société avec effet au 31 août 2012 pour une durée indéterminée.

Le conseil de gérance est désormais composé comme suit:

- Delloula Aouinti
- George Graham
- Samantha Pepper

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

Fait et signé à Luxembourg, le 31 août 2012.

Pour Lands Improvement Holdings Houghton Regis S.à r.l.

Delloula Aouinti

Gérante

Référence de publication: 2012112789/24.

(120152416) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

Macquarie Global Infrastructure Funds 2 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 33.700,00.

Siège social: L-1648 Luxembourg, 46, place Guillaume II.

R.C.S. Luxembourg B 103.975.

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In the year two thousand and eleven, on the sixteenth day of December,

Before Maître Francis Kesseler, notary residing in Esch-sur-Alzette (Grand Duchy of Luxembourg), undersigned,

APPEARED:

1. The Trust Company Limited as custodian of Macquarie Specialised Asset Management Limited, a company incorporated under the laws of Australia with registered address at No.1 Martin Place, NSW 2000, Sydney, Australia (ABN 71 087 382 965) as responsible entity of Macquarie Global Infrastructure Funds II A ("MGIF2A"), here duly represented by Arnaud Schneider, private employee, with professional address in 46 place Guillaume II, L-1648 Luxembourg, in virtue of a proxy given on 14 December 2011 under private seal; and

2. The Trust Company Limited as custodian of Macquarie Specialised Asset Management 2 Limited, a company incorporated under the laws of Australia with registered address at No.1 Martin Place, NSW 2000, Sydney, Australia (ABN 50 075 295 608) as responsible entity of Macquarie Global Infrastructure Funds II B ("MGIF2B"), here duly represented by Arnaud Schneider, private employee, with professional address in 46 place Guillaume II, L-1648 Luxembourg, in virtue of a proxy given on 14 December 2011 under private seal.

The said proxies, signed "ne varietur" by the proxy holder of the appearing party and undersigned notary, shall remain attached to this deed to be filed with the registration authorities.

MGIF2A and MGIF2B (collectively the "Shareholders"), represented as stated above, declare and request the notary to enact the following:

- Macquarie Global Infrastructure Funds 2 S.à r.l., a Luxembourg private limited liability company ("société à responsabilité limitée"), with a share capital of EUR 32,700.-, having its registered office at 46, Place Guillaume II, L-1648 Luxembourg (Grand Duchy of Luxembourg), registered with the Luxembourg Register of Commerce and Companies ("Registre de Commerce et des Sociétés") under number B.103.975 (the "Company"), has been incorporated pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg on 28 October 2004, published in the Mémorial C, Recueil des Sociétés et Associations number 60 dated 21 January 2005, page 2853;

- the articles of association of the Company (the "Articles") have been modified, pursuant to a deed of Maître Joseph Elvinger, prenamed, on 14 December 2004 published in the Mémorial C, Recueil des Sociétés et Associations number 412 dated 4 May 2005, page 19766;

- the Articles have been modified, pursuant to a deed of Maître Joseph Elvinger, prenamed, on 16 November 2005 published in the Mémorial C, Recueil des Sociétés et Associations number 820 dated 25 April 2006, page 39340; and

- the Articles have been modified, pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 30 June 2010 published in the Mémorial C, Recueil des Sociétés et Associations number 2429 dated 11 November 2010, page 116546; the Articles have not been modified since then.

This being declared, the appearing parties, (i) MGIF2A, holder of twelve thousand eight hundred (12,800) class A shares, of forty (40) class B shares, of forty (40) class C shares, of forty (40) class D shares, of forty (40) class E shares, of forty (40) class F shares, of forty (40) class G shares and of forty (40) class H shares, and (ii) MGIF2B, holder of twelve thousand eight hundred (12,800) class A shares, of forty (40) class B shares, of forty (40) class C shares, of forty (40) class D shares, of forty (40) class E shares, of forty (40) class F shares, of forty (40) class G shares and of forty (40) class H shares, representing together the entire share capital of the Company, have immediately taken the following resolutions:

First resolution

The Shareholders unanimously RESOLVE to SET UP a premium account, into which any premium paid on any share shall be transferred. The amount of said premium account should be at the free disposal of the Sole Shareholder or of all the shareholders, if at any time there is a plurality of shareholders, and should be distributed from time to time upon decision of the Board of managers.

Second resolution

The Shareholders unanimously RESOLVE to INCREASE the share capital of the Company by an amount of EUR 1,000 (one thousand euro) in order to raise it from its current amount of EUR 32,700 (thirty-two thousand seven hundred euro) to EUR 33,700 (thirty-three thousand seven hundred euro) by creating and issuing 800 (eight hundred) new class A shares (the "New Shares") with no par value, to be fully subscribed and fully paid up by contribution in kind, subject to the payment of a share premium of EUR 549,000 (five hundred forty-nine thousand euro) (the "Share Premium").

MGIF2A's Intervention - Subscription - Payment - Description of the Contributions

MGIF2A, represented as stated here above, declares to subscribe for 400 (four hundred) of the New Shares and to have them, together with a part of the Share Premium amounting to EUR 274,500 (two hundred seventy-four thousand five hundred euro), fully paid by way of contribution in kind consisting of a receivable for a global amount of EUR 275,000 (two hundred seventy-five thousand euro) held by MGIF2A against the Company (the "MGIF2A Contribution").

Evaluation

The total net value of the MGIF2A Contribution is at least valuated at EUR 275,000 (two hundred seventy-five thousand euro) of which EUR 500 (five hundred euro) were allocated to the share capital account, the remainder of EUR 274,500 (two hundred seventy-four thousand five hundred euro) being allocated to the share premium account.

Documents evidencing the ownership and Valuation of the MGIF2A Contribution

The description and the valuation of the MGIF2A Contribution contributed to the Company have further been confirmed in:

- an application form (the "MGIF2A Application Form") executed by MGIF2A and accepted by the board of managers ("conseil de gérance") of the Company, a copy of which has been signed by the appearing party to be registered with this deed; this form includes a confirmation that "On the date hereof, MGIF2A has carefully reviewed the MGIF2A Contribution, has assessed the value of such element and came to the conclusion that the net value of the MGIF2A Contribution is at least equal to EUR 275,000 (two hundred seventy-five thousand euro)"; and

- a report established by Rosa Villalobos and Manfred Schneider as managers acting on behalf of the board of the Company confirming the same (the "MGIF2A Company Report").

Proof of the existence of the MGIF2A Contribution

Proof of the existence of the MGIF2A Contribution has been given by the MGIF2A Company Report and the MGIF2A Application Form, the latter containing, among others, a declaration of MGIF2A attesting of the true valuation of the MGIF2A Contribution.

Effective implementation of the MGIF2A Contribution

MGIF2A, here represented as stated here above, declares, with respect to the MGIF2A Contribution, that:

- it is the holder of the MGIF2A Contribution to be contributed to the Company;

- the MGIF2A Contribution will be effective from the date of the notarial deed enacting the increase of share capital of the Company by creating and issuing the New Shares;

- MGIF2A has the unrestricted right, power, authority and capacity to transfer all its rights attached to the MGIF2A Contribution; and

- it shall procure that all the formalities required by Luxembourg law subsequent to the MGIF2A Contribution shall be carried out upon receipt of a certified copy of the notarial deed documenting the said MGIF2A Contribution in order to duly formalise the MGIF2A Contribution to the Company and to render it effective anywhere and towards any third party.

MGIF2B's Intervention - Subscription - Payment - Description of the Contributions

MGIF2B, represented as stated here above, declares to subscribe for 400 (four hundred) of the New Shares and to have them, together with a part of the Share Premium amounting to EUR 274,500 (two hundred seventy-four thousand five hundred euro), fully paid by way of contribution in kind consisting of a receivable for a global amount of EUR 275,000 (two hundred seventy-five thousand euro) held by MGIF2B against the Company (the "MGIF2B Contribution").

Evaluation

The total net value of the MGIF2B Contribution is at least valuated at EUR 275,000 (two hundred seventy-five thousand euro) of which EUR 500 (five hundred euro) were allocated to the share capital account, the remainder of EUR 274,500 (two hundred seventy-four thousand five hundred euro) being allocated to the share premium account.

Documents evidencing the ownership and Valuation of the MGIF2B Contribution

The description and the valuation of the MGIF2B Contribution contributed to the Company have further been confirmed in:

- an application form (the "MGIF2B Application Form") executed by MGIF2B and accepted by the board of managers ("conseil de gérance") of the Company, a copy of which has been signed by the appearing party to be registered with this deed; this form includes a confirmation that "On the date hereof, MGIF2B has carefully reviewed the MGIF2B Contribution, has assessed the value of such element and came to the conclusion that the net value of the MGIF2B Contribution is at least equal to EUR 275,000 (two hundred seventy-five thousand euro)"; and

- a report established by Rosa Villalobos and Manfred Schneider as managers acting on behalf of the board of the Company confirming the same (the "MGIF2B Company Report").

Proof of the existence of the MGIF2B Contribution

Proof of the existence of the MGIF2B Contribution has been given by the MGIF2B Company Report and the MGIF2B Application Form, the latter containing, among others, a declaration of MGIF2B attesting of the true valuation of the MGIF2B Contribution.

Effective implementation of the MGIF2B Contribution

MGIF2B, here represented as stated here above, declares, with respect to the MGIF2B Contribution, that:

- it is the holder of the MGIF2B Contribution to be contributed to the Company;

- the MGIF2B Contribution will be effective from the date of the notarial deed enacting the increase of share capital of the Company by creating and issuing the New Shares;

- MGIF2B has the unrestricted right, power, authority and capacity to transfer all its rights attached to the MGIF2B Contribution; and

- it shall procure that all the formalities required by Luxembourg law subsequent to the MGIF2B Contribution shall be carried out upon receipt of a certified copy of the notarial deed documenting the said MGIF2B Contribution in order to duly formalise the MGIF2B

Contribution to the Company and to render it effective anywhere and towards any third party.

Board of managers ("conseil de gérance") of the Company's intervention

Thereupon intervenes the board of managers ("conseil de gérance") of the Company (the "Board of Managers"), here represented by Arnaud Schneider, pre-named, duly empowered by board resolutions dated as of 14 December 2011.

Acknowledging having been beforehand informed of the extent of its responsibility, legally engaged as Board of Managers, of the here above described MGIF2A Contribution and MGIF2B Contribution, the Board of Managers expressly agreed with the description of the MGIF2A Contribution and MGIF2B Contribution, with their valuation, with the effective transfer of the MGIF2A Contribution by MGIF2A and of the MGIF2B Contribution by MGIF2B and confirms the validity of the subscriptions and payments of the New Shares and the Share Premium, as documented by the MGIF2A Application Form and by the MGIF2B Application Form.

Further to the here before documented increase in the share capital of the Company, the share capital of the Company is owned as follows:

Shareholder	Total number of Shares	Share capital in EUR
MGIF II A	13,200 class A	16,500
	40 class B	50
	40 class C	50
	40 class D	50
	40 class E	50
	40 class F	50
	40 class G	50
	40 class H	50
MGIF II B	13,200 class A	16,500
	40 class B	50
	40 class C	50
	40 class D	50
	40 class E	50
	40 class F	50
	40 class G	50
	40 class H	50
TOTAL:	26,400 class A	33,700
	80 class B	
	80 class C	
	80 class D	
	80 class E	
	80 class F	
	80 class G	
	80 class H	

Third resolution

As a consequence of the foregoing resolution, the Shareholders unanimously RESOLVE to AMEND the article 5.1 of the Articles so as to reflect the taken decisions, which shall be henceforth read as follows:

" **5.1. Capital.** The subscribed capital of the Company is set at EUR 33,700.- (thirty-three thousand seven hundred Euro) divided into 26,960 (twenty-six thousand nine hundred and sixty) shares (the "Shares") with no par value, all fully subscribed and entirely paid-up, divided into:

a) 26,400 (twenty-six thousand four hundred) class A shares ("parts sociales de classe A");

b) 80 (eighty) class B shares ("parts sociales de classe B");

c) 80 (eighty) class C shares ("parts sociales de classe C");

d) 80 (eighty) class D shares ("parts sociales de classe D");

e) 80 (eighty) class E shares ("parts sociales de classe E");

f) 80 (eighty) class F shares ("parts sociales de classe F");

g) 80 (eighty) class G shares ("parts sociales de classe G"); and

h) 80 (eighty) class H shares ("parts sociales de classe H").

Each Share is entitled to one vote. The financial rights attached to the Shares are described in Article 13.3 of the Articles.

At any time, the last class of Shares, which is still in issue, based on alphabetical order, is referred to as the "Last Class of Shares". The classes of Shares still in issue at a given moment, other than the Last Class of Shares shall be referred to as the "First Classes of Shares".

Each holder of Shares is hereafter referred to as a "Shareholder". In case all the Shares are held by one Shareholder, it shall be referred to as the "Sole Shareholder".

In addition to the share capital, there may be set up a premium account, into which any premium paid on any Share shall be transferred. The amount of said premium account is at the free disposal of the Shareholder(s) and can be distributed from time to time upon decision of the Board of Managers."

Declaration

The undersigned notary, who speaks and understands 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 prevail.

Costs - Estimation

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately two thousand four hundred euro (€ 2,400.-).

WHEREOF, the present notarial deed was drawn up in Luxembourg (Grand-Duchy of Luxembourg), on the day indicated at the beginning of this deed.

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

Suit la traduction française du texte qui précède:

L'an deux mil onze, le seize décembre.

Par devant Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette, (Grand-duché de Luxembourg),

ONT COMPARU:

1. The Trust Company Limited en tant que custodian de Macquarie Specialised Asset Management Limited, une société constituée et existant sous le droit d'Australie ayant son siège social au No.1 Martin Place, NSW 2000, Sydney, Australia (ABN 71 087 382 965) en tant que responsible entity de Macquarie Global Infrastructure Funds II A ("MGIF2A"), dûment représentée par Arnaud Schneider, employé privé, résidant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé, le 14 décembre 2011

2. The Trust Company Limited en tant que custodian de Macquarie Specialised Asset Management Limited, une société constituée et existant sous le droit d'Australie ayant son siège social au No.1 Martin Place, NSW 2000, Sydney, Australia (ABN 71 087 382 965) en tant que responsible entity de Macquarie Global Infrastructure Funds II B ("MGIF2B"), dûment représentée par Arnaud Schneider, employée privée, résidant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé, le 14 décembre 2011

Lesdites procurations, après avoir été signées "ne varietur" par le représentant des personnes comparantes et le notaire instrumentant, resteront annexées au présent acte pour être formalisées avec celui-ci.

MGIF2A et MGIF2B (collectivement: les «Associés»), représentées comme dit ci-dessus, ont déclaré et ont requis du notaire instrumentant qu'il établisse que:

- Macquarie Global Infrastructure Fund 2 S.à r.l., une société à responsabilité limitée, constituée et existante sous le droit luxembourgeois, au capital social de EURO 32.700 (trente-deux mille sept cents euros), ayant son siège social au 46, Place Guillaume II, L1648 Luxembourg, Grand-Duché de Luxembourg et inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 103.975 (la «Société»), a été constituée en vertu d'un acte reçu par

Maître Joseph Elvinger, notaire alors de résidence à Luxembourg le 28 octobre 2004, et dont les statuts ont été publiés au Mémorial C, Recueil des Sociétés et Associations, numéro 60 du 21 janvier 2005, page 2853,

(i) les statuts de la Société (les «Statuts») ont été modifiés le 14 décembre 2004 en vertu d'un acte reçu par Maître Joseph Elvinger, notaire alors de résidence à Luxembourg, et publié au Mémorial C, Recueil des Sociétés et Associations, numéro 412 du 4 mai 2005, page 19766;

(ii) les Statuts ont été modifiés le 16 novembre 2005 en vertu d'un acte reçu par Maître Joseph Elvinger, notaire alors de résidence à Luxembourg, et publié au Mémorial C, Recueil des Sociétés et Associations, numéro 820 du 25 avril 2006, page 39340; et

(iii) les Statuts ont été modifiés le 30 juin 2010 en vertu d'un acte reçu par Maître Henri Hellinckx, notaire alors de résidence à Luxembourg, et publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2429 du 11 novembre 2010, page 116546; les Statuts n'ont pas été modifiés depuis.

Ces faits ayant été déclarés, les parties comparantes, (i) MGIF2A, propriétaire de douze mille huit cents (12.800) parts sociales de classe A, 40 parts sociales de classe B, 40 parts sociales de classe C, 40 parts sociales de classe D, 40 parts sociales de classe E, 40 parts sociales de classe F, 40 parts sociales de classe G, 40 parts sociales de classe H, et (ii) MGIF2B, propriétaire de douze mille huit cents (12.800) parts sociales de classe A, 40 parts sociales de classe B, 40 parts sociales de classe C, 40 parts sociales de classe D, 40 parts sociales de classe E, 40 parts sociales de classe F, 40 parts sociales de classe G, 40 parts sociales de classe H, ensemble représentant l'intégralité du capital social de la Société, ont immédiatement procédé et pris les résolutions suivantes:

Première résolution

Les Associés décident d'établir un compte de prime d'émission sur lequel toute prime d'émission payée pour toute part sociale sera versée. Le montant dudit compte de prime d'émission serait laissé à la libre disposition des Associés, et pourrait-être distribué sur décision du Conseil de Gérance de la Société.

Deuxième résolution

Les Associés décident d'augmenter le capital souscrit de la Société à concurrence de EURO 1.000 (mille euros) pour le porter de son montant actuel de EURO 32.700 (trente-deux mille sept cents euros) à EURO 33.700 (trente-trois mille sept cents euros) par l'émission de 800 (huit cents) nouvelles parts sociales de classe A (les «Nouvelles Parts Sociales»), sans valeur nominale, intégralement souscrites et entièrement libérées par apport en nature, assorties d'une prime d'émission d'un montant de EURO 549.000 (cinq cent quarante-neuf mille euros) (la «Prime d'Emission»).

Intervention de MGIF2A - Souscription - Libération - Description de l'Apport

MGIF2A, tel que représentée ci-dessus, déclare souscrire pour 400 (quatre cents) Nouvelles Parts Sociales et procéder à leur libération intégrale ainsi qu'au paiement intégral de EURO 274.500 (deux cent soixante-quatorze mille cinq cents euros) de la Prime d'Emission au moyen d'un apport en nature consistant en une créance d'un montant global de EURO 275.000 (deux cent soixante-quinze mille euros) détenue par MGIF2A contre la Société (l'«Apport de MGIF2A») .

Evaluation

La valeur totale nette de l'Apport de MGIF2A est estimée au moins à EURO 275.000 (deux cent soixante-quinze mille euros), dont EURO 500 (cinq cents euros) ont été alloués au compte du capital social, le solde de EURO 274.500 (deux cent soixante-quatorze mille cinq cents euros) étant alloué au compte de la prime d'émission.

Documents établissant la propriété et la valeur de l'Apport de MGIF2A

La description et l'évaluation de l'Apport de MGIF2A apporté à la Société ont en outre été confirmées dans:

- une lettre d'application (la «Lettre d'Application de MGIF2A») signée par MGIF2A et acceptée par le conseil de gérance de la Société; une copie de laquelle a été signée par la partie comparante afin d'être enregistrée avec le présent acte; cette lettre contient une confirmation que «A la date des présents, MGIF2A a revu la valeur de ces éléments et est arrivé à la conclusion que la valeur totale nette de l'Apport de MGIF2A est estimée au moins égal à EURO 275.000 (deux cent soixante-quinze mille euros)»; et

- un rapport établi par Rosa Villalobos et Manfred Schneider en qualité de Gérants agissant au nom et pour le compte du conseil de gérance de la Société confirmant les mêmes déclarations (le «Rapport de la Société pour MGIF2A»).

Preuve de l'existence de l'Apport de MGIF2A

Preuve de l'existence de l'Apport de MGIF2A a été donnée par le Rapport de la Société pour MGIF2A et la Lettre d'Application de MGIF2A, cette dernière comprenant, entre autres, une déclaration de MGIF2A attestant de la valeur réelle de l'Apport de MGIF2A.

Réalisation effective de l'Apport de MGIF2A

MGIF2A, ici représentée comme décrit ci-dessus, déclare, s'agissant de l'Apport de MGIF2A, que:

- il est le titulaire de l'Apport de MGIF2A devant être apporté à la Société;

- l'Apport de MGIF2A sera effectif à partir de la date de l'acte notarié portant augmentation du capital social de la Société par création et émission des Nouvelles Parts Sociales;

- MGIF2A a le droit, le pouvoir, l'autorité et la capacité absolus de transférer tous ses droits attachés à l'Apport de MGIF2A; et

- il s'engage à ce que toutes les formalités requises par le droit luxembourgeois suite à l'Apport de MGIF2A seront accomplies dès réception de la copie certifiée de l'acte notarié documentant ledit Apport de MGIF2A en nature afin de formaliser dûment l'Apport de MGIF2A vis-à-vis de la Société et de le rendre effectif partout et envers toute tierce partie.

Intervention de MGIF2B - Souscription - Libération - Description de l'Apport

MGIF2B, tel que représentée ci-dessus, déclare souscrire pour 400 (quatre cents) Nouvelles Parts Sociales et procéder à leur libération intégrale ainsi qu'au paiement intégral de EURO 274.500 (deux cent soixante-quatorze mille cinq cents euros) de la Prime d'Emission au moyen d'un apport en nature consistant en une créance d'un montant global de EURO 275.000 (deux cent soixante-quinze mille euros) détenue par MGIF2B contre la Société (l'«Apport de MGIF2B») .

Evaluation

La valeur totale nette de l'Apport de MGIF2B est estimée au moins à EURO 275.000 (deux cent soixante-quinze mille euros), dont EURO 500 (cinq cents euros) ont été alloués au compte du capital social, le solde de EURO 274.500 (deux cent soixante-quatorze mille cinq cents euros) étant alloué au compte de la prime d'émission.

Documents établissant la propriété et la valeur de l'Apport de MGIF2B

La description et l'évaluation de l'Apport de MGIF2B apporté à la Société ont en outre été confirmées dans:

- une lettre d'application (la «Lettre d'Application de MGIF2B») signée par MGIF2B et acceptée par le conseil de gérance de la Société; une copie de laquelle a été signée par la partie comparante afin d'être enregistrée avec le présent acte; cette lettre contient une confirmation que «A la date des présents, MGIF2B a revu la valeur de ces éléments et est arrivé à la conclusion que la valeur totale nette de l'Apport de MGIF2B est estimée au moins égal à EURO 275.000 (deux cent soixante-quinze mille euros)»; et

- un rapport établi par Rosa Villalobos et Manfred Schneider en qualité de Gérants agissant au nom et pour le compte du conseil de gérance de la Société confirmant les mêmes déclarations (le «Rapport de la Société pour MGIF2B»).

Preuve de l'existence de l'Apport de MGIF2B

Preuve de l'existence de l'Apport de MGIF2B a été donnée par le Rapport de la Société pour MGIF2B et la Lettre d'Application de MGIF2B, cette dernière comprenant, entre autres, une déclaration de MGIF2B attestant de la valeur réelle de l'Apport de MGIF2B.

Réalisation effective de l'Apport de MGIF2B

MGIF2B, ici représentée comme décrit ci-dessus, déclare, s'agissant de l'Apport de MGIF2B, que:

- il est le titulaire de l'Apport de MGIF2B devant être apporté à la Société;

- l'Apport de MGIF2B sera effectif à partir de la date de l'acte notarié portant augmentation du capital social de la Société par création et émission des Nouvelles Parts Sociales;

- MGIF2B a le droit, le pouvoir, l'autorité et la capacité absolus de transférer tous ses droits attachés à l'Apport de MGIF2B; et

- il s'engage à ce que toutes les formalités requises par le droit luxembourgeois suite à l'Apport de MGIF2B seront accomplies dès réception de la copie certifiée de l'acte notarié documentant ledit Apport de MGIF2B en nature afin de formaliser dûment l'Apport de MGIF2B vis-à-vis de la Société et de le rendre effectif partout et envers toute tierce partie.

Intervention du conseil de gérance de la Société

Est alors intervenu le conseil de gérance de la Société (le «Conseil de Gérance»), ici représenté par Arnaud Schneider, précité, dûment habilité en vertu des résolutions prises par le conseil de gérance le 14 décembre 2011.

Reconnaissant avoir pris connaissance de l'étendue de sa responsabilité, légalement engagée en sa qualité de Conseil de Gérance à raison des apports décrit ci-dessus, le Conseil de Gérance a marqué expressément son accord sur la description de l'Apport de MGIF2A et sur la description de l'Apport de MGIF2B, sur leurs évaluations, sur le transfert effectif de l'Apport de MGIF2A par MGIF2A et l'Apport de MGIF2B par MGIF2B, et confirme la validité de la souscription et de la libération des Nouvelles Parts Sociales ainsi que le paiement de la Prime d'Emission, telles que documentées par la Lettre d'Application de MGIF2A et par la Lettre d'Application de MGIF2B.

Suite à l'augmentation de capital de la Société telle que décrite ci-avant, le capital social de la Société est détenu comme suit:

Associé	Nombre total de Parts Sociales	Capital social en EUR
MGIF II A	13.200 de classe A	16.500
	40 de classe B	50
	40 de classe C	50
	40 de classe D	50
	40 de classe E	50
	40 de classe F	50
	40 de classe G	50
	40 de classe H	50
MGIF II B	13.200 de classe A	16,500
	40 de classe B	50
	40 de classe C	50
	40 de classe D	50
	40 de classe E	50
	40 de classe F	50
	40 de classe G	50
	40 de classe H	50
TOTAL:	26.400 de classe A	33.700
	80 de classe B	
	80 de classe C	
	80 de classe D	
	80 de classe E	
	80 de classe F	
	80 de classe G	
	80 de classe H	

Troisième résolution

En conséquence des déclarations et décisions prises ci-avant, les Associés décident de modifier l'article 5.1 des Statuts afin de refléter les décisions prises, lequel sera dorénavant libellé comme suit:

« **5.1. Capital.** Le capital souscrit de la Société est fixé à 33.700 EUR (trente-trois mille sept cents Euro) divisé en 26.960 (vingt-six mille neuf cent soixante) parts sociales (les «Parts Sociales») sans désignation de valeur nominale, toutes entièrement souscrites et libérées, divisées en:

- 26.400 (vingt-six mille quatre cents) parts sociales de classe A (les «Parts Sociales de Classe A»);
- 80 (quatre-vingts) parts sociales de classe B (les «Parts Sociales de Classe B»);
- 80 (quatre-vingts) parts sociales de classe C (les «Parts Sociales de Classe C»);
- 80 (quatre-vingts) parts sociales de classe D (les «Parts Sociales de Classe D»);
- 80 (quatre-vingts) parts sociales de classe E (les «Parts Sociales de Classe E»);
- 80 (quatre-vingts) parts sociales de classe F (les «Parts Sociales de Classe F»);
- 80 (quatre-vingts) parts sociales de classe G (les «Parts Sociales de Classe G»); et
- 80 (quatre-vingts) parts sociales de classe H (les «Parts Sociales de Classe H»).

Chaque Part Sociale donne droit à une voix. Les droits financiers attachés aux Parts Sociales sont repris à l'article 13.3 des Statuts.

A tout moment, la dernière classe de Parts Sociales existante sur base de l'ordre alphabétique est reprise ci-après comme la «Dernière Classe de Parts Sociales». Les classes de Parts Sociales restant émises à un moment donné autre que la Dernière Classe de Parts Sociales seront ci-après dénommées les «Premières Classes de Parts Sociales».

Chaque détenteur de Parts Sociales sera ci-après dénommé «Associé». Au cas où toutes les Parts Sociales seraient détenues par un Associé, il sera fait référence à l'«Associé Unique».

Complémentairement au capital social, il pourra être établi un compte de prime d'émission sur lequel toute prime d'émission payée pour toute Part Sociale sera versée. Le montant dudit compte de prime d'émission sera laissé à la libre disposition de l'(des) Associé(s) et pourra être distribué de temps en temps sur décision du Conseil de Gérance de la Société.»

Déclaration

Le notaire soussigné, qui parle et comprend la langue anglaise, constate que la comparante a requis de documenter le présent acte en langue anglaise, suivie d'une version français, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Frais - Estimation

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison du présent acte sont estimés à environ deux mille quatre cents euros (€ 2.400,-).

DONT ACTE, passé à Luxembourg (Grand-Duché de Luxembourg), date qu'en tête des présentes.

Et après lecture faite et interprétation donnée à la personne comparante, celle-ci, telle que représentée ci-dessus, a signé le présent acte avec le notaire.

Signé: Schneider, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 23 décembre 2011. Relation: EAC/2011/17865. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2012112812/389.

(120152311) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

1741 Specialised Investment Funds SICAV, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-8070 Bertrange, 31, Zone d'Activités Bourmicht.

R.C.S. Luxembourg B 159.528.

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Extrait du procès-verbal de l'Assemblée Générale Annuelle des Actionnaires qui a eu lieu le 31 août 2012 à 15.00 heures

- L'Assemblée approuve la ré-élection comme Administrateurs de la Sicav jusqu'à la prochaine assemblée générale annuelle des actionnaires qui se tiendra en 2013 de:

* Monsieur Rero Sonderegger. 17, Bohl, Ch-9004 St Gallen;

* Monsieur Jacques Elvinger, 2 place Winston Churchill, L-1340 Luxembourg;

* Monsieur Hartmut Alexander Birkner, Landstrasse 96, 9495 Triesen, Lichtenstein.

- Monsieur Alan Ridgway, 58 rue du village, 3311 Abweiler, Luxembourg.

* L'Assemblée a pris acte de la décision de Monsieur Magne Orgland de ne pas se représenter comme Administrateur de la Sicav.

* L'Assemblée approuve l'élection de Monsieur Frank Häusler, Bahnhofstrasse 8, CH-9001, St. Gallen comme Administrateur de la Sicav jusqu'à la prochaine assemblée générale annuelle des actionnaires qui se tiendra en 2013.

* L'Assemblée approuve la ré-élection de Deloitte Audit S.à r.l. 560 rue de Neudorf L-2220 Luxembourg, comme "Réviseur d'Entreprises Agréé", jusqu'à la prochaine assemblée générale annuelle des actionnaires qui se tiendra en 2013.

Pour le compte de 1741 Specialised Investment Funds SICAV
Citibank International plc (Luxembourg Branch)

Référence de publication: 2012113023/23.

(120152458) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 septembre 2012.

MMK - Mining Assets Management S.A., Société Anonyme.

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

R.C.S. Luxembourg B 163.456.

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La Société a été constituée suivant acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 13 septembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations n° 2272 du 26 septembre 2011.

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.

MMK - Mining Assets Management S.A.
Signature

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