MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 244 **1er février 2013**

SOMMAIRE

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

Siège social: L-8399 Windhof (Koerich), 4, rue d'Arlon.

R.C.S. Luxembourg B 138.935.

—

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.

Jean-Marie CESAR

Gérant

Référence de publication: 2012171190/11.

(120225585) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Transports Bodson Luxembourg, Société à responsabilité limitée.

Siège social: L-9645 Derenbach, Maison 97.

R.C.S. Luxembourg B 119.374.

—

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

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

Référence de publication: 2012171191/9.

(120225096) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

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

Siège social: L-5550 Remich, 22, rue de Macher.

R.C.S. Luxembourg B 135.936.

—

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

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

Référence de publication: 2012171192/9.

(120225665) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Mega Trend Funds, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 174.620.

—

STATUTES

In the year two thousand and twelve, on the nineteenth of December.

Before Maître Pierre Probst, notary residing in Ettelbruck (Grand Duchy of Luxembourg).

There appeared:

The société anonyme Alceda Fund Management S.A., having its registered office in 5, Heiehnhaff, L-1736 Senningerberg, registered in R.C.S. Luxembourg B 123.356, incorporated on 9 January 2007 by Joseph Golden, residing in Grevenmacher, published in the Mémorial, Recueil des Sociétés et Associations under the number 253 on 27 February 2007,

here represented by Mr. Jean-Claude MICHELS, professionally residing in Senningerberg, by virtue of a proxy given dated 10 th of December 2012.

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

Such appearing parties, in the capacity in which they act, have requested the undersigned notary to enact these Articles of Association of a société d'investissement à capital variable, which they declare to incorporate between themselves:

1. Art 1. Name.

1.1 There is hereby formed among the subscribers, and all other persons who will 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 anonymé) under the name "Mega Trend Funds" (the Company).

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

2. Art. 2. Registered office.

2.1 The registered office of the Company is established in the municipality of Niederanven, Grand Duchy of Luxembourg. It may be transferred to any other place within the Grand Duchy of Luxembourg by a resolution of the general

meeting of Shareholders of the Company (the General Meeting) deliberating in the manner provided for amendments to the Articles or by the board of directors of the Company (the Board) if and to the extent permitted by law. It may be transferred within the boundaries of the municipality by a resolution of the Board.

2.2 The Board will further have the right to set up offices, administrative centres and agencies wherever it will 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, will occur or will 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 will 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 20 hereof, 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 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, being provided that shares of a Target Sub-fund held by a investing Sub-fund (as defined in article 20.43 below) will not be taken into account for the purpose of the calculation of the EUR1,250,000 minimum capital requirement. 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 any applicable commissions or fees, 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 The initial capital is EUR 31,000 (thirty one thousand Euros) divided into 31 (thirty one) shares of no par value.

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 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 share classes 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. A separate net asset value per share, which may differ as a consequence of these variable factors, will be calculated for each share class.

5.6 The Company may create additional share classes whose features may differ from the existing share 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 share 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 will 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 will redeem all the shares in the share class(es) of shares of that Sub-fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 24 of these Articles. 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 will 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 share class 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 share classes.

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 below) 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 Shareholders 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 Registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the Shareholder, provided however that in accordance with the Prospectus shares are issued in registered and bearer form. 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 Shareholders 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 Damaged share certificates may be cancelled by the Company and replaced by new certificates.

6.11 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 will become void.

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 share class 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 share class are issued; the Board may, in particular, decide that shares of a particular share 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 12 and 13, the Net Asset Value), adjusted as the case may be in accordance with article 12.7, plus any subscription fee, if applicable. Additional fees or charges may be applied in accordance with the terms of the Prospectus and specific charges may be incurred in the relevant jurisdiction where shares will be offered. 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 will 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 transaction day, determined as every such day on which the Net Asset Value per share for a given share class or Sub-fund is calculated (the Transaction 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 the auditor (réviseur d'entreprises agréé) of the Company, 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 13 of these Articles.

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 13 of these Articles, the redemption price per share will be paid within a period determined by the Board which may not, in principle, exceed 5 (five) business days from the relevant Transaction 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 adjusted as the case may be in accordance with article 12.7, less any redemption fee, if applicable. Specific charges may be incurred in the relevant jurisdiction where shares will be offered. 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 will 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 share class 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 Transaction Day or at some time during a Transaction Day, redemption applications as defined in this article and conversion applications as defined in article 9 of these Articles 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 Transaction 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 conditions set out in the Prospectus, 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 12) as of the Transaction 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 share 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 13 of these Articles, when the calculation of the Net Asset Value has been suspended or when redemption has been suspended as provided for in this article.

8.10 The Company may redeem Shares of any Shareholder if the Board or the Management Company, whether on its own initiative or at the initiative of a distributor, determines that:

(a) any of the representations given by the Shareholder to the Company or the Management Company were not true and accurate or have ceased to be true and accurate; or

(b) the Shareholder is not or ceases to be an eligible investor; or

(c) that the continuing ownership of Shares by the Shareholder would cause an undue risk of adverse tax consequences to the Company or any of its Shareholders; or

(d) the continuing ownership of Shares by such Shareholder may be prejudicial to the Company or any of its Shareholders; or

(e) further to the satisfaction of a redemption request received by a Shareholder, the number or aggregate amount of Shares of the relevant class of shares held by this Shareholder is less than a minimum holding amount defined in the Prospectus.

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 share class of a Sub-fund to shares of another share 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 Transaction 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 13 of these Articles, 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 Transaction Day or at some time during a Transaction Day redemption applications as defined in article 8 of these Articles 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 non-proceeded redemptions will then be proceeded by priority on the Transaction 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 share 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 10 (ten) 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.

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:

(1) 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 Notice, 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.

(2) 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 Transaction Day, or at some time during a Transaction 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 Notice and the share value calculated on the day immediately following submission of the share certificate(s).

(3) 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 Notice) after the final determination of the purchase price following the return of the share certificate(s) as designated in the Purchase Notice and their corresponding coupons that are not yet due. After the Purchase Notice 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 Notice. The Board is authorised to take all necessary steps to return these amounts and to authorise the implementation of corresponding measures for the Company.

(4) 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 Notice, 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. Restrictions on transfer

11.1 All transfers of Shares will be effected by a transfer in writing in any usual or common form or any other form approved by the Company and every form of transfer will state the full name and address of the transferor and the transferee. The instrument of transfer of a Share will be signed by or on behalf of the transferor. The transferor will be deemed to remain the holder of the Share until the name of the transferee is entered on the Share register in respect thereof. The Company may decline to register any transfer of Share if, in consequence of such transfer, the value of the holding of the transferor or transferee does not meet the minimum subscription or holding levels of the relevant class of shares or Sub-fund as set out in the Prospectus. The registration of transfer may be suspended at such times and for such periods as the Company may from time to time determine, provided, however, that such registration will not be suspended for more than five (5) days in any calendar year. The Company may decline to register any transfer of Shares unless the original instruments of transfer, and such other documents that the Company may require are deposited at the registered office of the Company or at such other place as the Company may reasonably require, together with such other evidence as the Company may reasonably require to show the right of the transferor to make the transfer and to verify the identity of the transferee. Such evidence may include a declaration as to whether the proposed transferee (i) is a US Person or acting for or on behalf of a US Person, (ii) is a Restricted Person or acting for or on behalf of a Restricted Person or (iii) does qualify as Institutional Investor.

11.2 The Company may decline to register a transfer of Shares:

(a) if in the opinion of the Company, the transfer will be unlawful or will result or be likely to result in any adverse regulatory, tax or fiscal consequences to the Company or its Shareholders; or

(b) if the transferee is a US person or is acting for or on behalf of a US person; or

(c) if the transferee is a Restricted Person or is acting for or on behalf of a Restricted Person; or

(d) in relation to classes of shares reserved for subscription by institutional investors, if the transferee is not an institutional investor; or

(e) in circumstances as set out in the Prospectus; or

(f) if in the opinion of the Company, the transfer of the Shares would lead to the Shares being registered in a depositary or clearing system in which the Shares could be further transferred otherwise than in accordance with the terms of the Prospectus or these Articles.

12. Art. 12. Calculation of Net Asset Value per share.

12.1 The Company, each Sub-fund and each share class in a Sub-fund have a Net Asset Value determined in accordance with these Articles. The reference currency of the Company is the US dollar. The Net Asset Value of each Sub-fund will be calculated in the reference currency of the Sub-fund or share class, as it is stipulated in the relevant special section of the Prospectus, and will be determined by the administrative agent on each NAV Calculation Day as stipulated in the relevant special section of the Prospectus, by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of these Articles; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of these Articles, and all fees attributable to the relevant Sub-fund, which fees have accrued but are unpaid on the relevant Transaction Day.

12.2 The Net Asset Value per share will be calculated in the reference currency of the relevant Sub-fund and will be calculated by the administrative agent as at the NAV Calculation Day of the relevant Sub-fund by dividing the Net Asset Value of the relevant Sub-fund by the number of shares which are in issue on such Transaction Day in the relevant Sub-fund (including shares in relation to which a Shareholder has requested redemption on such Transaction Day in relation to such NAV Calculation Day).

12.3 If the Sub-fund has more than one share class in issue, the administrative agent will calculate the Net Asset Value for each share class by dividing the portion of the Net Asset Value of the relevant Sub-fund attributable to a particular

share class by the number of shares of such share class in the relevant Sub-fund which are in issue on such Transaction Day (including shares in relation to which a Shareholder has requested redemption on such Transaction Day in relation to such NAV Calculation Day).

12.4 The Net Asset Value per Share may be rounded up or down to the nearest whole hundredth share of the currency in which the Net Asset Value of the relevant Shares are calculated.

12.5 The assets of the Company will 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 ex-rights;

(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.

12.6 The assets of the Company will be valued as follows:

(a) Transferable securities or money market instruments quoted or traded on an official stock exchange or any other regulated market, are valued on the basis of the last known price, and, if the securities or money market instruments are listed on several stock exchanges or regulated markets, the last known price of the stock exchange which is the principal market for the security or money market instrument in question, unless these prices are not representative.

(b) For transferable securities or money market instruments not quoted or traded on an official stock exchange or any other regulated market, and for quoted transferable securities or money market instruments, but for which the last known price is not representative, valuation is based on the probable sales price estimated prudently and in good faith by the Board.

(c) Units and shares issued by UCITS or other UCIs will be valued at their last available net asset value.

(d) The liquidating value of forward or options contracts that are not traded on exchanges or on other regulated markets will be determined pursuant to the policies established in good faith by the Board, on a basis consistently applied. The liquidating value of futures or options contracts traded on exchanges or on other regulated markets will be based upon the last available settlement prices of these contracts on exchanges and regulated markets on which the particular futures, forward or options contracts are traded; provided that if a futures, forward or options contract could not be liquidated on such business day with respect to which a Net Asset Value is being determined, then the basis for determining the liquidating value of such contract will be such value as the Board may, in good faith and pursuant to verifiable valuation procedures, deem fair and reasonable.

(e) Liquid assets and money market instruments with a maturity of less than 12 months may be valued at nominal value plus any accrued interest or using an amortised cost method (it being understood that the method which is more likely to represent the fair market value will be retained). This amortised cost method may result in periods during which the value deviates from the price the relevant Company would receive if it sold the investment. The Board may, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board. If the Board believes that a deviation from the amortised cost per Share may result in material dilution or other unfair results to Shareholders, the Board will take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

(f) The swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows. For certain Sub-funds using OTC derivatives as part of their main investment policy, the valuation method of the OTC derivative will be further specified in the relevant Special Section.

(g) Accrued interest on securities will be included if it is not reflected in the Share price.

(h) Cash will be valued at nominal value, plus accrued interest.

(i) All assets denominated in a currency other than the reference currency of the respective Sub-fund/class of share will be converted at the mid-market conversion rate between the reference currency and the currency of denomination.

(j) All other securities and other permissible assets as well as any of the above mentioned assets for which the valuation in accordance with the above sub-paragraphs would not be possible or practicable, or would not be representative of their probable realisation value, will be valued at probable realisation value, as determined with care and in good faith pursuant to procedures established by the Company.

12.7 If on any Transaction Day the aggregate transactions in shares of all classes of a Sub-fund result in a net increase or decrease of shares for that Sub-fund (relating to the cost of market dealing for that Sub-fund), the net asset value of

the relevant Sub-fund may be adjusted by an amount which reflects both the estimated fiscal charges and dealing costs that may be incurred by the Sub-fund and the estimated bid/offer spread of the assets in which the Sub-fund invests in accordance with the terms of the Prospectus. The adjustment will be an addition when the net movement results in an increase of all shares of the Sub-fund and a deduction when it results in a decrease.

12.8 The liabilities of the Company will be deemed to include:

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

(b) all formation and launching expenses as well as operation and 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 and registrar and transfer 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.

12.9 The allocation of assets and liabilities of the Company between Sub-funds (and within each Sub-fund between the different share classes) will be effected so that:

(a) the subscription price received by the Company on the issue of shares, and reductions in the value of the Company as a consequence of the redemption of shares, will be attributed to the Sub-fund (and within that Sub-fund, the share class) to which the relevant shares belong;

(b) assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(c) assets disposed of by the Company as a consequence of the redemption of shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(d) where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-fund (and within a Sub-fund, to a specific share class) the consequences of their use will be attributed to such Sub-fund (or share class in the Sub-fund);

(e) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-fund (or within a Sub-fund, to more than one share class), they will be attributed to such Sub-funds (or share classes, as the case may be) in proportion to the extent to which they are attributable to each such Sub-fund (or each such share class);

(f) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Sub-fund they will be divided equally between all Sub-funds or, in so far as is justified by the amounts, will be attributed in proportion to the relative Net Asset Value of the Sub-funds (or share classes in the Sub-fund) if the Company, in its sole discretion, determines that this is the most appropriate method of attribution;

(g) upon payment of dividends to the Shareholders of a Sub-fund (and within a Sub-fund, to a specific share class) the net assets of this Sub-fund (or share class in the Sub-fund) are reduced by the amount of such dividend.

12.10 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, will be treated as existing and taken into account on the relevant Transaction Day, and from such time and until paid, the redemption price therefore will 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, will 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 will be given on any Transaction Day to any purchases or sales of securities contracted for by the Company on such Transaction 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.

13. Art. 13. Frequency and temporary suspension of the calculation of share value and of the issue, redemption and conversion of shares.

13.1 The Net Asset Value of shares issued by the Company will be determined with respect to the shares relating to each Sub-fund by the Company as set forth in the Prospectus, but no instance less than twice monthly, as the Board may decide.

13.2 The Company or the Management Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any Sub-fund or share class, the issue of the shares of such Sub-fund or share class to subscribers and the redemption of the shares of such Sub-fund or share class from its Shareholders as well as conversions of shares of any share class in a 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 share class, 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 share class 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 share class 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 share class or if, for any reason beyond the responsibility of the Board, the value of any asset of the Sub-fund or of the relevant share class 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; and

(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 a General Meeting of Shareholders 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-á-vis the Shareholders to continue trading the Shares.

13.3 Any such suspension may be notified by the Company or the Management Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company or Management Company will notify Shareholders requesting redemption or conversion of their Shares of such suspension.

13.4 Such suspension as to any Sub-fund will have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-fund.

13.5 Any request for subscription, redemption and conversion will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share in the relevant Sub-fund. Withdrawal of a subscription or of an application for redemption or conversion will only be effective if written notification (by electronic mail, regular mail, courier or fax) is received by the Registrar and Transfer Agent before termination of the period of suspension, failing which subscription, redemption applications not withdrawn will be processed on the first Transaction Day following the end of the suspension period, on the basis of the Net Asset Value per Share determined for such Transaction Day.

14. Art. 14. Board of Directors.

14.1 The Board shall comprise at least three members, which shall be appointed by the general meeting of shareholders and who do not need to be shareholders in the Company.

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

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

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

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

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

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

15. Art. 15. Board meetings.

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

15.2 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.

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

15.4 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.

15.5 The meeting will be duly held without prior notice if all the directors are present or duly represented.

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

15.7 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.

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

15.9 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.

15.10 The Board can validly debate and take decisions only if the majority of its Directors is present or duly represented.

15.11 All resolutions of the Board shall require a majority of the directors present or represented at the Board meeting, in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman will not have a casting vote.

15.12 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.

15.13 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.

15.14 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.

15.15 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.

15.16 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.

15.17 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.

15.18 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.

16. Art. 16. Powers of the Board of Directors

16.1 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 20 of these Articles, to the extent that such powers are not expressly reserved by law or by these Articles to the General Meeting.

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

17. Art. 17. Corporate signature. Vis-a-vis third parties, the Company is validly bound by the joint signature two Directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

18. Art. 18. Delegation of powers.

18.1 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 members of the Board or 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 persons (whether a member of the Board or not) as it thinks fit, provided that the majority of the members of the committee are members of the Board and that no meeting of the committee will be necessary for the purpose of exercising any of its powers, authorities or discretions unless a majority of those persons present are members of the Board.

18.2 The Board may also confer special powers of attorney.

19. Art. 19. Indemnification.

19.1 The Company may indemnify any director or officer, and his or her 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 its request, of any other company 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 which he or she will be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct.

19.2 In the event of a settlement, indemnification will 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. The foregoing right of indemnification will not exclude other rights to which he or she may be entitled.

20. Art. 20. Investment policies and restrictions

20.1 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.

20.2 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 will 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 will be adopted from time to time by resolutions of the Board and as will be described in any prospectus relating to the offer of shares.

20.3 In the determination and implementation of the investment policy the Board may cause the Company to comply with the following general investment restrictions.

20.4 The management of the assets of the Sub-funds will be undertaken within the following investment restrictions. A Sub-fund may be subject to different or additional investment restrictions set out in the relevant special section of the Prospectus.

Eligible investments

20.5 The Company's investments may consist solely of:

(a) transferable securities and money market instruments admitted to official listing on a stock exchange in an European Union (EU) Member State;

(b) transferable securities and money market instruments dealt in on another regulated market in an EU Member State;

(c) transferable securities and money market instruments admitted to official listing on a stock exchange or dealt in on another market in any country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;

(d) new issues of transferable securities and money market instruments, provided that:

(i) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange or another regulated market referred to in subparagraphs (a), (b) and (c);

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

(e) units of undertakings for collective investment in transferable securities (UCITS) and/or other UCIs within the meaning of the first and second indent of article 1 (2) of the UCITS directive, whether situated in 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;

(f) 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 Luxembourg supervisory authority as equivalent to those laid down in EU law;

(g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs (a), (b) and (c); and/or financial derivative instruments dealt in over-the-counter (each an OTC Derivative), provided that:

(i) the underlying consists of instruments covered by this article 20.5, 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;

(ii) the counterparties to OTC Derivative transactions are first class institutions;

(iii) 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;

(h) 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:

(i) 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

(ii) issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on regulated markets referred to in subparagraphs (a), (b) or (c), or

(iii) 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 Luxembourg supervisory authority to be at least as stringent as those laid down by EU law, or

(iv) issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority 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.

20.6 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 20.5 above; and

(ii) hold liquid assets on an ancillary basis.

Risk diversification

20.7 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.

20.8 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.

20.9 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 in article 20.5 (f); or

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

20.10 Notwithstanding the individual limits laid down in articles 20.7, 20.8 and 20.9, a Sub-fund may not combine:

(i) investments in transferable securities or money market instruments issued by,

(ii) deposits made with, and/or

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

in excess of 20% of its net assets.

20.11 The 10% limit set forth in article 20.7 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.

20.12 The 10% limit set forth in article 20.7 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 Organisation for Economic Cooperation and Development (OECD) Member State, or by public international organisations of which one or more EU Member States are members.

20.13 Transferable securities and money market instruments which fall under the special ruling given in articles 20.11 and 20.12 are not counted when calculating the 40% risk diversification ceiling mentioned in article 20.7.

20.14 The limits provided for in articles 20.7 to 20.12 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 will under no circumstances exceed in total 35% of the net assets of a Sub-fund.

20.15 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 in this section "Risk diversification".

20.16 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.

Exceptions which can be made

20.17 Without prejudice to the limits laid down in the section "Investment Prohibitions" below, the limits laid down in articles 20.7 to 20.16 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 of the Prospectus, 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 Luxembourg supervisory authority, 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.

20.18 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, by another G20 Member States or Singapure 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.

Investment in UCITS and/or other UCIs

20.19 A Sub-fund (other than a feeder Sub-fund) may acquire the units of UCITS and/or other UCIs referred to in article 20.5(e), provided that no more than 20% of its net assets are invested in units of a single UCITS or other UCI. The Board may create one or more feeder Sub-funds, with each such feeder Sub-fund being authorised to invest up to 100% 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. If a UCITS or other UCI has multiple compartments (within the meaning of article 181 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.

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

20.21 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 in articles 20.7 to 20.16 of these Articles.

20.22 When a Sub-fund (other than a feeder 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.

20.23 If a Sub-fund (other than a feeder 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 Sub-fund itself and to the other UCITS and/or other UCIs in which it intends to invest, will be disclosed in the relevant special section of the Prospectus.

20.24 In the annual report of the Company it will be indicated for each Sub-fund (other than a feeder 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.

Tolerances and multiple compartment issuers

20.25 If, because of reasons beyond the control of the Company or the exercising of subscription rights, the limits mentioned in this article 20 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 interests of the Shareholders.

20.26 Provided that they continue to observe the principles of risk diversification, newly established Sub-funds may deviate from the limits mentioned under articles 20.7 to 20.24 above for a period of six months following the date of their initial launch.

20.27 If an issuer of eligible investment 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 20.7 to 20.17 and 20.19 to 20.24 of these Articles.

Investment prohibitions

The Company is prohibited from:

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

20.29 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 (other than a master UCITS or sub-fund thereof) and/or other UCI.

The limits laid down in paragraphs (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, paragraph 3 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.

20.30 selling transferable securities, money market instruments and other eligible investments mentioned under sub-paragraphs e), g) and h) of article 20.5 of these Articles short;

20.31 acquiring precious metals or related certificates;

20.32 investing in real estate and purchasing or selling commodities or commodities contracts;

20.33 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 Sub-fund in question;

20.34 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 sub-paragraphs (e), (g) and (h) of article 20.5 of these Articles that are not fully paid up.

Risk management and Limits with regard to derivative instruments

20.35 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.

20.36 Each Sub-fund will ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

20.37 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 will also apply to the following articles.

20.38 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 articles 20.7 to 20.16 of these Articles. Under no circumstances will these operations cause a Sub-fund to diverge from its investment objectives as laid down in the Prospectus and the relevant special section of the Prospectus.

20.39 When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this article 20.

20.40 Co-management and pooling

The Board may, in the best interest of the Company and as described in more detail in the Prospectus, decide that all or part of the assets of the Company or of a Sub-fund will be jointly managed on a separate basis with other assets of other Shareholders, including other UCI and/or their sub-fund or that all or part of the assets of two or more Sub-fund will be managed jointly on a separate basis or in a pool.

20.41 Indirect investments

Investments of any Sub-fund may be directly or indirectly made through wholly-owned subsidiaries of the Company, in accordance with the respective decision made by the Board and as described in detail in the Prospectus. References to assets and investments in these Articles correspond either to investments made directly or to assets held directly for

the Company or to such investments or assets that are made or held indirectly for the Company by the above-mentioned subsidiary.

20.42 Techniques and instruments

The Company is authorised, as determined by the Board and in accordance with applicable laws and regulations, to use techniques and instruments that deal with securities and money-market instruments and other assets permitted by law, provided that that such techniques and instruments are used for hedging or efficient portfolio management purposes.

20.43 Investments between Sub-funds

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

(i) the Target Sub-fund may not invest in the Sub-fund;

(ii) the Target Sub-fund may not invest more than 10% of its net assets in UCITS (including other Sub-funds) or other UCIs;

(iii) the voting rights attached to the shares of the Target Sub-fund are suspended during the investment by the Sub-fund;

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

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

21. Art. 21. Auditor.

21.1 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.

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

22. Art. 22. General meeting of shareholders of the Company

22.1 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 share class held by them. It has the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

22.2 The Annual General Meeting will be held at the address of the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the convening notice of the meeting, on the last Friday in May of each year at 2 p.m.. If such day is not a business day for banks in Luxembourg, the Annual General Meeting will be held on the next following business day.

22.3 The Annual General Meeting may be held abroad if, in the absolute and final judgment of the Board exceptional circumstances so require.

22.4 Other General Meetings of Shareholders may be held at such places and times as may be specified in the respective convening notices of the meeting.

22.5 Any Shareholder may participate in a General Meeting by conference call, video conference or similar means of communications equipment whereby (i) the Shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the Shareholders can properly deliberate, and participating in a meeting by such means will constitute presence in person at such meeting.

22.6 The notice periods and quorum provided for by law will govern the notice for, and the conduct of, the General Meetings, unless otherwise provided herein.

22.7 The Board may convene a General Meeting. They will be obliged to convene it so that it is held within a period of one month, if Shareholders representing one-tenth of the capital require it in writing, with an indication of the agenda. One or more shareholders representing at least one tenth of the subscribed capital may require the entry of one or more items on the agenda of any General Meeting. This request must be addressed to the Company at least 5 (five) days before the relevant General Meeting.

22.8 Convening notices for every General Meeting will contain the agenda and be made in accordance with the requirements of the act of 10 August 1915 concerning commercial companies, as amended (the 1915 Act).

22.9 If bearer Shares are issued the notice of meeting shall in addition be published as provided by law in the Mémorial C, Recueil des Sociétés et Associations, in one or more Luxembourg newspapers, and in such other newspapers as the Board may decide.

22.10 If all Shares are in registered form and if no publications are made, notices to Shareholders may be mailed by registered mail only.

22.11 If all Shareholders are present of represented and consider themselves as being duly convened and informed of the agenda, general meetings of Shareholders may take place without convening notice.

22.12 The holders of bearer shares are obliged, in order to be admitted to the general meetings, to deposit their share certificates with an institution specified in the convening notice at least five clear days prior to the date of the meeting.

22.13 Except as otherwise required by law or by these Articles, resolutions at a duly convened General Meeting will be passed by a simple majority of those present or represented and voting. Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

22.14 However, resolutions to alter the Articles may only be adopted in a General Meeting where at least one half of the share capital is represented and the agenda indicates the proposed amendments to the Articles and, as the case may be, the text of those which concern the objects or the form of the Company. If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Official Journal (Mémorial) and in two Luxembourg newspapers. Such convening notice will reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting will validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes expressed at the relevant General Meeting. Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

22.15 A Shareholder may act at any General Meeting by appointing another person who need not be a Shareholder as its proxy in writing whether in original, by telefax, or e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed.

22.16 If all the Shareholders of the Company are present or represented at a General Meeting, and consider themselves as being duly convened and informed of the agenda of the meeting, the meeting may be held without prior notice.

22.17 The Shareholders may vote in writing (by way of a voting bulletins) on resolutions submitted to the General Meeting provided that the written voting bulletins include (i) the name, first name, address and the signature of the relevant shareholder, (ii) the indication of the shares for which the shareholder will exercise such right, (iii) the agenda as set forth in the convening notice and (iv) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Company 72 (seventy-two) hours before the relevant General Meeting.

22.18 The Board may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of any Shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date.

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

22.20 Subject to article 20.43 above, each share of any share class is entitled to one vote, in accordance with Luxembourg law and these Articles. 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.

23. Art. 23. General meetings of shareholders in a Sub-fund or in a share class.

23.1 The Shareholders of the share 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.

23.2 In addition, the Shareholders of any share class may hold, at any time, General Meetings for any matters which are specific to that share class.

23.3 The provisions of article 22 of these Articles apply to such General Meetings, unless the context otherwise requires.

23.4 Subject to article 20.43 above, 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.

23.5 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 share class are passed by a simple majority vote of the Shareholders present or represented.

24. Art. 24. Liquidation or Merger of Sub-funds or share classes

24.1 In the event that for any reason the value of the total net assets in any Sub-fund or the value of the net assets of any share class within a Sub-fund has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Sub-fund, or such share class, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, the Board may decide to redeem all the shares of the relevant share class or classes at the Net Asset Value per share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Transaction Day at which such decision will take effect. The Company will serve a notice to Shareholders of the relevant share class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations: registered holders will be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-fund or of the share class concerned may continue

to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

24.2 Notwithstanding the powers conferred to the Board by the preceding paragraph, the General Meeting of any one or all share classes issued in any Sub-fund will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the shares of the relevant share class or classes and refund to the Shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Transaction Day at which such decision will take effect. There will be no quorum requirements for such General Meeting of Shareholders which will decide by resolution taken by simple majority of those present or duly represented and voting at such meeting.

24.3 Assets which may not be distributed upon the implementation of the liquidation or merger will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto within the applicable time period.

24.4 All redeemed shares may be cancelled.

24.5 Under the same circumstances as provided by the first paragraph of this article, the Board may decide to allocate the assets of any Sub-fund to those of another existing Sub-fund within the Company and to repatriate the shares of the share class or classes concerned as shares of another share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Sub-fund), in order to enable Shareholders to request redemption of their shares, free of charge, during such period.

24.6 Notwithstanding the powers conferred to the Board by the preceding paragraph, 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 Shareholders of the share class or classes issued in the Sub-fund concerned for which there will be no quorum requirements and which will decide upon such an merger by resolution taken by simple majority of those present or represented and voting at such meeting.

24.7 For 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 such Sub-fund by means of a division into two or more Sub-funds. Information concerning the new Sub-fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their shares free of charge during such one month prior period.

24.8 In accordance with the provisions of the 2010 Act, the Board may decide to merge or consolidate the Company or a Sub-fund with, or transfer substantially all or part of the Company or a Sub-fund's assets to, or acquire substantially all the assets of, another UCITS established in Luxembourg or another EU Member State or any sub-fund thereof. The Board may decide to submit such merger to a decision of the Shareholders (or, for a merger involving one or more Sub-funds, General Meeting of the Shareholders of the relevant Sub-fund(s)), such decision to be taken by the simple majority of the votes cast by Shareholders present or represented at the relevant General Meeting. Any merger leading to termination of the Company will require the vote of Shareholders in the Company subject to the quorum and majority requirements provided for amendment to these Articles. Information concerning the merger will be provided to the relevant Shareholders. Such publication will be made at least thirty days prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their shares free of charge during such thirty days prior period.

25. Art. 25. Financial year. The financial year of the Company commences on 1 st January each year and terminates on 31 st 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 instead of cash dividends under the terms and conditions set forth by the Board.

26.6 Any distributions that has not been claimed within 5 (five) 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 a bank or credit institution as defined by the act dated 5 April 1993 on the financial sector, as amended (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 of these Articles.

28.2 If the assets of the Company fall below two-thirds of the minimum capital indicated in article 5 of these Articles, 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 of these Articles; 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 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.

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

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

28.7 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.

28.8 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 will be forfeited.

29. Art. 29. Amendments to the Articles. These Articles may be amended by a General Meeting subject to the quorum and majority requirements provided for by the 1915 Act.

30. Art. 30. 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.

31. Art. 31. 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 will prevail.

Transitory Dispositions

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

2. The first annual general meeting of shareholders will be held in 2014.

Subscription and Payment

The thirty one thousand (31.000) shares representing the whole share capital of the Company are subscribed as follows:

Name of the shareholder	Subscribed share capital	Paid-in capital	Number of shares
Alceda Fund Management S.A.	31.000 EUR	31.000 EUR	31
Total	31.000 EUR	31.000 EUR	31

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

Declaration

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

Expenses

The expenses which shall be borne by the Company as a result of its incorporation are estimated at approximately 1.200,- EUR.

General Meeting of Shareholders

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

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

2. The following are elected as directors for a term to expire at the close of the annual general meeting of shareholders which will be held in 2014:

- Paolo Sardi, CEO, ECP International S.A., born on the 12 th of January 1975 in Alessandria (Italy), resident in 13, rue Aldringen, L-1118 Luxembourg (Grand Duchy of Luxembourg)

- Michael Sanders, Director, Alceda Fund Management S.A., born on the 26 th of March 1972 in Oberhausen (Germany), resident in 5, Heienhaff, L-1736 Senningerberg (Grand Duchy of Luxembourg)

- Uwe Krönert, Managing Director, Alceda Fund Management S.A., born on the 11 th of March 1970 in Bamberg (Germany), resident in 5, Heienhaff, L-1736 Senningerberg (Grand Duchy of Luxembourg).

3. The following is elected as independent auditor for a term to expire at the close of the annual general meeting of shareholders which will be held in 2014:

Deloitte Audit, 560, rue de Neudorf, L-2220 Luxembourg (Grand Duchy of Luxembourg), RCS B 67.895.

4. The registered office of the Company is set at 5, Heienhaff, L-1736 Senningerberg (Grand Duchy of Luxembourg).

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

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

Signé: Jean-Claude MICHELS, Pierre PROBST.

Enregistré à Diekirch, le 21 décembre 2012. Relation: DIE/2012/15372. Reçu soixante-quinze euros (75,00 €).

Le Receveur ff. (signé): Recken.

POUR EXPEDITION CONFORME, délivrée à la société sur demande et aux fins de la publication au Mémorial.

Ettelbruck, le 3 janvier 2013. Pierre PROBST.

Référence de publication: 2013014117/1087.

(130015961) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 janvier 2013.

Unimex International SCS et Cie S.à r.l., Société en Commandite simple.

Siège social: L-1636 Luxembourg, 10, rue Willy Goergen.

R.C.S. Luxembourg B 84.929.

—

Extrait du procès-verbal de l'assemblée générale extraordinaire tenue le 21 décembre 2012 à 14h00 heures au siège social de la société

L'assemblée décide à l'unanimité d'autoriser le transfert de parts sociales suivant:

La société Atmosfaehr S.A.H. inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B69790 avec siège social à 10, rue Willy Goergen, L-1636 Luxembourg transfert 450 parts sociales à la société Unimex International S.à r.l. avec siège social à 10, rue Willy Goergen, L-1636 Luxembourg. La société Telesto S.A. inscrite au registrar of international business companies des Seychelles sous le numéro 070123 avec siège social à Suite 13, First Floor, Oliaji Trade Center, Francis Rachel Street, Victoria, Mahe, Seychelles transfert 49 parts sociales à la société Unimex International S.à r.l. inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B85341 avec siège social à 10, rue Willy Goergen, L-1636 Luxembourg.

Suite à ce transfert la repartition des parts sociales représentant le capital social de la société est le suivant:

Unimex International S.à r.l., Luxembourg	500 parts sociales
Total:	500 parts sociales

Luxembourg, le 27 décembre 2012.

UNIMEX International SCS & Cie S.à r.l.

Référence de publication: 2012171194/22.

(120225202) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

UBS IB Co-Investment 2001 SPF SA, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 82.100.

—

Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 28 décembre 2012.

Référence de publication: 2012171196/10.

(120225807) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

V Investment Partner, Société Anonyme.

Siège social: L-7535 Mersch, 29, rue de la Gare.

R.C.S. Luxembourg B 133.742.

—

Les statuts coordonnés de la prédite société au 17 décembre 2012 ont été enregistrés et déposés au registre de commerce et des sociétés de Luxembourg.

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

Mersch, le 27 décembre 2012.
Maître Marc LECUIT
Notaire

Référence de publication: 2012171197/13.

(120225022) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Veni Vidi Vici Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-8474 Eischen, 12A, rue de la Montagne.

R.C.S. Luxembourg B 137.740.

—

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 28 décembre 2012.

Référence de publication: 2012171198/10.

(120225910) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

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

Siège social: L-2132 Luxembourg, 18, avenue Marie-Thérèse.

R.C.S. Luxembourg B 45.111.

—

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

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012171200/9.

(120225530) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Vantage Media Group S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 83.614.

—

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: 2012171201/10.

(120225745) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Vayana S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 50, route d'Esch.

R.C.S. Luxembourg B 120.575.

—

Extrait du procès-verbal de l'assemblée générale annuelle des Actionnaires de la Société qui s'est tenue en date du 3 avril 2012 à Luxembourg.

L'Assemblée décide de renouveler le mandat des administrateurs et du commissaire aux comptes pour une nouvelle période de six ans.

Les administrateurs sont:

- Mr Martin Rutledge, 50, Route d'Esch, L-1470 Luxembourg
- Mr Patrick Haller, 50, Route d'Esch, L-1470 Luxembourg
- Melle Christine Picco, 50, Route d'Esch, L-1470 Luxembourg

Le commissaire aux comptes est la société Jams Consult Limited, demeurant au 30, Littlebury Road, London SW4 6DN.

Le mandat des administrateurs et du commissaire aux comptes prendra fin à l'issue de l'Assemblée Générale de 2018.

Extrait certifié conforme

Signatures

Directors / Administrateurs

Référence de publication: 2012171202/21.

(120225467) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Venice Consulting S.A., Société Anonyme.

Siège social: L-2167 Luxembourg, 10, rue des Muguets.

R.C.S. Luxembourg B 86.829.

—

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

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

Référence de publication: 2012171205/9.

(120225612) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Verlis S.A., Spf, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1882 Luxembourg, 3A, rue Guillaume Kroll.

R.C.S. Luxembourg B 116.760.

—

Le bilan au 30 juin 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 28 décembre 2012.

Pour la société

Un mandataire

Référence de publication: 2012171206/12.

(120225966) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Viatris Holding (Luxembourg), Société à responsabilité limitée.

Siège social: L-1660 Luxembourg, 76, Grand-rue.

R.C.S. Luxembourg B 87.533.

—

DISSOLUTION

Extrait

Il résulte d'un acte d'assemblée générale extraordinaire des actionnaires (clôture de liquidation) de la société «VIATRIS HOLDING (LUXEMBOURG)», reçu par Maître Jean-Joseph WAGNER, notaire de résidence à SANEM (Grand-Duché de Luxembourg), en date du 18 décembre 2012, enregistré à Esch-sur-Alzette A.C., le 20 décembre 2012. Relation: EAC/2012/17162.

- que la société «VIATRIS HOLDING (LUXEMBOURG)» (la «Société»), société à responsabilité limitée, établie et ayant son siège social au 76 Grand-Rue, L-1660 Luxembourg, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 87 533,

constituée suivant acte notarié en date du 16 mai 2002, publié au Mémorial C numéro 1175 du 5 août 2002. Les statuts ont été modifiés pour la dernière fois suivant acte notarié en date du 10 août 2004, publié au Mémorial C numéro 1146 du 12 novembre 2004,

se trouve à partir de la date du 18 décembre 2012 définitivement liquidée,

l'assemblée générale extraordinaire prémentionnée faisant suite à celle du 29 septembre 2005 aux termes de laquelle la Société a été dissoute anticipativement et mise en liquidation avec nomination d'un liquidateur, en conformité avec les article 141 et suivants de la Loi du 10 août 1915.

concernant les sociétés commerciales, telle qu'amendée, relatifs à la liquidation des sociétés.

- que les livres et documents sociaux de la Société dissoute seront conservés pendant le délai légal (5 ans) au siège social de la Société dissoute, en l'occurrence au 76, Grand-Rue, L-1660 Luxembourg.

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

Belvaux, le 28 décembre 2012.

Référence de publication: 2012171207/28.

(120225935) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Vicruper S.A., Société Anonyme.

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

R.C.S. Luxembourg B 41.935.

—

Date de clôture des comptes annuels 31/12/2011 a été déposée au registre de commerce et des sociétés de Luxembourg.

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

DERENBACH, le 27/12/2012.

FRL SA

Signature

Référence de publication: 2012171208/13.

(120225685) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Vimarense S.A., Société Anonyme.

Siège social: L-4048 Esch-sur-Alzette, 21, rue Helen Buchholtz.

R.C.S. Luxembourg B 97.134.

—

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 VIMARENSE S.A.

Référence de publication: 2012171209/10.

(120225551) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

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

Capital social: EUR 12.400,00.

Siège social: L-4062 Esch-sur-Alzette, 97, rue Clair-Chêne.

R.C.S. Luxembourg B 134.500.

—

Extrait de l'assemblée générale extraordinaire du 19 décembre 2012

En date du 21 décembre 2012, a eu lieu la cession de parts sociales suivante:

Fiscogest Sàrl (RC N° 129 532) avec siège social à L-4940 BASCHARAGE, 121-127, avenue de Luxembourg, constituée suivant acte notarié du 12 juin 2007, publié au Mémorial, Recueil Spécial C, numéro 1726 du 16 août 2007, représentée par Brigitte KLEIN-WEIMERSKIRCH, a cédé ses 100 parts sociales sur les 100 parts sociales qu'elle détenait à Madame Maria VEIGA DE CARVALHO QUINTAS DA SILVA, commerçante, née le 29 juillet 1967 à Merelim (P), demeurant à L-4062 ESCH-SUR-ALZETTE, 28, rue Clair-Chêne.

Par suite de la prédite cession, la répartition des parts sociales s'établit comme suit:

Mme Maria VEIGA DE CARVALHO QUINTAS DA SILVA cent (100) parts sociales	100 parts
TOTAL: CENT PARTS SOCIALES	100 parts

L'associée de la société a pris les décisions suivantes:

Démission de M. Carlos Alexandre DA SILVA NEVES de ses fonctions de gérant administratif,

Démission de Mme Brigitte KLEIN-WEIMERSKIRCH de ses fonctions de gérante administratif,

Nomination de Madame Maria VEIGA DE CARVALHO QUINTAS DA SILVA, commerçante, née le 29 juillet 1967 à Merelim (P), demeurant à L-4062 ESCH-SUR-ALZETTE, 28, rue Clair-Chêne, au poste de gérante unique,

Transfert du siège social au 97, rue Clair-Chêne L-4062 ESCH-SUR-ALZETTE.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Esch-sur-Alzette, le 19 décembre 2012. Signature.

Référence de publication: 2012171211/26.

(120224997) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Water-Concept S.A., Société Anonyme.

Siège social: L-7220 Walferdange, route de Diekirch.

R.C.S. Luxembourg B 115.632.

—

Le bilan au 27 décembre 2012 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.

Référence de publication: 2012171212/9.

(120225619) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Wood Retail Lux Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-5367 Schuttrange, 64, rue Principale.

R.C.S. Luxembourg B 130.221.

—

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.
Schuttrange, le 28 décembre 2012.

Référence de publication: 2012171214/10.

(120225882) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Wartburg Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 87.616.

—

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

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

Référence de publication: 2012171215/9.

(120225846) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Weber & Wagner S.A., Société Anonyme.

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

R.C.S. Luxembourg B 67.121.

—

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 28 décembre 2012.

Référence de publication: 2012171216/10.

(120225850) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

WEFI sa, Wine Estates Fund of Investments, Société Anonyme.

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

R.C.S. Luxembourg B 129.006.

—

Le bilan et l'annexe au 31 décembre 2011 ainsi que les autres documents et informations qui s'y rapportent, 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 WEFI sa
B. Parmentier
Administrateur-délégué

Référence de publication: 2012171213/13.

(120225063) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

West Bridge Capital, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 156.587.

—

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

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

Référence de publication: 2012171217/9.

(120225473) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

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

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

R.C.S. Luxembourg B 34.017.

—

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

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

Référence de publication: 2012171220/10.

(120225058) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

WOOD & Company Group S.A., Société Anonyme.

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

R.C.S. Luxembourg B 83.396.

—

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

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

Référence de publication: 2012171221/9.

(120224972) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Xperedon Group S.A., Société Anonyme.

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

R.C.S. Luxembourg B 150.485.

—

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 28 décembre 2012.

Référence de publication: 2012171223/10.

(120225912) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Xperedon Group S.A., Société Anonyme.

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

R.C.S. Luxembourg B 150.485.

—

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 28 décembre 2012.

Référence de publication: 2012171224/10.

(120225913) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Yalu S.A., Société Anonyme.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 14.209.

—

Résolutions prises par l'actionnaire unique lors de l'Assemblée Générale Extraordinaire tenue à Luxembourg en date du 28 décembre 2012:

La société Kandry Holding S.A. ayant été liquidée, et le mandat des autres Administrateurs et du Commissaire aux Comptes arrivant à leur terme, les deux actionnaires ont décidé de nommer jusqu'au au 31 décembre 2013:

- Me Mario Molo, né le 30/05/1948 à CH-Bellinzona, domicilié professionnellement au 9 via Orico CH - 6500 Bellinzona, en qualité d'Administrateur,

- Management Sàrl, une société ayant son siège social au 16 rue de Nassau L - 2213 Luxembourg, en qualité d'Administrateur,

- Mme Ornella Tartaglino, née le 12/05/1956 à CH-Massagno, domiciliée au 13 via Rovello CH-6900 Massagno, en qualité d'Administrateur,

- Fidi BC S.A., une société ayant son siège social au 12 Via Pioda CH - 900 Lugano, en qualité de Commissaire aux Comptes

Résolutions prises lors de la réunion du conseil d'administration tenue en date du 28 décembre 2012:

Le conseil d'administration a nommé Mme Ornella Tartaglino, née le 12/05/1956 à CH-Massagno, domiciliée au 13 via Rovello CH-6900 Massagno, domicilié professionnellement au 9 via Orico CH -6500 Bellinzona, en qualité d'Administrateur -Délégué et Président.

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

Référence de publication: 2012171225/24.

(120225453) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Hilo Capital Partners S.A., Société Anonyme.

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

R.C.S. Luxembourg B 173.574.

—

STATUTES

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

Before Us, Maître Pierre PROBST, notary residing in Ettelbruck (Grand Duchy of Luxembourg).

THERE APPEARED:

Travis Investment SARL, a private limited liability company duly incorporated under the laws of Luxembourg, with registered office at 15, rue Edward Steichen L-2540 Luxembourg registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 152.281, here represented by Monsieur Gary HESS, private employee, with professional address at 2, place de l'Hôtel de Ville, L-9087 Ettelbruck, by virtue of a power of attorney given under private seal in Luxembourg on December 3 rd , 2012.

The said proxy, after having been initialled and signed ne varietur by the appearing person and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing person has requested the officiating notary to enact the following articles of association of a company which they declare to establish as follows:

Art. 1. Form and Name. There exists a public limited liability company (société anonyme) under the name Hilo Capital Partners S.A. (the Company) which is governed by the laws of the Grand Duchy of Luxembourg, in particular by the law dated August 10, 1915, on commercial companies, as amended (the Law), as well as by the present articles of association (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in the city of Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality by a resolution of the sole director or, in case of plurality of directors, of the board of directors of the Company.

2.2. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the sole director or, in case of plurality of directors, of the board of directors of the Company. Where the sole director or, in case of plurality of directors, the board of directors of the Company determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation

of these extraordinary circumstances. Such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Duration.

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

3.2. The Company may be dissolved, at any time, by a resolution of the general meeting of shareholder(s) of the Company adopted in the manner required for the amendment of the Articles.

3.3. The Company shall not be dissolved by reason of the death or dissolution of the single shareholder.

Art. 4. Corporate object.

4.1. The purpose of the Company is the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such ownership interests. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and other securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever, including partnerships. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

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

4.3. The Company may generally employ any techniques and utilize any instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against risks related to credits, currency exchange and interest rate fluctuations as well as other risks.

4.4. The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property, which directly or indirectly further or relate to its purpose. In the performance of its financial activities, the Company shall however not carry out and, for the avoidance of doubt, shall refrain from carrying out, any financial activities that are subject to a licence or authorisation, unless the Company has obtained such license or authorisation from the financial supervisory authorities.

Art. 5. Share capital.

5.1. The subscribed share capital is set at thirty-one thousand euro (EUR 31,000) represented by 31,000 (thirty-one thousand) shares with a par value of 1.00 euro (EUR one) each, all subscribed and fully paid-up.

5.2. The subscribed share capital of the Company may be increased or reduced by a resolution of the general meeting of shareholder(s) of the Company adopted in the manner required for the amendment of the Articles.

Art. 6. Shares.

6.1. The shares are in registered form (actions nominatives) or bearer form (action au porteur) at the option of the shareholder(s).

6.2. For shares in registered form, a shareholders register of the Company shall be kept at the registered office of the Company, where it will be available for inspection by any shareholder. Such register shall set forth the name of each shareholder, his residence or elected domicile, the number of shares held by him, the amounts paid in on each such share, and the transfer of shares and the dates of such transfers. Ownership of shares will be established by the entry in the shareholders register of the Company.

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

Art. 7. Transfer of shares. Shares shall be transferred by a written declaration of transfer registered in the shareholders register of the Company, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney. The Company may also accept as evidence of transfer other instruments of transfer satisfactory to the Company.

Art. 8. Meetings of the shareholders of the Company.

8.1. The sole shareholder assumes all powers conferred by the Law to the general meeting of shareholders. The decisions of the sole shareholder are recorded in minutes or drawn-up in writing.

8.2. In case of plurality of shareholders, any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to all the operations of the Company.

8.3. The annual general meeting of the shareholder(s) of the Company shall be held, in accordance with the Law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of such meeting, on the third Wednesday of June of each

year at 11:00 a.m. If such day is not a business day for banks in Luxembourg, the annual general meeting shall be held on the next following business day.

8.4. The annual general meeting of the shareholder(s) of the Company may be held abroad if, in the absolute and final judgement of the sole director, or in case of plurality of directors, the board of directors of the Company, exceptional circumstances so requires.

8.5. Other meetings of the shareholder(s) of the Company may be held at such place and time as may be specified in the respective convening notices of the meeting.

Art. 9. Notice, Quorum, Powers of attorney and Convening notices.

9.1. The notice periods and quorum required by law shall govern the notice for, and conduct of, the meetings of shareholders of the Company, unless otherwise provided herein.

9.2. Each share is entitled to one vote.

9.3. Except as otherwise required by the Law or by these Articles, resolutions at a meeting of the shareholders of the Company duly convened will be passed by a simple majority of those present or represented and voting.

9.4. An extraordinary general meeting convened to amend any provisions of the Articles shall not validly deliberate unless at least one half of the capital is represented and the agenda indicates the proposed amendments to the Articles.

9.5. If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Luxembourg official gazette, the Memorial, and in two Luxembourg newspapers. Such convening notice shall reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes of the shareholders present or represented.

9.6. However, the nationality of the Company may be changed and the commitments of its shareholders may be increased only with the unanimous consent of the shareholders and bondholders.

9.7. A shareholder may act at any meeting of the shareholders of the Company by appointing another person as his proxy in writing whether in original, by telefax, cable, telegram or telex.

9.8. Any shareholder may participate in a meeting of the shareholders of the Company by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear and speak to each other and properly deliberate, and participating in a meeting by such means shall constitute presence in person at such meeting.

9.9. If all the shareholders of the Company are present or represented at a meeting of the shareholders of the Company, and consider themselves as being duly convened and informed of the agenda of the meeting, the meeting may be held without prior notice.

Art. 10. Management.

10.1. The Company shall be managed by a sole director in case of a sole shareholder or by a board of directors of at least three (3) directors, composed of at least one (1) A director and at least one (1) B director in any other cases. The sole director or the members of the board of directors need(s) not be shareholder(s) of the Company. Any director shall be elected for a term not exceeding six years and shall be re-eligible.

Whenever a legal entity is appointed as a director of the Company (the Legal Entity), the Legal Entity must designate a permanent representative to perform such director's mandate 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 such director's mandate in his own name, without prejudice to the joint liability of the Legal Entity. The Legal Entity may only revoke the Representative provided that it simultaneously appoints a new Representative.

10.2. The sole director, and in case of plurality of directors, the members of the board of directors shall be elected by the shareholder(s) of the Company at the general meeting. The shareholder(s) of the Company shall also determine the number of directors, without prejudice to the first sentence of Article 10.1 of these Articles, their remuneration and the term of their office. A director may be removed with or without cause and/or replaced, at any time, by resolution adopted by the general meeting of shareholder(s) of the Company.

10.3. In the event of vacancy in the office of a director because of death, retirement or otherwise, the remaining directors may elect, by a majority vote, a director to fill such vacancy until the next general meeting of shareholder(s) of the Company.

Art. 11. Meetings of the board of directors of the Company.

11.1. In case of plurality of directors, the board of directors of the Company must appoint a chairman among its members and it may choose a secretary, who need not be a director, and who shall be responsible for keeping the minutes of the meetings of the board of directors of the Company and the minutes of the general meetings of the shareholder(s) of the Company.

11.2. The board of directors of the Company shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting which shall, in principle, be in Luxembourg.

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

11.4. No such written notice is required if all the members of the board of directors of the Company are present or represented during the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda, of the meeting. The written notice may be waived by the consent in writing, whether in original, by telefax, cable, telegram or telex, of each member of the board of directors of the Company. Separate written notice shall not be required for meetings that are held at times and places prescribed in a schedule previously adopted by resolution of the board of directors of the Company.

11.5. Any member of the board of directors of the Company may act at any meeting of the board of directors of the Company by appointing, in writing whether in original, by telefax, cable, telegram or telex, another director as his or her proxy.

11.6. Any director may participate in a meeting of the board of directors of the Company by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear and speak to each other and properly deliberate, and participating in a meeting by such means shall constitute presence in person at such meeting.

11.7. The board of directors of the Company can deliberate and/or act validly only if at least the majority of the Company's directors, including one A director and one B director, is present or represented at a meeting of the board of directors of the Company. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that at any meeting the number of votes for and against a resolution is equal, the chairman of the meeting shall have a casting vote.

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

Art. 12. Minutes of meetings of the board of directors of the Company.

12.1. The minutes of any meeting of the board of directors of the Company shall be signed by the chairman of the board of directors of the Company who presided at such meeting or by any two directors of the Company.

12.2. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the secretary (if any) or by any director of the Company.

Art. 13. Decisions of the sole director of the Company. The decisions of the sole director are drawn in writing.

Art. 14. Powers of the sole director or of the board of directors of the Company. The sole director, and in case of plurality of directors, the board of directors of the Company is vested with the broadest powers to perform or cause to be performed all acts of disposition and administration in the Company's interest. All powers not expressly reserved by the Law, or by the Articles to the general meeting of shareholder(s) of the Company fall within the competence of the sole director, and in case of plurality of directors, the board of directors.

Art. 15. Delegation of powers. The sole director and in case of plurality of directors, the board of directors of the Company is authorised to appoint a person, either director or not, without the prior authorisation of the general meeting of the shareholder(s) of the Company, for the purposes of performing specific functions at every level within the Company.

Art. 16. Binding signatures. The Company shall be bound towards third parties by the single signature of its sole director or, in case of plurality of directors, by the joint signature of one A director and one B director of the Company in all matters or the joint signatures or single signature of any persons to whom such signatory power has been validly delegated in accordance with article 15 of these Articles.

Art. 17. Conflict of interests.

17.1. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm.

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

17.3. 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 of directors of the Company 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 general meeting of the shareholder(s) of the Company which shall ratify such transaction.

17.4. In case there is only one shareholder in the Company, article 17.3. does not apply and the transactions that are entered into between the Company and the director having an opposite interest to the one of the Company are simply to be recorded in minutes.

17.5. Article 17.3. and 17.4. do not apply when the relevant transactions/operations are made in the normal course of business of the Company and are entered into on arm's length terms.

Art. 18. Statutory auditor.

18.1. The operations of the Company shall be supervised by one or several statutory auditor(s) (commissaire(s)). The statutory auditor(s) shall be elected for a term not exceeding six years and shall be re-eligible.

18.2. The statutory auditor(s) will be appointed by the general meeting of shareholder(s) of the Company which will determine their number, their remuneration and the term of their office. The statutory auditor(s) in office may be removed at any time by the general meeting of shareholder(s) of the Company with or without cause.

Art. 19. Accounting year. The accounting year of the Company shall begin on the first January of each year and shall terminate on the thirty-first of December of each year.

Art. 20. Allocation of profits.

20.1. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by the Company Law. This allocation shall cease to be required as soon as such legal reserve amounts to ten per cent (10%) of the capital of the Company as stated or as increased or reduced from time to time as provided in article 5 above.

20.2. The general meeting of shareholder(s) of the Company shall determine how the remainder of the annual net profits shall be disposed of and it may alone decide to pay dividends from time to time, as in its discretion believes best suits the corporate purpose and policy.

20.3. The dividends may be paid in euro or any other currency selected by the single director, or in case of plurality of directors, the board of directors of the Company and they may be paid at such places and times as may be determined by the single director, or in case of plurality of directors, the board of directors of the Company. The single director, or in case of plurality of directors, the board of directors of the Company may decide to pay interim dividends under the conditions and within the limits laid down in the Company Law.

Art. 21. Dissolution and Liquidation. The Company may be dissolved, at any time, by a resolution of the general meeting of shareholder(s) of the Company adopted in the manner required for amendment of the Articles. In the event the Company is dissolved, the liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the general meeting of the shareholder(s) of the Company deciding such liquidation. Such general meeting of shareholder(s) of the Company shall also determine the powers and the remuneration of the liquidator(s).

Art. 22. Applicable law. All matters not expressly governed by these Articles shall be determined in accordance with the Law.

Transitory provisions

The first financial year shall begin today and it shall end on 31 st December 2013.

The first annual general meeting of the shareholders of the Company shall be held in the year 2014.

Subscription and Payment

The shares in the Company have been subscribed as follows:

(1) Travis Investment S.à r.l. prenamed and represented as mentioned here above	31,000 shares;
Total	31,000 shares;

The shares have all been fully paid up by payment in cash, so that the amount of thirty-one thousand euro (EUR 31,000) is as of now at the free disposal of the Company, evidence of which has been given to the undersigned notary.

Resolutions of the sole shareholder

The appearing party, representing the entire subscribed share capital and being regularly constituted, immediately proceeded to pass the following resolutions:

(i) that the number of directors of the Company be set at three;

(ii) that the number of statutory auditors (commissaires aux comptes) of the Company be set at one;

(iii) that there be appointed as members of the board of directors of the Company for a period of six years:

(a) Mrs Barbara Neuerburg, private employee, born on May 18 th , 1979, at Krumbach (Germany), with professional address at 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg, as A director;

(b) Mrs Charlotte Lahaije-Hultman, private employee, born on March 24 th , 1975, at Barnap (Sweden), with professional address at 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg, as A director;

(c) Mrs Marta Ventura, private employee, born on December 16, 1981, at Lisbon (Portugal), with professional address at 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg, as B director; and

(iv) that there be appointed as statutory auditor (commissaire aux comptes) of the Company for a period of six years:

Viscomte S.à r.l., with registered office at 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 164.981;

(v) that the address of the registered office of the Company is at 15 rue Edward Steichen, L-2540 Luxembourg.

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

Whereas this notarial deed was drawn up in Ettelbruck, on the date stated above.

In witness whereof We, the Undersigned notary, have set our hand and seal on the day and year first hereabove mentioned.

The document having been read to the representative of the appearing person, this representative signed together with Us, the notary, this original notarial deed.

Suit la version française du texte qui précède

L'an deux mille douze, le cinquième jour du mois de décembre,

Par-devant Nous Maître Pierre PROBST, notaire de résidence à Ettelbruck (Grand-Duché de Luxembourg).

A COMPARU:

Travis Investment SARL, une société à responsabilité limitée de droit luxembourgeois dont le siège est établi à 15, rue Edward Steichen, L-2540 Luxembourg enregistrée au Registre de Commerce et des sociétés de Luxembourg sous le numéro B 152281, ici représentée par Monsieur Gary HESS, employé privé, demeurant professionnellement au 2, place de l'Hôtel de Ville, L-9087 Ettelbruck, en vertu d'une procuration sous seing privé délivrée à Luxembourg le 3 décembre 2012.

Ladite procuration après signature ne varietur par le comparant et par le notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Lequel comparant, aux termes de la capacité avec laquelle il agit, a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société qu'il déclare constituer comme suit:

Art. 1 er . Forme et Dénomination. Il existe une société anonyme de droit luxembourgeois, sous la dénomination de Hilo Capital Partners S.A. (la Société) qui sera régie par les lois du Grand-Duché de Luxembourg, en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi) ainsi que par les présents Statuts (les Statuts).

Art. 2. Siège Social.

2.1. Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg. Il pourra être transféré dans les limites de la commune par simple décision de l'administrateur unique ou, en cas de pluralité d'administrateurs, du conseil d'administration de la Société.

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

Art. 3. Durée de la Société.

3.1. La Société est constituée pour une durée illimitée.

3.2. Elle peut être dissoute, à tout moment, par résolution de l'assemblée générale de l'actionnaire/des actionnaires de la Société prise de la manière requise pour la modification des Statuts.

3.3. La mort, la dissolution de l'actionnaire unique n'entraînera pas la dissolution de la Société.

Art. 4. Objet social.

4.1. La Société a pour objet la prise de participations, tant au Luxembourg qu'à l'étranger, dans d'autres sociétés ou entreprises sous quelque forme que ce soit et la gestion de ces participations. La Société pourra en particulier acquérir par souscription, achat, et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et en général toutes valeurs ou instruments financiers émis par toute entité publique ou privée, y compris des sociétés de personnes. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise. Elle pourra en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

4.2. La Société pourra emprunter sous quelque forme que ce soit.

Elle peut procéder, par voie de placement privé, à l'émission de parts et d'obligations et d'autres titres représentatifs d'emprunts et/ou de créances. La Société pourra prêter des fonds, y compris ceux résultant des emprunts et/ou des

émissions d'obligations, à ses filiales, sociétés affiliées et à toute autre société. Elle peut également consentir des garanties ou des sûretés au profit de tierces personnes afin de garantir ses obligations ou les obligations de ses filiales, sociétés affiliées ou de toute autre société. La Société pourra en outre gager, nantir, céder, grever de charges toute ou partie de ses avoirs ou créer, de toute autre manière, des sûretés portant sur toute ou partie de ses avoirs.

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

4.4. La Société pourra accomplir toutes opérations commerciales, financières ou industrielles ainsi que tous transferts de propriété mobiliers ou immobiliers, qui directement ou indirectement favorisent la réalisation de son objet social ou s'y rapportent de manière directe ou indirecte. Cependant, à l'occasion de l'accomplissement de ses activités financières, et pour éviter toute incertitude, la Société s'abstiendra de mettre en oeuvre, une quelconque activité financière qui serait sujette à un permis ou à une autorisation, à moins que la Société ait obtenu un tel permis ou autorisation des autorités de surveillance financières.

Art. 5. Capital social.

5.1. Le capital social souscrit de la Société est fixé à trente et un mille euros (EUR 31,000) représenté par trente et un mille (31.000) actions ayant une valeur nominale de un euro (EUR 1.00) chacune, toutes souscrites et entièrement libérées.

5.2. Le capital social souscrit de la Société peut être augmenté ou réduit par décision de l'assemblée générale de(s) de l'actionnaire(s) adoptée comme en matière de modification des Statuts.

Art. 6. Actions.

6.1. Les actions sont nominatives ou au porteur au choix de(s) l'actionnaire(s).

6.2. Pour les actions nominatives, un registre des actionnaires de la Société sera tenu au siège social de la Société et pourra être examiné par chaque actionnaire. Le registre contiendra le nom de chaque actionnaire, son lieu de résidence ou domicile élu, le nombre d'actions détenu par lui, les paiements effectués pour chaque action et tous transferts d'actions et les dates respectives de ces transferts. La propriété des actions nominatives sera établie par l'inscription au registre des actionnaires de la Société.

6.3. La Société peut acquérir et détenir ses propres actions conformément aux conditions et limites prévues par la loi.

Art. 7. Transfert des actions. Le transfert d'actions s'effectue par une déclaration écrite de transfert inscrite au registre des actionnaires et signée par le cédant et le cessionnaire ou par toute personne les représentant au moyen de procurations valables. La Société peut accepter comme preuve du transfert tout document qu'elle jugera approprié.

Art. 8. Assemblées des actionnaires de la Société.

8.1. L'actionnaire unique assume tous les pouvoirs conférés à l'assemblée générale des actionnaires par la Loi. Les décisions de l'actionnaire unique sont consignées dans des procès-verbaux ou prises par écrit.

8.2. En cas de pluralité d'actionnaires, toute assemblée des actionnaires de la Société régulièrement constituée représente l'ensemble des actionnaires de la Société. Elle aura les pouvoirs les plus larges pour ordonner, exécuter ou ratifier tous les actes relatifs aux opérations de la Société.

8.3. L'assemblée générale annuelle de(s) l'actionnaire(s) de la Société se réunit, conformément à la Loi, au siège social de la Société à Luxembourg à l'adresse de son siège social ou à tout autre endroit dans la municipalité du siège social spécifié dans la convocation de l'assemblée, le troisième mercredi de juin de chaque année à 11h00. Si ce jour n'est pas un jour ouvrable bancaire à Luxembourg, l'assemblée générale annuelle se réunit le premier jour ouvrable qui suit.

8.4. L'assemblée générale annuelle de l'actionnaire/des actionnaires de la Société peut se réunir à l'étranger si l'administrateur unique, ou en cas de pluralité d'administrateurs, le conseil d'administration de la Société, estime que des circonstances exceptionnelles l'exigent.

8.5. Les autres assemblées de(s) l'actionnaire(s) de la Société sont tenues aux lieux et places spécifiés dans les convocations respectives de chaque assemblée.

Art. 9. Convocation, Quorum, Procurations, Avis de convocation.

9.1. Les conditions posées par la loi en matière de délai de convocation et de quorum régiront les convocations et la tenue des assemblées des actionnaires de la Société, sauf disposition contraire des Statuts.

9.2. Chaque action donne droit à une voix.

9.3. A moins que la Loi ou les Statuts n'en disposent autrement, les résolutions des assemblées des actionnaires de la Société dûment convoquée seront valablement prises à la majorité simple des actions présentes ou représentées et participant au vote.

9.4. Une assemblée générale extraordinaire convoquée pour la modification des Statuts ne pourra valablement délibérer que si au moins la moitié du capital est représentée et que l'ordre du jour indique les propositions de modification des Statuts.

9.5. Si la première de ces conditions n'est pas remplie, une seconde assemblée est convoquée, de la manière prévue par les Statuts, par des avis publiés deux fois dans le Mémorial et dans deux journaux luxembourgeois, à quinze jours d'intervalle au moins et quinze jours avant l'assemblée. L'avis de convocation reprend l'ordre du jour et indique la date et l'issue de l'assemblée précédente. La seconde assemblée pourra valablement délibérer quelque soit le capital représenté. Au cours de chaque assemblée, les résolutions ne peuvent être prises que par une majorité représentant les deux tiers des actionnaires présents ou représentés.

9.6. La nationalité de la Société peut être modifiée et l'engagement de ses actionnaires augmenté uniquement avec l'accord unanime des actionnaires et obligataires de la Société.

9.7. Tout actionnaire pourra se faire représenter à toute assemblée des actionnaires de la Société en désignant une autre personne comme son mandataire par écrit, que ce soit par remise d'une procuration originale ou par télécopie, câble, télégramme ou télex.

9.8. Tout actionnaire peut participer à une assemblée des actionnaires de la Société par conférence téléphonique ou par tout autre moyen de communication similaire, ayant pour effet que toutes les personnes participant à la réunion peuvent s'entendre, se parler et délibérer dûment. Une telle participation sera assimilée à une présence physique.

9.9. Si tous les actionnaires de la Société sont présents ou représentés à une assemblée de actionnaires de la Société et considèrent avoir été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'assemblée pourra être tenue sans avis de convocation.

Art. 10. Administration.

10.1. La Société est administrée par un administrateur unique quand la Société n'a qu'un seul actionnaire ou par un conseil d'administration d'au moins trois (3) administrateurs, composé d'au moins un (1) administrateur de classe A et un (1) administrateur de classe B dans tous les autres cas. L'administrateur unique ou les membres du conseil d'administration n'ont pas besoin d'être actionnaires de la Société. Les administrateurs seront nommés pour un mandat de six ans maximum et seront rééligibles.

Chaque fois qu'une personne morale est nommée aux fonctions d'administrateur (la Personne Morale), la Personne Morale est tenue de nommer un représentant permanent en vue d'exercer son mandat d'administrateur en son nom et pour son propre compte (le Représentant). Le Représentant est soumis aux mêmes conditions et encourt la même responsabilité civile que s'il exerçait en son nom propre et pour son propre compte, sans préjudice de la responsabilité solidaire de la personne morale qu'il représente. La Personne Morale ne peut révoquer son représentant qu'en désignant simultanément son successeur.

10.2. L'administrateur unique et en cas de pluralité d'administrateurs, les membres du conseil d'administration seront nommés par le(s) actionnaire(s) lors d'une assemblée générale. L'(les) actionnaire(s) détermine(nt) également leur nombre, en considération de la première phrase de l'article 10.1 des Statuts, leur rémunération et la durée de leurs mandats. Un administrateur peut être révoqué à tout moment et de manière discrétionnaire par l'assemblée générale de(s) actionnaire(s) de la Société.

10.3. En cas de vacance d'un poste d'administrateur suite au décès, à la démission ou autrement de celui-ci, les administrateurs restants peuvent élire à la majorité un administrateur pour pourvoir au remplacement du poste vacant jusqu'à la prochaine assemblée générale de l'actionnaire/des actionnaires de la Société.

Art. 11. Réunions du conseil d'administration de la Société.

11.1. Encas de pluralité d'administrateurs, le conseil d'administration de la Société nomme parmi ses membres un président et peut nommer un secrétaire, administrateur ou non, responsable de la tenue des procès-verbaux des réunions du conseil d'administration de la Société et des assemblées générales de l'actionnaire/des actionnaires de la Société.

11.2. Le conseil d'administration est convoqué par le président ou par deux administrateurs, au lieu indiqué dans la lettre de convocation, qui sera, en principe, à Luxembourg.

11.3. La lettre de convocation pour toute réunion du conseil d'administration de la Société est donnée à l'ensemble des administrateurs au moins 24 (vingt-quatre) heures avant la date prévue pour la réunion, sauf en cas d'urgence, auquel cas la nature de ces circonstances est spécifiée brièvement dans la lettre de convocation de la réunion du conseil d'administration de la Société.

11.4. Une lettre de convocation n'est pas requise si tous les membres du conseil d'administration de la Société sont présents ou représentés au cours de la réunion et s'ils déclarent avoir été valablement informés et avoir connaissance de l'ordre du jour de la réunion. Avec l'accord unanime des administrateurs, il peut être renoncé à la procédure de convocation par écrit soit en original, soit par télécopie, câble, télégramme ou télex. Aucune convocation spéciale n'est requise pour des réunions tenues à une période et à un endroit approuvés dans une résolution du conseil d'administration précédemment adoptée.

11.5. Tout administrateur ne pouvant assister à une réunion du conseil d'administration peut mandater un autre administrateur par écrit soit en original, soit par télécopie, câble, télégramme ou télex.

11.6. Tout administrateur peut participer à une réunion du conseil d'administration de la Société par conférence téléphonique ou par tout autre moyen de communication similaire, ayant pour effet que toutes les personnes participant

à la réunion peuvent s'entendre, se parler et délibérer dûment. Une telle participation sera assimilée à une présence physique.

11.7. Le conseil d'administration de la Société ne peut délibérer et/ou agir valablement que si au moins la moitié des administrateurs de la Société, incluant un administrateur de classe A et un administrateur de classe B, sont présents ou représentés à une réunion du conseil d'administration de la Société. Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à la réunion. En cas d'égalité des votes, le président aura la voix prépondérante.

11.8. Les résolutions signées par tous les administrateurs produisent les mêmes effets que les résolutions prises à une réunion du conseil d'administration dûment convoquée et tenue. De telles signatures peuvent apparaître sur des documents séparés ou sur des copies multiples d'une résolution identique et peuvent résulter de lettres, téléfax ou télex..

Art. 12. Procès-verbaux des réunions du conseil d'administration de la Société.

12.1. Les procès-verbaux de chaque réunion du conseil d'administration de la Société seront signés par le président du conseil d'administration de la Société présidant la réunion ou par deux administrateurs de la Société.

12.2. Les copies ou extraits de ces procès-verbaux destinés à servir en justice ou ailleurs sont signés par le secrétaire (le cas échéant) ou par un administrateur de la Société.

Art. 13. Décisions de l'administrateur unique. Les décisions de l'administrateur unique sont prises par écrit.

Art. 14. Pouvoirs de l'administrateur unique ou du conseil d'administration de la Société. L'administrateur unique et en cas de pluralité d'administrateurs le conseil d'administration de la Société est investi des pouvoirs les plus larges afin d'accomplir tous les actes de disposition et d'administration dans l'intérêt de la Société. Tous les pouvoirs non expressément réservés par la Loi ou par les Statuts à l'assemblée générale de l'actionnaire/des actionnaires sont de la compétence de l'administrateur unique et en cas de pluralité d'administrateurs, du conseil d'administration de la Société.

Art. 15. Délégation de pouvoirs. L'administrateur unique, et en cas de pluralité d'administrateurs, le conseil d'administration de la Société est autorisé à nommer des fondés de pouvoir de la Société, sans l'autorisation préalable de l'assemblée générale de l'actionnaire/des actionnaires de la Société, pour l'exécution de missions spécifiques à tous les niveaux de la Société.

Art. 16. Représentation. La Société sera engagée, vis-à-vis des tiers, dans tous les actes par la signature individuelle de son administrateur unique ou, en cas de pluralité d'administrateurs, par la signature conjointe d'un administrateur de classe A et d'un administrateur de classe B dans tous les cas ou la signature conjointe ou la signature individuelle de toutes personnes auxquelles un pouvoir de signature a été donné conformément à l'article 15 des Statuts.

Art. 17. Conflit d'intérêts.

17.1 Aucun contrat ou aucune transaction entre la Société et une autre société ou entreprise ne sera affecté ou invalidé du fait qu'un ou plusieurs administrateurs de la Société y a un intérêt ou est un administrateur ou un employé de telle autre société ou entreprise.

17.2 Tout administrateur de la Société remplissant les fonctions d'administrateur ou étant employé dans une société ou entreprise avec laquelle la Société doit conclure un contrat ou entrer en relation d'affaires, sera pris en compte, prendra part au vote et agira par rapport à toutes questions relatives à tel contrat ou telle transaction, indépendamment de son appartenance à telle autre société ou entreprise.

17.3 Au cas où un administrateur de la Société à un intérêt personnel dans, ou contraire à toute transaction de la Société, celui-ci en informera le conseil d'administration de la Société et ne sera pas pris en compte ni ne votera eu égard à cette transaction. La prochaine assemblée générale de l'actionnaire/des actionnaires ratifiera ladite transaction.

17.4 Lorsque la Société comprend un actionnaire unique, l'article 17.3. n'est pas applicable et il est seulement fait mention dans un procès-verbal des opérations intervenues entre la Société et son administrateur ayant un intérêt opposé à celui de la Société.

17.5 L'article 17.3. and 17.4. ne sont pas applicables lorsque des décisions du conseil d'administration ou de l'administrateur concernent des opérations courantes et conclues dans des conditions normales.

Art. 18. Commissaire.

18.1 Les opérations de la Société seront surveillées par un ou plusieurs commissaires. Les Commissaires sont nommés par l'assemblée générale de l'actionnaire/des actionnaires pour un terme n'excédant pas six ans et seront rééligibles.

18.2 Les commissaires sont nommés par l'assemblée générale de l'actionnaire/des actionnaires de la Société qui détermine leur nombre, leur rémunération et la durée de leur mandat. Le(s) commissaire(s) en fonction peuvent être révoqués à tout moment et de manière discrétionnaire par l'assemblée générale de l'actionnaire/des actionnaires de la Société.

Art. 19. Exercice social. L'exercice social commencera le 1 er janvier de chaque année et se terminera le 31 décembre de chaque année.

Art. 20. Affectation des Bénéfices.

20.1 Il sera prélevé sur le bénéfice net annuel de la Société cinq pour cent (5%) qui seront affectés à la réserve légale. Ce prélèvement cessera d'être obligatoire lorsque la réserve légale aura atteint dix pour cent (10%) du capital social de la Société tel qu'il est fixé ou tel que celui-ci aura été augmenté ou réduit de temps à autre conformément à l'article 5 des Statuts.

20.2 Après le prélèvement affecté à la réserve légale, l'assemblée générale de l'actionnaire/des actionnaires de la Société décidera souverainement de l'affectation du solde restant du bénéfice net qui sera disponible afin d'être distribué. L'assemblée peut notamment, de manière discrétionnaire, décider de procéder à la distribution de dividendes.

20.3 Les dividendes sont payés en euros ou dans toute autre devise déterminée par l'administrateur unique, et en cas de pluralité d'administrateurs, le conseil d'administration de la Société et sont payés aux lieux et dates déterminés par l'administrateur unique, et en cas de pluralité d'administrateurs, le conseil d'administration. L'administrateur unique, et en cas de pluralité d'administrateurs, le conseil d'administration de la Société peut décider de payer des dividendes intérimaires sous les conditions et dans les limites fixées par la Loi.

Art. 21. Dissolution et Liquidation. La Société peut être en tout temps dissoute par une décision de l'assemblée générale de l'actionnaire/des actionnaires de la Société adoptée de la manière requise pour la modification des Statuts. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (personne physique ou morale) nommé(s) par l'assemblée générale de l'actionnaire/des actionnaires de la Société qui aura décidé de dissoudre la Société, et qui déterminera, le cas échéant, les pouvoirs et la rémunération du ou des liquidateurs.

Art. 22. Droit applicable. Toutes les questions qui ne sont pas régies expressément par les présents Statuts seront tranchées en application de la Loi.

Dispositions transitoires

Le premier exercice social commence aujourd'hui et se terminera le 31 décembre 2013.

La première assemblée générale annuelle se tiendra en 2014.

Souscription et Paiement

Les actions de la Société ont été souscrites comme suit:

(1) Travis Investment S.à r.l. sus-mentionnée:	31.000 actions
Total:	31.000 actions

Toutes les actions ont été entièrement libérées par paiement en numéraire, de sorte que le montant de trente et un mille euros (EUR 31.000) est à la libre disposition de la Société, ainsi qu'il a été prouvé au notaire instrumentaire.

Déclaration

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi, telle que modifiée, et en confirme expressément l'accomplissement. Il confirme en outre que ces Statuts sont conformes aux prescriptions de l'article 27 de la Loi.

Estimation des frais

Les parties comparantes déclarent que le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élèvent approximativement à la somme de huit cents euros [(800.- euros)].

Résolutions de l'actionnaire unique

Le comparant préqualifié, représentant l'intégralité du capital social souscrit, a de suite pris les résolutions suivantes:

(i) le nombre d'administrateurs de la Société est fixé à trois;

(ii) le nombre des commissaires aux comptes de la Société est fixé à un;

(iii) sont nommés administrateurs de classe A, pour une période de six ans:

a) Mme Barbara Neuerburg, employée privé, née le 18 mai 1979, à Krumbach (Allemagne), dont l'adresse professionnelle est située au 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg,

b) Mme Charlotte Lahaije-Hultman, employée privé, née le 24 mars 1975, à Barnap (Suede), dont l'adresse professionnelle est située au 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg,

est nommé administrateur de classe B, pour une période de six ans:

Mrs Marta Ventura, employée privé, née le 16 décembre 1981, à Lisbonne (Portugal), dont l'adresse professionnelle est située au 15, rue Edward Steichen, 4 th Floor, L-2540 Luxembourg,

(iv) est nommée commissaire aux comptes de la Société pour une période de six ans:

Viscomte S.à r.l., une société à responsabilité limitée de droit luxembourgeois dont le siège est établi à 15, rue Edward Steichen, L-2540 Luxembourg enregistrée au Registre de Commerce et des sociétés de Luxembourg sous le numéro B 164981

(v) le siège social de la société est fixé au 15 rue Edward Steichen , L-2540 Luxembourg.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la constate par les présentes qu'à la requête de la partie comparante, les présents Statuts sont rédigés en anglais suivis d'une version française; à la requête de la même partie et en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

Fait et passé à Ettelbruck, date qu'en tête des présentes.

En foi de quoi Nous, notaire soussigné, avons apposé notre signature et sceau le jour de l'année indiquée ci-dessus.

Et après lecture faite au représentant du comparant, ce représentant a signé avec le notaire le présent acte.

Signé: Gary HESS, Pierre PROBST

Enregistré à Diekirch, Le 7 décembre 2012. Relation: DIE/2012/14640. Reçu soixante-quinze euros 75,00.-€

Le Receveur pd (signé): Recken.

POUR EXPEDITION CONFORME, délivrée à la société sur demande et aux fins de publication au Mémorial.

Ettelbruck, le 19 décembre 2012.

Référence de publication: 2012166820/539.

(120219738) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2012.

Zenit International S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 113.273.

—

Les comptes 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.

ZENIT INTERNATIONAL S.A.
Alexis DE BERNARDI / Jean-Marc HEITZ
Administrateur / Administrateur

Référence de publication: 2012171227/12.

(120226001) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Zenit Investments S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 137.752.

—

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: 2012171228/10.

(120225511) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Zeta Finance S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 19, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 143.380.

—

RECTIFICATIF

Cette mention vient modifier le bilan au 31 DECEMBRE 2010, enregistré et déposé une première fois au Registre de Commerce et des Sociétés de Luxembourg en date du 17/11/2011 sous la référence L110182421.04 et enregistré et déposé à nouveau en date du 08/10/2012 sous la référence L120172573

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 28 décembre 2012.

Référence de publication: 2012171229/14.

(120225984) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

aeco atelier d'architecture, Société à responsabilité limitée,
(anc. ae co S.à r.l.).

Siège social: L-4011 Esch-sur-Alzette, 119, rue de l'Alzette.

R.C.S. Luxembourg B 164.160.

—

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

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

Esch-sur-Alzette, le 31 août 2012.

Pour la société

Anja HOLTZ

Le notaire

Référence de publication: 2013000002/14.

(120225193) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Atradius Credit Insurance, Succursale d'une société de droit étranger.

Adresse de la succursale: L-8010 Strassen, 270, route d'Arlon.

R.C.S. Luxembourg B 110.817.

—

Personne(s) ayant le pouvoir d'engager la société - Nomination

Organe: Conseil d'Administration

Nomination d'un nouvel administrateur:

Nom: van LINT Prénom(s): Christian Joseph Vincent, né le 22/01/1960 à 's-Hertogenbosch, Pays-Bas

Fonction: Administrateur

Adresse: 1, David Ricardostraat, 1066 JS Amsterdam, Pays-Bas

Luxembourg, le 28/12/2012.

Pierre-Henri Molle

Mandataire Général

Référence de publication: 2013000004/16.

(120225593) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Bassile Developpement S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 113.658.

—

Le 19 décembre 2012, Madame Elise LETHUILLIER, Messieurs Marc AMBROISIEN et Reinald LOUTSCH ont démissionné avec effet immédiat de leur mandat d'Administrateur de la société.

A la même date, H.R.T. Révision S.A., ayant son siège social au 163 rue du Kiem L-8030 Strassen, a démissionné avec effet immédiat de son poste de Commissaire aux Comptes de la société.

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

Luxembourg, le 19 décembre 2012.

Pour la Société

Banque Privée Edmond de Rothschild Europe

Signatures

Le domiciliataire

Référence de publication: 2013000006/17.

(120225341) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Corporate Asset Investment S.A., Société Anonyme.

R.C.S. Luxembourg B 87.370.

—

CLÔTURE DE LIQUIDATION

Extrait

Par jugement rendu en date du 15 novembre 2012, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Mi-

nistère Public en leurs conclusions, déclare closes pour absence d'actif les opérations de liquidation de la société anonyme CORPORATE ASSET INVESTMENT S.A., dont le siège social à L-1219 Luxembourg, 24, rue Beaumont, a été dénoncé en date du 31 décembre 2005.

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

Pour extrait conforme
Jonathan BURGER
Le liquidateur

Référence de publication: 2013000007/17.

(120225875) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Darcy Strategies S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 132.614.

—

Le 19 décembre 2012, Madame Elise LETHUILLIER, Messieurs Marc AMBROISIEN et Reinald LOUTSCH ont démissionné avec effet immédiat de leur mandat d'Administrateur de la société.

A la même date, H.R.T. S.A., ayant son siège social au 163 rue du Kiem, L-8030 Strassen, a démissionné avec effet immédiat de son poste de Commissaire aux Comptes de la société.

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

Luxembourg, le 19 décembre 2012.
Pour la Société
Banque Privée Edmond de Rothschild Europe
Signatures
Le domiciliataire

Référence de publication: 2013000008/17.

(120225337) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Darcy Strategies S.A., Société Anonyme.

R.C.S. Luxembourg B 132.614.

—

La Banque Privée Edmond de Rothschild Europe dénonce, avec effet immédiat en date du 19 décembre 2012, le siège de la société DARCY STRATEGIES S.A. établit au 16, Boulevard Emmanuel Servais, L-2535 Luxembourg enregistrée sous numéro R.C.S. Luxembourg B 132 614.

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

Luxembourg, le 19 décembre 2012.
Pour le Domiciliataire
Banque Privée Edmond de Rothschild Europe
Signatures

Référence de publication: 2013000009/14.

(120225356) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

F. 20 S. O. S. Techniques S.à r.l., Société à responsabilité limitée.

Siège social: L-3980 Wickrange, 7, rue des Trois Cantons.

R.C.S. Luxembourg B 132.828.

—

Constituée en date du 10/10/2007 suivant acte reçu par le notaire Robert SCHUMAN notaire de résidence à DIFFERDANGE

Acte de constitution publié au Mémorial C 267722B, Recueil des Sociétés et Associations le 22/11/2007

L'assemblée générale extraordinaire du 19/12/2012 a pris à l'unanimité les résolutions suivantes:

- Transfert du siège social de la société dans la même commune et dans la même rue, au numéro 7.

Le siège social est établi à L-3980 Wickrange, 7, rue des trois Cantons.

Wickrange, le 27/12/2012.
Pour extrait conforme
Signature

Référence de publication: 2013000011/16.

(120225508) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

F.08 EIE - Entreprise d'isolations et d'étanchéités, Société à responsabilité limitée.

Siège social: L-3980 Wickrange, 7, rue des Trois Cantons.

R.C.S. Luxembourg B 122.900.

—

Constituée en date du 07/12/2006 suivant acte reçu par le notaire Jean SECKLER notaire de résidence à JUNGLISTER

Acte de constitution publié au Mémorial C, Recueil des Sociétés et Associations le 22/02/2007

L'assemblée générale extraordinaire du 19/12/2012 a pris à l'unanimité les résolutions suivantes:

- Transfert du siège social de la société dans la même commune et dans la même rue, au numéro 7.

Le siège social est établi à L-3980 Wickrange, 7, rue des trois Cantons.

Wickrange, le 27/12/2012.

Pour extrait conforme

Signature

Référence de publication: 2013000012/16.

(120225504) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

F.24 Tendances Carrelages S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-3980 Wickrange, 7, rue des Trois Cantons.

R.C.S. Luxembourg B 152.726.

—

Constituée en date du 20/04/2010 suivant acte reçu par le notaire Karine REUTER notaire de résidence à REDANGE-ATTERT

Acte de constitution publié au Mémorial C 1214106, Recueil des Sociétés et Associations le 10/06/2010

L'assemblée générale extraordinaire du 19/12/2012 a pris à l'unanimité les résolutions suivantes:

- Transfert du siège social de la société dans la même commune et dans la même rue, au numéro 7.

Le siège social est établi à L-3980 Wickrange, 7, rue des trois Cantons.

Wickrange, le 27/12/2012.

Pour extrait conforme

Signature

Référence de publication: 2013000013/17.

(120225520) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Filmedis Sàrl, Société à responsabilité limitée.

Siège social: L-1117 Luxembourg, 51, rue Albert Ier.

R.C.S. Luxembourg B 165.999.

—

Le gérant déclare qu'en date du 18 juin 2012, Monsieur Abdelmalek SABI domicilié 12 Cannebière 13001 MARSEILLE France détient les 108 parts sociales du capital de la société pour les avoir acquises de Monsieur William SERRE

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

Référence de publication: 2013000014/10.

(120225367) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Hutchison Whampoa Europe Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.764.026.925,00.

Siège social: L-1728 Luxembourg, 7, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 73.153.

—

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

before Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg,

THERE APPEARED:

Hutchison Whampoa Luxembourg Holdings S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of Barbados and continued to the Grand Duchy of Luxembourg on February 10, 2010, having its registered office at 7, rue du Marché-aux-Herbes, L-1728 Luxembourg, Grand Duchy of Luxembourg, having a share capital of three hundred thirty-one thousand four hundred and forty-three Canadian dollars (CAD 331,443) and registered with the Luxembourg Register of Commerce and Companies under number B 151.364,

hereby represented by Neil McGee, residing in Luxembourg, by virtue of a proxy given under private seal.

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

The appearing party, represented as stated above, has requested the undersigned notary to record the following:

I. That Hutchison Whampoa Luxembourg Holdings S.à r.l. is the sole shareholder (the Sole Shareholder) of Hutchison Whampoa Europe Investments S.à r.l., a private limited liability company (société à responsabilité limitée) having its registered office at 7, rue du Marché-aux-Herbes, L-1728 Luxembourg, Grand Duchy of Luxembourg, having a share capital of EUR 1,764,026,900 and registered with the Luxembourg Register of Commerce and Companies under number B 73.153 (the Company), incorporated by a deed enacted on December 3, 1999, published in the Mémorial C, Recueil des Sociétés et Associations, number 120, page 5728 of February 4, 2000, whose Articles of Association have been amended by deed enacted on December 7, 1999, published in Mémorial C, Recueil des Sociétés et Associations, number 145, page 6925 on February 15, 2000, by deed enacted on March 15, 2000, published in the Mémorial C, Recueil des Sociétés et Associations, number 501, page 24025, on July 14, 2000, by deed enacted on March 14, 2001, published in the Mémorial C, Recueil des Sociétés et Associations, number 978, page 46905, on November 8, 2001, by deed enacted on December 31, 2001, published in the Mémorial C, Recueil des Sociétés et Associations, number 791, page 37953, on May 24, 2002, by deed enacted on June 14, 2002, published in the Mémorial C, Recueil des Sociétés et Associations, number 1298, page 62283, on September 7, 2002, by deed enacted December 3, 2010, published in the Mémorial C, Recueil des Sociétés et Associations, number 181, page 8659, on January 28, 2011, and by deed enacted December 7, 2011, published in the Mémorial C, Recueil des Sociétés et Associations, number 171, page 8166, on January 20, 2012.

II. That the Sole Shareholder holds all the shares in the share capital of the Company.

III. That the agenda of the meeting is worded as follows:

1. Increase of the share capital of the Company by an amount of twenty five Euros (EUR 25) in order to bring the share capital of the Company from its present amount of one billion seven hundred sixty four million twenty six thousand and nine hundred Euros (EUR 1,764,026,900), represented by seventy million five hundred sixty-one thousand and seventy six (70,561,076) shares of twenty five Euros (EUR 25) each, to one billion seven hundred sixty four million twenty six thousand and nine hundred and twenty-five Euros (EUR 1,764,026,925) by way of the issuance of one (1) new share of the Company of twenty five Euros (EUR 25) each;

2. Subscription for and payment of the newly issued share as specified under item 1. above by a contribution in kind;

3. Subsequent amendment to article six of the articles of association of the Company (the Articles) in order to reflect the increase of the share capital specified under item 1. above;

4. Amendment to the shareholders' register of the Company in order to reflect the above changes with power and authority given to any manager of the Company, each acting individually, to proceed for and on behalf of the Company with the registration of the newly issued share in the shareholders' register of the Company; and

5. Any other matters which are incidental to or are necessary to give legal effect to the transactions or documents referred to in items 1 to 4 above.

IV. The entirety of the share capital of the Company being represented at the present meeting, the Sole Shareholder considers itself as duly convened and declares to have perfect knowledge of the agenda which was communicated to it in advance and consequently waives all the rights and formalities it is entitled to for the convening of this meeting.

V. That the Sole Shareholder has taken the following resolutions:

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of twenty five euro (EUR 25) in order to bring the share capital of the Company from its present amount of one billion seven hundred sixty four million twenty six thousand nine hundred Euros (EUR 1,764,026,900), represented by seventy million five hundred sixty-one thousand and seventy six (70,561,076) shares of twenty five Euros (EUR 25) each, to one billion seven hundred sixty four million twenty six thousand nine hundred and twenty-five Euros (EUR 1,764,026,925) by way of the issuance of one (1) new share of the Company of twenty five Euros (EUR 25) each.

Second resolution

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

Subscription - Payment

Thereupon, the Sole Shareholder, prenamed and represented as stated above, declares that it subscribes to one (1) new share of the Company of twenty five Euros (EUR 25) each, and pays up such share by way of a contribution in kind consisting of a claim in an aggregate amount of seventy four million five hundred eighty five thousand three hundred and ninety four Euros (EUR 74,585,394) (the Claim), that the Sole Shareholder has against the Company. The Claim shall be allocated as follows:

(i) Twenty five Euros (EUR 25) is allocated to the share capital account of the Company; and

(ii) The remaining amount of seventy four million five hundred eighty five thousand three hundred and sixty nine Euros (EUR 74,585,369) is allocated to the share premium reserve account of the Company.

The valuation of the contribution in kind of the Claim is evidenced by inter alia, (i) the balance sheet of the Company dated November 30, 2012 and signed for approval by the management of the Company (the Balance Sheet) and (ii) a contribution certificate issued on the date hereof by the management of the Sole Shareholder and acknowledged and approved by the management of the Company.

The contribution certificate dated December [ ], 2012 issued by the management of the Sole Shareholder and the management of the Company in respect of the Claim states in essence that:

- the Claim contributed by the Sole Shareholder to the Company is shown on the attached balance sheet of the Sole Shareholder as per November 30, 2012 (the Sole Shareholder Balance Sheet);

- the Sole Shareholder is the sole owner of the Claim, is solely entitled to the Claim and possesses the power to dispose of the Claim;

- the Claim is certain and will be due and payable on its due date without deduction (certaine, liquide et exigible);

- based on Luxembourg generally accepted accounting principles, the Claim contributed to the Company per the attached Sole Shareholder Balance Sheet is valuated at least at seventy four million five hundred eighty five thousand three hundred and ninety four Euros (EUR 74,585,394). Since the Sole Shareholder Balance Sheet, no material changes have occurred which would have depreciated the value of the contribution made to the Company;

- the Claim contributed to the Company is freely transferable by the Sole Shareholder to the Company and is not subject to any restrictions or encumbered with any pledge or lien limiting its transferability or reducing its value; and

- all formalities to transfer the legal ownership of the Claim contributed to the Company have been or will be accomplished by the Sole Shareholder and upon the contribution of the Claim by the Sole Shareholder to the Company, the Company will become the full owner of the Claim, which will be extinguished by way of confusion in accordance with article 1300 of the Luxembourg Civil Code.

Such contribution certificate and a copy of the Balance Sheet of the Company, after signature "ne varietur" by the proxyholder of the appearing party and the undersigned notary, shall remain attached to this deed for the purpose of registration.

Third resolution

As a consequence of the preceding resolutions, the Sole Shareholder resolves to amend the article six of the Articles, so that it shall henceforth read as follows:

" **Art. 6.** The Company's share capital is set at EUR 1,764,026,925 (one billion seven hundred sixty-four million twenty-six thousand and nine hundred and twenty five Euros) represented by 70,561,077 (seventy million five hundred sixty-one thousand and seventy seven) shares of EUR 25 (twenty five Euros) each"

Fourth resolution

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

Estimate of costs

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

Prevailing version

The undersigned notary who understands and speaks English, states that on request of the above 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 discrepancies between the English and the French texts, the English version shall prevail.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille douze, le treize décembre,

Par devant Maître Joseph ELVINGER, notaire de résidence à Luxembourg, soussigné.

A comparu:

Hutchison Whampoa Luxembourg Holdings S.à r.l., une société à responsabilité limitée ayant son siège social au 7, rue du Marché-aux-Herbes, L-1728 Luxembourg, Grand Duché de Luxembourg, au capital de trois cent trente et un mille

quatre cent quarante trois Dollars Canadiens (CAD 331,443) immatriculée au Registre du commerce et des sociétés de Luxembourg sous le numéro B 151.364,

Représentée aux présentes par Neil McGee, demeurant à Luxembourg, en vertu d'une procuration sous seing privé,

Laquelle procuration, signée ne varietur par le mandataire et le notaire instrumentant restera annexée au présent acte pour être enregistrée en même temps.

Le comparant a requis le notaire soussigné de prendre acte de ce qui suit:

I. Hutchison Whampoa Luxembourg Holdings S.à r.l. est l'associé unique (L'associé unique) de Hutchison Whampoa Europe Investments S.à r.l. une société à responsabilité limitée ayant son siège social au 7, rue du Marché-aux-Herbes, L-1728 Luxembourg, Grand Duché de Luxembourg, au capital social de EUR 1.764.026.875 immatriculée au Registre du commerce et des sociétés de Luxembourg sous le numéro B 73.153 (la Société), constituée suivant acte du 3 décembre 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 120, page 5728 du 4 février 2000, dont les statuts ont été modifiés par acte du 7 décembre 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 145, page 6925 du 15 février, 2000, par acte du 15 mars, 2000, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 501, page 24025, le 14 juillet 2000, par acte du 14 mars 2001, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 978, page 46905, du 8 novembre 2001, par acte du 31 décembre 2001, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 791, page 37953, du 24 mai, 2002, et par acte du 14 juin, 2002, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1298, page 62283, du 7 septembre, 2002, et par acte du 3 décembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 181, page 8659, du 28 janvier 2011, et par acte du 7 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 171, page 8166, du 20 janvier 2012.

II. Que l'associé unique détient toutes les parts sociales de la Société.

III. Que l'ordre du jour est le suivant:

1 Augmentation du capital social à concurrence de vingt-cinq Euros (EUR 25,-) pour le porter de son montant actuel de un milliard sept cent soixante quatre millions vingt six mille neuf cents Euros (EUR 1.764.026.900,-) représenté par soixante dix millions cinq cent soixante et un mille soixante seize (70.561.076) parts sociales de vingt cinq Euros (EUR 25,-) chacune, à un milliard sept cent soixante quatre millions vingt six mille neuf cents vingt cinq Euros (EUR 1.764.026.925,-) par émission de une (1) part de la société de vingt-cinq Euros (EUR 25,-)

2 Souscription et libération de la nouvelle part par apport en nature,

3 Modification subséquente de l'article 6 des statuts afin de refléter cette augmentation de capital.

4 Modification du registre des associés afin de refléter les changements ci-dessus, pouvoir et autorité consentis à tout gérant de la société pouvant agir individuellement à l'effet de transcrire l'émission de cette nouvelle part dans le registre d'associés de la société.

5 Toutes autres modifications utiles ou nécessaires aux opérations ci-dessus.

IV. Que l'entièreté du capital étant représentée l'associé unique se déclare dument convoqué et avoir eu connaissance de l'ordre du jour ci-dessus.

V. Que l'associé unique a pris les résolutions suivantes:

Première résolution:

L'associé unique décide d'augmenter le capital social souscrit à concurrence de vingt-cinq Euros (EUR 25,-) pour le porter de son montant actuel de un milliard sept cent soixante quatre millions vingt six mille neuf cents Euros (EUR 1.764.026.900,-) représenté par soixante dix millions cinq cent soixante et un mille soixante seize (70.561.076) parts sociales de vingt cinq Euros (EUR 25,-) chacune, à un milliard sept cent soixante quatre millions vingt six mille neuf cents vingt cinq Euros (EUR 1.764.026.925,-) par émission de une (1) part de la société de vingt-cinq Euros (EUR 25,-), à souscrire et à libérer intégralement par renonciation à due concurrence à une créance certaine, liquide et exigible, existant à charge de la société au profit de l'associé unique.

Deuxième résolution:

L'associé unique tel que représenté déclare souscrire à la part nouvelle et la libérer comme suit.

Intervention - Souscription - Libération

Intervient ensuite aux présentes l'associé unique prénommé, tel que représenté a déclaré souscrire à une (1) part nouvelle et la libérer intégralement par renonciation définitive et irrévocable à une créance certaine, liquide et exigible, existant à son profit et à charge de la société "Hutchison Whampoa Europe Investments S. à r.l.", prédésignée, et en annulation de cette même créance d'un montant global de soixante quatorze millions cinq cent quatre-vingt cinq mille trois cent quatre vingt quatorze Euros (EUR 74.585.394,-), (i) EUR 25,- étant alloués au capital et (ii) le solde soit EUR 74.585.369,- étant alloué au compte prime d'émission de la Société. L'associé unique déclare que cet apport en nature existe réellement et que sa valeur est au moins égale à l'augmentation de capital.

La justification de l'existence, du montant de la dite créance et de la renonciation a été rapportée au notaire instrumentant par la production d'un état comptable de la société à la date du 23 novembre 2011 où la dette afférente apparaît, et par un certificat issu par le conseil de gérance de l'associé unique.

Troisième résolution:

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, l'associé unique décide de modifier l'article six des statuts pour lui donner la teneur suivante:

" **Art. 6.** Le capital social est fixé à un milliard sept cent soixante quatre millions vingt six mille neuf cents vingt cinq Euros (EUR 1.764.026.925,-) divisé en soixante dix millions cinq cent soixante et un mille soixante dix sept (70.561.077) parts sociales de vingt-cinq Euros (EUR 25,-) chacune."

Quatrième résolution:

L'associé unique décide de modifier le registre des associés afin de refléter les résolutions précédentes, pouvoir étant conféré à tout gérant de la société pouvant agir individuellement à l'effet de procéder à ces modifications. Plus rien n'étant à l'ordre du jour, la séance est levée.

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de sept mille euros.

Version prépondérante

Le notaire soussigné qui connaît la langue anglaise constate que sur demande du comparant le présent acte est rédigé en langue anglaise suivi d'une version française. Sur demande du même comparant et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, passé à Luxembourg, les jours, mois et an qu'en tête des présentes. Et après lecture faite au comparant, il a signé avec Nous notaire la présente minute.

Signé: N. MCGEE, J. ELVINGER

Enregistré à Luxembourg A.C. le 14 décembre 2012. Relation: LAC/2012/59939. Reçu soixante-quinze euros (75.- €)

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée à la société sur sa demande

Luxembourg, 20 décembre 2012.

Référence de publication: 2012166823/205.

(120221006) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2012.

Filmedis Sàrl, Société à responsabilité limitée.

Siège social: L-1117 Luxembourg, 51, rue Albert Ier.

R.C.S. Luxembourg B 165.999.

—

L'assemblée générale des associés du 18 juin 2012 décide de nommer en qualité de gérant pour une durée indéterminée Monsieur Abdelmalek SABI domicilié 12 Cannebière 13001 MARSEILLE France à compter de ce jour en remplacement de Monsieur William SERRE démissionnaire

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

Référence de publication: 2013000015/11.

(120225367) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

F26 Lux Bati Travaux S.à r.l., Société à responsabilité limitée.

Siège social: L-3980 Wickrange, 7, rue des Trois Cantons.

R.C.S. Luxembourg B 168.473.

—

Constituée en date du 02/04/2012 suivant acte reçu par le notaire Francis KESSELER notaire de résidence à ESCH-SUR-ALZETTE.

Acte de constitution publié au Mémorial C 1381046, Recueil des Sociétés et Associations le 04/06/2012

L'assemblée générale extraordinaire du 19/12/2012 a pris à l'unanimité les résolutions suivantes:

- Transfert du siège social de la société dans la même commune et dans la même rue, au numéro 7.

Le siège social est établi à L-3980 Wickrange, 7, rue des trois Cantons.

Wickrange, le 27/12/2012.

Pour extrait conforme

Signature

Référence de publication: 2013000016/16.

(120225528) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

I.17 Ennert de Steiler S.à.r.l., Société à responsabilité limitée.

Siège social: L-3980 Wickrange, 7, rue des Trois Cantons.

R.C.S. Luxembourg B 79.746.

—

Constituée en date du 12 décembre 2000 suivant acte reçu par le notaire Me Seckler notaire de résidence à Junglinster.

Acte de constitution publié au Mémorial C 576, Recueil des Sociétés et Associations le 26 juillet 2001.

L'assemblée générale extraordinaire du 30 novembre 2012 a pris à l'unanimité les résolutions suivantes:

- Transfert du siège social de la société dans la même commune et dans la même rue, au numéro 7.

Le siège social est établi à L-3980 Wickrange, 7, rue des trois Cantons.

Wickrange, le 27 décembre 2012.

Pour extrait conforme

Signature

Référence de publication: 2013000017/15.

(120225466) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Inspiration & Information Sàrl, Société à responsabilité limitée.

Siège social: L-7243 Bereldange, 83, rue du Dix Octobre.

R.C.S. Luxembourg B 160.110.

—

Il y a eu un changement dans la structure / répartition des parts

Mark Oliver - 49 Parts sociales

Mandy Oliver - 51 Parts sociales

02 janvier 2012.

Luxembourg, le 02 janvier 2012.

Mark Oliver

Gérant

83 Rue du X Octobre

Luxembourg L-7243

Référence de publication: 2013000019/16.

(120225422) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

KPI Residential Property 12 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2180 Luxembourg, 6, rue Jean Monnet.

R.C.S. Luxembourg B 112.706.

—

CLÔTURE DE LIQUIDATION

Extrait des résolutions prises par les associés de la société en date du 4 décembre 2012

Par les résolutions du 4 décembre 2012, les associés de la société ont décidés:

- que la clôture de la société à responsabilité limitée KPI Residential Property 12 S.à r.l., ayant son siège social à 6, rue Jean Monnet, L-2180 Luxembourg, a été prononcée et que la Société est à considérer comme définitivement clôturée et liquidée;

- que les livres et documents sociaux seront conservés pendant cinq ans à 6, rue Jean Monnet, L-2180 Luxembourg;

- que les fonds restants dans la société seront utilisés pour régler les factures en suspens et que le solde bancaire ultérieur sera versé aux actionnaires;

- que le compte bancaire sera clôturé en finalité de tous les paiements.

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

Luxembourg, le 27 décembre 2012.

Mark Dunstan

Managing Director

Référence de publication: 2013000020/22.

(120225648) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

KPI Retail Property 5 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2180 Luxembourg, 6, rue Jean Monnet.

R.C.S. Luxembourg B 108.115.

—

CLÔTURE DE LIQUIDATION

Extrait des résolutions prises par l'associé de la société en date du 28 décembre 2012

Par les résolutions du 28 décembre 2012, l'associé de la société a décidé:

- que la clôture de la société à responsabilité limitée KPI Retail Property 5 S.à r.l., ayant son siège social à 6, rue Jean Monnet, L-2180 Luxembourg, a été prononcée et que la Société est à considérer comme définitivement clôturée et liquidée;

- que les livres et documents sociaux seront conservés pendant cinq ans à 6, rue Jean Monnet, L-2180 Luxembourg;

- que les fonds restants dans la société seront utilisés pour régler les factures en suspens et que le solde bancaire ultérieur sera versé aux actionnaires;

- que le compte bancaire sera clôturé en finalité de tous les paiements.

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

Luxembourg, le 28 décembre 2012.

Mark Dunstan

Managing Director

Référence de publication: 2013000021/22.

(120225646) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Lavena 1 S.àr.l., Société à responsabilité limitée.

Capital social: EUR 997.650.000,00.

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

R.C.S. Luxembourg B 123.983.

—

Extrait du procès-verbal de l'assemblée générale annuelle des associés de la Société du 13 décembre 2012

Il résulte du procès-verbal de l'assemblée générale annuelle des associés de la Société du 13 décembre 2012 que:

- Les associés ont accepté la démission de Séverine Michel, en tant que gérante de classe A de la Société, avec effet au 20 décembre 2012;

- Les associés ont nommé Cédric Pedoni, né le 24 mars 1975 à Villerupt, France, ayant son adresse professionnelle au 282, route de Longwy, L-1940 Luxembourg, en tant que nouveau gérant de classe A de la Société, avec effet au 20 décembre 2012 et pour une durée indéterminée.

Il en résulte qu'à compter du 20 décembre 2012, le conseil de gérance de la Société est composé comme suit:

- Cédric Pedoni, gérant de classe A
- Kees Jager, gérant de classe A
- Stefan Lambert, gérant de classe B
- Wolfgang Zettel, gérant de classe B

Séverine Michel

Gérante de classe A

Référence de publication: 2013000022/22.

(120225307) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Lavena 2 S.àr.l., Société à responsabilité limitée.

Capital social: EUR 997.595.175,00.

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

R.C.S. Luxembourg B 123.671.

—

Extrait des résolutions adoptées par l'associé unique de la Société le 13 décembre 2012

Il résulte des résolutions de l'associé unique du 13 décembre 2012 que:

- L'associé unique a accepté la démission de Séverine Michel, en tant que gérante de classe A de la Société, avec effet au 20 décembre 2012;

- L'associé unique a nommé Cédric Pedoni, né le 24 mars 1975 à Villerupt, France, ayant son adresse professionnelle au 282, route de Longwy, L-1940 Luxembourg, en tant que nouveau gérant de classe A de la Société, avec effet au 20 décembre 2012 et pour une durée indéterminée.

Il en résulte qu'à compter du 20 décembre 2012, le conseil de gérance de la Société est composé comme suit:

- Cédric Pedoni, gérant de classe A
- Kees Jager, gérant de classe A
- Stefan Lambert, gérant de classe B
- Wolfgang Zettel, gérant de classe B

Séverine Michel
Gérante de classe A

Référence de publication: 2013000023/22.
(120225318) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 décembre 2012.

Maglear Limited S.A., Société Anonyme.

Siège social: L-1650 Luxembourg, 10, avenue Guillaume.
R.C.S. Luxembourg B 72.377.

—

J'ai le regret de vous informer que je renonce par la présente à mes fonctions d'administrateur au sein de votre société, avec effet immédiat.

Luxembourg, le 1 er décembre 2012. Luisella MORESCHI.

Référence de publication: 2013000395/10.
(120226292) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2012.

HWB Consulting & Real Estate S.à r.l., Société à responsabilité limitée,
(anc. HWB Accounting S.à r.l.).

Siège social: L-5485 Wormeldange-Haut, 3, Wengertswee.
R.C.S. Luxembourg B 57.903.

—

Im Jahre zweitausendzwölf, den dreizehnten Dezember.

Vor dem unterzeichneten Notar Carlo GOEDERT, mit dem Amtswohnsitz zu Grevenmacher.

Ist erschienen:

Herr Jean-Guy BRAND, Diplom-Kaufmann, geboren am 28. November 1956 in Trier (Deutschland), wohnhaft in L-5485 Wormeldange-Haut, 3, Wengertswee.

Welcher Komparent erklärt zu handeln in seiner Eigenschaft als einziger Gesellschafter der Gesellschaft mit beschränkter Haftung «HWB ACCOUNTING S.ä r.l.» mit Sitz in L-5365 Munsbach, 2, rue Gabriel Lippmann, eingetragen im Handelsregister Luxemburg unter der Nummer B 57903,

gegründet gemäss Urkunde aufgenommen durch den Notar Andre-Jean-Joseph Schwachtgen, mit damaligem Amtswohnsitz in Luxemburg, am 23. Dezember 1996, veröffentlicht im Mémorial C Recueil Spécial des Sociétés et Associations, Nummer 230 vom 9. Mai 1997, zuletzt abgeändert gemäss Urkunde aufgenommen durch den Notar Paul Bettingen, mit Amtswohnsitz in Niederanven, am 12. April 2012, veröffentlicht im Mémorial C Recueil Spécial des Sociétés et Associations, Nummer 1262 vom 22. Mai 2012.

Das Gesellschaftskapital im Betrag von zwölftausendfünfhundert (12.500.-) Euro ist eingeteilt in fünfhundert (500) Gesellschaftsanteile zu je fünfundzwanzig (25.-€) Euro pro Anteil.

Der alleinige Gesellschafter erklärt eine Generalversammlung der Gesellschaft abzuhalten und ersucht den amtierenden Notar folgende Beschlüsse zu beurkunden:

Erster Beschluss

Der alleinige Gesellschafter beschliesst die Gesellschaftsbezeichnung von «HWB ACCOUNTING S.à r.l.» in «HWB CONSULTING & REAL ESTATE S.à r.l.» abzuändern.

Zweiter Beschluss

Auf Grund des vorhergehenden Beschlusses wird der Artikel zwei (2) der Satzungen wie folgt abgeändert:

« **Art. 2.** Die Gesellschaft nimmt den Namen «HWB CONSULTING & REAL ESTATE S.à r.l.» an.»

Dritter Beschluss

Der alleinige Gesellschafter beschliesst den Sitz der Gesellschaft von L-5365 Munsbach, 2, rue Gabriel Lippmann nach L-5485 Wormeldange-Haut, 3, Wengertswee zu verlegen.

Vierter Beschluss

Infolge der obigen Sitzverlegung, erklärt der alleinige Gesellschafter Artikel drei (3) der Satzungen, wie folgt abzuändern:

« **Art. 3.** Der Sitz der Gesellschaft befindet sich in der Gemeinde Wormeldange (Großherzogtum Luxemburg).»

Fünfter Beschluss

Der alleinige Gesellschafter beschliesst den Zweck der Gesellschaft zu ergänzen mit folgendem Zusatz: «Darüber hinaus kann die Gesellschaft Geschäfte jeglicher Art, ohne Begrenzung und/oder Einschränkung ausführen. Insbesondere kann sie Immobilien und Unternehmensbeteiligungen erwerben und veräussern.»

Sechster Beschluss

Auf Grund des vorhergehenden Beschlusses wird der Artikel vier (4) der Satzungen wie folgt abgeändert:

« **Art. 4.** Zweck der Gesellschaft ist die Ausführung jeglicher Dienstleistungen im Bereich der Buchhaltung für Rechnung Dritter. Die Gesellschaft kann darüber hinaus alle mit ihrem Gesellschaftszweck direkt oder indirekt in Zusammenhang stehenden Aktivitäten ausführen. Darüber hinaus kann die Gesellschaft Geschäfte jeglicher Art, ohne Begrenzung und/oder Einschränkung ausführen. Insbesondere kann sie Immobilien und Unternehmensbeteiligungen erwerben und veräussern.»

Siebter Beschluss

Der alleinige Gesellschafter beschliesst Frau Cornelia BRAND, geborene BÖHMER, Lehrerin, geboren in Velbert (Deutschland) am 28. Juni 1960, wohnhaft in L-5485 Wormeldange-Haut, 3, Wengertswee als Geschäftsführerin der Gesellschaft «HWB CONSULTING & REAL ESTATE S.à r.l.» mit sofortiger Wirkung auf unbestimmte Dauer zu ernennen.

Herr Jean-Guy BRAND bleibt ebenfalls Geschäftsführer der Gesellschaft.

Die Gesellschaft wird in allen Fällen vertreten und rechtsgültig verpflichtet durch die alleinige Unterschrift eines der beiden Geschäftsführer.

Achter Beschluss

Der alleinige Gesellschafter erklärt, dass der Wohnsitz von Herrn Jean-Guy BRAND sich nicht in L-5365 Munsbach, 2, rue Gabriel Lippmann sondern in L-5485 Wormeldange-Haut, 3, Wengertswee, befindet.

Kosten

Die Kosten und Honorare der gegenwärtigen Urkunde sind zu Lasten der Gesellschaft.

WORÜBER URKUNDE, Aufgenommen wurde zu Grevenmacher, Datum wie eingangs erwähnt,

Und nach Vorlesung alles Vorstehenden an den dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannten Komparenten, hat derselbe gegenwärtige Urkunde mit Uns Notar unterschrieben.

Gezeichnet: J.G. BRAND, C. GOEDERT.

Enregistré à Grevenmacher, le 14 décembre 2012. Relation: GRE/2012/4733. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): SCHLINK.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, zwecks Hinterlegung auf dem Handels - und Gesellschaftsregister, und zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations erteilt.

Grevenmacher, den 19. Dezember 2012. C. GOEDERT.

Référence de publication: 2012166844/69.

(120219958) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2012.

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

Siège social: L-9706 Clervaux, 2A/46, route d'Eselborn.

R.C.S. Luxembourg B 122.580.

—

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

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

Référence de publication: 2013000297/9.

(120226022) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2012.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck