SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

MEMORIAL
Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL
Amtsblatt des Großherzogtums Luxemburg

R E C U E I L   D E S   S O C I E T E S   E T   A S S O C I A T I O N S

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° 334 **12 février 2013**

SOMMAIRE

Grund Beteiligungen A.G., Société Anonyme.

Siège social: L-1212 Luxembourg, 3, rue des Bains.

R.C.S. Luxembourg B 143.920.

Les comptes annuels abrégés de la société au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013005367/10.

(130005329) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2013.

Habacker LogPark Holding S. à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 134.784.

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: 2013005370/10.

(130005584) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2013.

Habacker LogPark Site Five S. à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 135.029.

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: 2013005372/10.

(130005589) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2013.

Habacker LogPark Site Four S. à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 135.028.

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: 2013005373/10.

(130005590) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2013.

Domtar Luxembourg Investments Sàrl, Société à responsabilité limitée.

Capital social: USD 10.609.000,00.

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

R.C.S. Luxembourg B 173.690.

EXTRAIT

Conformément à l'assemblée générale tenue en date du 18 décembre 2012, Madame Michelle Salo née le 16 décembre 1968 à Montréal (Canada), demeurant professionnellement au 8081 Arco Corporate Drive, Suite 330, Raleigh, NC 27617 (Etats-Unis), a été nommée gérante de classe A pour une durée indéterminée.

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

Pour Domtar Luxembourg Investments Sàrl

Référence de publication: 2013003778/14.

(130004081) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2013.

Expander S.A., Société Anonyme.

Siège social: L-8041 Strassen, 65, rue des Romains.

R.C.S. Luxembourg B 51.825.

Le siège social de la société a été transféré avec effet immédiat, à l'adresse suivante:

65, Rue des Romains

L-8041 Strassen

Strassen, le 1 er mars 2012.

EXPANDER SA (en liquidation volontaire)

Référence de publication: 2013004626/12.

(130004851) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2013.

FCA Sport S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 4, Grand-rue.

R.C.S. Luxembourg B 167.413.

Le siège social de la société est transféré au 4 Grand Rue à L-1660 Luxembourg.

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

Luxembourg, le 14 décembre 2012.

Pour la société

Signature

Référence de publication: 2013004633/12.

(130004387) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2013.

ESO Capital Luxembourg Holdings II S.à r.l., Société à responsabilité limitée.

Capital social: EUR 820.000,00.

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

R.C.S. Luxembourg B 133.069.

Le présent document est établi en vue de mettre à jour les informations inscrites auprès du Registre de Commerce et des Sociétés de Luxembourg concernant:

- Monsieur Richard Butler, Gérant de classe A de la société, dont l'adresse professionnelle est désormais située au Palladium House, 2 nd Floor, 1-4 Argyll Street, London W1F 7TA.

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

Luxembourg, le 9 janvier 2013.

Pour ESO Capital Luxembourg Holdings II S.à r.l.

Signatures

Référence de publication: 2013004616/16.

(130004603) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2013.

Luxembourg Central Station Centre, Société Anonyme.

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

R.C.S. Luxembourg B 173.943.

Il est porté à la connaissance de tous que l'adresse de Monsieur Paulo Dias, administrateur, a changé avec effet au 1 er janvier 2013. Sa nouvelle adresse est la suivante:

21 Chemin de la Crota

CH-1295 Mies

Suisse

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

Pour la société

Référence de publication: 2013006233/14.

(130006348) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Kamille S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 104.167.

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

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

Luxembourg, le 10 janvier 2013. Stéphanie Paché.

Référence de publication: 2013006218/10.

(130006389) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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

Siège social: L-4740 Pétange, 5, rue Prince Jean.

R.C.S. Luxembourg B 145.400.

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

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

Signature.

Référence de publication: 2013006219/10.

(130006930) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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

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

R.C.S. Luxembourg B 143.155.

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

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

Signature
Un Mandataire

Référence de publication: 2013006217/11.

(130006380) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Ivanmalo Invest S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 105.341.

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

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

Luxembourg, le 11 janvier 2013. Stéphanie Paché.

Référence de publication: 2013006209/10.

(130006607) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

L.B.G. S.à.r.l., Société à responsabilité limitée.

Siège social: L-6182 Gonderange, 34, route d'Echternach.

R.C.S. Luxembourg B 42.098.

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.

FIDUCIAIRE ROLAND KOHN S.à.r.l.
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2013006224/13.

(130006176) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Luxfield Investissement S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.

R.C.S. Luxembourg B 92.740.

Les comptes annuels, les comptes de Profits et Pertes ainsi que les Annexes de l'exercice cloturant en date du 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.

L'Organe de Gestion

Référence de publication: 2013006253/11.

(130006651) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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

Siège social: L-4740 Pétange, 5, rue Prince Jean.

R.C.S. Luxembourg B 144.652.

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

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

Signature.

Référence de publication: 2013006249/10.

(130006931) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Loevarth Invest S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 133.107.

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

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

Luxembourg, le 11 janvier 2013.

Stéphanie Paché.

Référence de publication: 2013006245/10.

(130006738) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Los Ceibos S.A., Société Anonyme.

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

R.C.S. Luxembourg B 148.912.

- Monsieur Eduardo Varela, administrateur, demeure désormais professionnellement au Stampfenbachstrasse 138, CH-8006 Zurich, Suisse.

Pour extrait sincère et conforme

Référence de publication: 2013006246/10.

(130006310) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

L'Aiglon S.à r.l., Société à responsabilité limitée.

Siège social: L-1260 Luxembourg, 14, rue de Bonnevoie.

R.C.S. Luxembourg B 137.512.

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.

FIDUCIAIRE ROLAND KOHN S.à.r.l.
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2013006226/13.

(130006148) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Luxfield Investissement S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.

R.C.S. Luxembourg B 92.740.

Les comptes annuels, les comptes de Profits et Pertes ainsi que les Annexes de l'exercice cloturant en date du 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

L'Organe de Gestion

Référence de publication: 2013006254/11.

(130006652) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Luxfield Investissement S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.

R.C.S. Luxembourg B 92.740.

Les comptes annuels, les comptes de Profits et Pertes ainsi que les Annexes de l'exercice cloturant en date du 31/12/2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

L'Organe de Gestion

Référence de publication: 2013006255/11.

(130006653) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

M.C. Facades S.à r.l., Société à responsabilité limitée.

Siège social: L-2442 Luxembourg, 340, rue de Rollingergrund.

R.C.S. Luxembourg B 160.016.

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 M.C. FACADES S.A.
FIDUCIAIRE DES PME SA

Référence de publication: 2013006256/11.

(130006097) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

LLH S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 71.297.

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

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

Luxembourg, le 3 octobre 2012.
SG AUDIT SARL

Référence de publication: 2013006241/11.

(130006165) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Mathy Invest S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 105.379.

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

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

Luxembourg, le 10 janvier 2013. Stéphanie Paché.

Référence de publication: 2013006258/10.

(130006388) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Molin Venice S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2310 Luxembourg, 6, avenue Pasteur.

R.C.S. Luxembourg B 117.452.

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

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

Signature.

Référence de publication: 2013006266/10.

(130006842) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Munksjö Luxembourg Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 106.649.

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

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

Signature

Un Mandataire

Référence de publication: 2013006269/11.

(130006402) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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

Capital social: EUR 15.000,00.

Siège social: L-2320 Luxembourg, 21, boulevard de la Pétrusse.

R.C.S. Luxembourg B 151.406.

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

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

MARANI S.à r.l.

Société à responsabilité limitée

Référence de publication: 2013006271/11.

(130006899) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Porte S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 104.919.

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

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

Luxembourg, le 11 janvier 2013.

Stéphanie Paché.

Référence de publication: 2013006350/10.

(130006733) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Molotov Design Sàrl, Société à responsabilité limitée.

Siège social: L-7619 Larochette, 30, rue de Medernach.

R.C.S. Luxembourg B 158.924.

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

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

Pour MOLOTOV DESIGN SARL

FIDUCIAIRE DES PME SA

Référence de publication: 2013006285/11.

(130006191) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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

Siège social: L-8437 Steinfort, 60, rue de Koerich.

R.C.S. Luxembourg B 128.571.

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

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

Luxembourg, le 10 janvier 2013

Référence de publication: 2013006292/10.

(130006113) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

MULLER Charles S.à.r.l., Société à responsabilité limitée.

Siège social: L-9147 Erpeldange, Zone Industrielle In Diefert.

R.C.S. Luxembourg B 96.264.

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.

Un mandataire

Référence de publication: 2013006293/10.

(130006365) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Nive I, Société à responsabilité limitée unipersonnelle.

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

R.C.S. Luxembourg B 149.473.

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

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

Signature
Un Mandataire

Référence de publication: 2013006297/11.

(130006381) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Northstar Associates, Société à responsabilité limitée unipersonnelle.

Siège social: L-2520 Luxembourg, 21, allée Scheffer.

R.C.S. Luxembourg B 134.759.

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 11 janvier 2013. Phill Williams.

Référence de publication: 2013006299/10.

(130006782) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

ÖkoWorld Lux S.A., Société Anonyme.

Siège social: L-6637 Wasserbillig, 44, Esplanade de la Moselle.

R.C.S. Luxembourg B 52.642.

Die Bilanz zum 31. Dezember 2011 und die Gewinn- und Verlustrechnung für das am 31. Dezember 2011 abgelaufene Geschäftsjahr wurden beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 10. Januar 2013.

Für ÖkoWorld Lux S.A.
Ein Bevollmächtigter

Référence de publication: 2013006309/13.

(130006157) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Nicolas & Heidesch S.à r.l., Société à responsabilité limitée.

Siège social: L-8811 Bilsdorf, 26, rue Abbé Neuens.

R.C.S. Luxembourg B 134.267.

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

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

Signature.

Référence de publication: 2013006303/10.

(130006749) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

O-Participations SA, Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 97.635.

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

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

Luxembourg, le 11 janvier 2013.

Stéphanie Paché.

Référence de publication: 2013006308/10.

(130006735) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Oekotec, Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 17B, rue Gabriel Lippmann.

R.C.S. Luxembourg B 88.504.

L'associé a pris la décision suivante le 1 er janvier 2013:

L'adresse du siège social est transférée au 17b rue Gabriel Lippmann à L-5365 MUNSBACH.

Pour extrait conforme

Référence de publication: 2013006314/10.

(130006465) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Optique Milbert S.à r.l., Société à responsabilité limitée.

Siège social: L-5532 Remich, 3, rue Enz.

R.C.S. Luxembourg B 115.892.

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 Optique Milbert S.à r.l.

FIDUCIAIRE DES PME SA

Référence de publication: 2013006310/11.

(130006280) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

New Brand Inv S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 60, Grand-rue.

R.C.S. Luxembourg B 140.368.

Extrait des résolutions prises lors de l'assemblée générale extraordinaire tenue au siège social en date du 28 décembre 2012

Madeleine SARLETTE est démissionnaire du mandat d'administrateur avec effet Immédiat. MATRICE INTERNATIONAL SA, n° B 80362, 60 Grand-rue à L-1660 Luxembourg, est nommé administrateur en remplacement jusqu'à l'assemblée générale qui se tiendra en 2016.

Pour extrait sincère et conforme

EASIT S.A.

Référence de publication: 2013006301/13.

(130006876) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Pâtisserie Schumacher S.A., Société Anonyme.

Siège social: L-5485 Wormeldange-Haut, 1, rue Kundel.

R.C.S. Luxembourg B 68.810.

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: 2013006321/10.

(130006304) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

P.O. Consulting, Société à responsabilité limitée.

Siège social: L-1528 Luxembourg, 8, boulevard de la Foire.

R.C.S. Luxembourg B 155.197.

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: 2013006322/10.

(130006568) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

P.C.E., Parriaux Consulting Europe S.à r.l., Société à responsabilité limitée.

Siège social: L-1510 Luxembourg, 93, avenue de la Faiencerie.

R.C.S. Luxembourg B 127.202.

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

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

Signature.

Référence de publication: 2013006339/10.

(130006744) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Petrusse Estates S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 140, boulevard de la Pétrusse.

R.C.S. Luxembourg B 137.663.

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.

24, rue Léon Kauffman L-1853 Luxembourg
Mandataire

Référence de publication: 2013006328/11.

(130006403) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Proprio S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 12D, Impasse Drosbach.

R.C.S. Luxembourg B 85.960.

EXTRAIT

Par décision du Conseil d'Administration du 14 décembre 2012

- Le siège social de la société Proprio S.A. est transféré avec effet au 16 décembre 2012 du 60 Grand-Rue, 1 er étage, L-1660 Luxembourg au 12D Impasse Droobach, L-1882 Luxembourg.

Luxembourg, le 14 décembre 2012.
Pour Proprio S.A.

Référence de publication: 2013006336/13.

(130006614) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Lovelace Consulting, Société à responsabilité limitée.

Siège social: L-9011 Ettelbruck, 144, rue de Bastogne.

R.C.S. Luxembourg B 154.314.

—

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

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

Signature.

Référence de publication: 2013006230/10.

(130006740) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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

Capital social: EUR 12.500,00.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 107.493.

—

Le bilan et l'annexe au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour la société
Un gérant

Référence de publication: 2013006236/11.

(130006183) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Laranaga Holding S.A., Société Anonyme Holding.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 46.132.

—

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

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

Signature.

Référence de publication: 2013006238/10.

(130006824) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Mirowert S.A., Société Anonyme.

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

R.C.S. Luxembourg B 128.476.

—

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

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

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2013006283/10.

(130006633) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Menuiserie Faber & Fils, Société à responsabilité limitée.

Siège social: L-6680 Mertert, 35, rue Haute.

R.C.S. Luxembourg B 13.622.

—

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.

FIDUCIAIRE ROLAND KOHN S.à.r.l.
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2013006261/13.

(130006240) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Oxford Aviation Academy Luxembourg 3 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.412.343,75.

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

R.C.S. Luxembourg B 125.026.

—

In the year two thousand and twelve, on the twenty-first day of November.

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

Is held an extraordinary general meeting of the sole shareholder of Oxford Aviation Academy Luxembourg 3 S.à r.l., a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, with a share capital of EUR 1,412,343.75, having its registered office at 9B, Boulevard Prince Henri, L-1724 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Registre de Commerce et des Sociétés (Trade and Companies Register) under number B 125.026 (the "Company").

There appeared:

CAE Luxembourg Acquisition, a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 6, Rue Guillaume Schneider, L-2522 Luxembourg, Grand Duchy of Luxembourg, with a share capital of an amount of EUR 1,737,126 and registered with the Luxembourg Registre de Commerce et des Sociétés (Trade and Companies Register) under number B 168574 (the "Sole Shareholder");

Here represented by Mr. Régis Galiotto, notary's clerk, residing professionally at Luxembourg, by virtue of a power of attorney.

The said power of attorney, initialed ne varietur shall remain annexed to the present deed for the purpose of registration.

The 1,129,875 shares representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Shareholder has been duly informed.

The Sole Shareholder through its proxy holder requests the notary to enact that the agenda of the meeting is the following:

Agenda

1. Decision to dissolve the Company and to put the Company into liquidation;
2. Granting of full discharge to the managers of the Company for the performance of their duties under their mandates;
3. Appointment of CAE Luxembourg Acquisition S.à r.l. as liquidator of the Company;
4. Decision to grant the liquidator with the broadest powers to carry out the liquidation and perform all operations in accordance with articles 144 and seq. of the law of August 10 th, 1915 concerning commercial companies, as amended from time to time, without any prior specific authorization of the sole shareholder;
5. Miscellaneous.

After the foregoing was approved by the Sole Shareholder, the following resolutions have been taken:

First resolution

The Sole Shareholder resolved to dissolve the Company with immediate effect and to put the Company into liquidation.

Second resolution

The Sole Shareholder resolved to give full discharge to the managers of the Company for the performance of their duties under their mandates that expire today.

Third resolution

The Sole Shareholder resolved to appoint CAE Luxembourg Acquisition S.a r.l., having its registered office at 6, Rue Guillaume Schneider, L-2522 Luxembourg, as liquidator.

Fourth resolution

The Sole Shareholder resolved to grant the liquidator with the broadest powers to carry out the liquidation and perform all operations in accordance with articles 144 and seq. of the law of August 10 th, 1915 concerning commercial companies, as amended from time to time, without any prior specific authorization of the Sole Shareholder and under its sole signature, which validly binds the Company, notably borrow money to pay the debts of the Company, mortgage and pledge the assets of the Company and dispose of the properties of the Company.

The liquidator is dispensed to draw up an inventory and it may refer to the books of the Company.

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it have been estimated at about one thousand five hundred Euros (1,500.- Euro).

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

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

The document having been read to the attorney of the appearing person, he signed together with us, the notary, the present original deed.

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

Suit la traduction française du texte qui précède:

L'an deux mil douze, le vingt et unième jour du mois de novembre.

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

Se réunit une assemblée générale extraordinaire de l'associé unique de la société Oxford Aviation Academy Luxembourg 3 S.à r.l., une société à responsabilité limitée dûment constituée et existant valablement en vertu des lois du Grand-Duché de Luxembourg, ayant son siège social au 9B, Boulevard Prince Henri, L-1724 Luxembourg, Grand - Duché de Luxembourg, avec un capital social de 1.412.343,75 EUR et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 125.026 (la «Société»).

A comparu:

CAE Luxembourg Acquisition, une société à responsabilité limitée dûment constituée et existant valablement en vertu des lois du Grand-Duché de Luxembourg, ayant son siège social au 6, Rue Guillaume Schneider, L-2522 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de 1.737.126 EUR et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 168574 Associé Unique»);

ici représentée par Mr. Régis Galiotto, clerc de notaire, demeurant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur, restera annexée au présent acte aux fins d'enregistrement.

Les 1.129.875 parts sociales représentant l'intégralité du capital social de la Société sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont l'Associé Unique a été préalablement informé.

L'Associé Unique représenté par son mandataire prie le notaire d'acter que l'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1. Décision de dissoudre la Société et de mettre la Société en liquidation;
2. Décharge donnée aux gérants de la Société pour l'exercice de leurs fonctions;
3. Nomination de CAE Luxembourg Acquisition S.à r.l. en qualité de liquidateur de la Société;
4. Décision d'accorder au liquidateur les pouvoirs les plus étendus pour procéder à la liquidation et effectuer toutes opérations conformément aux articles 144 et suivants de la loi sur les sociétés commerciales du 10 août 1915, telle que modifiée, sans autorisation préalable de l'associé unique;
5. Divers.

Après que l'agenda a été approuvé par l'Associé Unique, les résolutions suivantes ont été prises:

Première résolution

L'Associé Unique a décidé de dissoudre la Société avec effet immédiat et de procéder à sa liquidation.

Deuxième résolution

L'Associé Unique a décidé d'accorder décharge pleine et entière aux gérants de la Société pour l'exercice de leurs mandats qui prennent fin ce jour.

Troisième résolution

L'Associé Unique a décidé de nommer CAE Luxembourg Acquisition S.à r.l., avec siège social au 6, rue Guillaume Schneider, L-2522 Luxembourg, en qualité de liquidateur.

Quatrième résolution

L'Associé Unique a décidé d'accorder au liquidateur les pouvoirs les plus étendus en vue de procéder à la liquidation et d'effectuer toutes opérations conformément aux articles 144 et suivants de la loi luxembourgeoise sur les sociétés commerciales du 10 août 1915 telle que modifiée, notamment, et sans autorisation préalable spécifique de l'Associé

Unique, emprunter pour payer les dettes sociales, hypothéquer les biens de la Société ou les donner en gage et aliéner les immeubles de la Société.

Le liquidateur est dispensé d'établir un inventaire et peut se référer aux livres de la Société.

Estimation des frais

Le montant des frais, dépenses, honoraires ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui doivent être mis à sa charge en raison du présent acte, s'élève à environ mille cinq cents Euros (1.500.- Euros).

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

DONT ACTE, fait et passé à Luxembourg, le jour, mois et an qu'en tête des présentes.

Et après lecture faite au mandataire des personnes comparantes, il a signé avec nous, notaire, le présent acte.

Le notaire instrumentant qui comprend et parle anglais acte par la présente qu'à la demande des comparants agissant par l'intermédiaire de leur mandataire, le présent acte est rédigé en anglais suivi par une traduction française, et qu'en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

Signé: R. GALIOTTO et H. HELLINCKX

Enregistré à Luxembourg A.C., le 30 novembre 2012. Relation: LAC/2012/56939. Reçu douze euros (12,- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 31 décembre 2012.

Référence de publication: 2013001133/122.

(130000127) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 janvier 2013.

Fleet Street Investments, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 112.842.

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

Before Us Maître Karine Reuter, notary residing in Pétange, (Grand Duchy of Luxembourg), undersigned;

THERE APPEARED:

Fleet Street International Universities C.V., a partnership formed and existing under the laws of the Netherlands, having its registered office at Amsteldijk 166, Amsterdam, NL 1079 LH, the Netherlands, registered with the commercial register of the Chamber of Commerce and Industries for Amsterdam under number 34205525 (the "Sole Partner"),

hereby represented by Robert W. Zentz, residing professionally in Luxembourg, Grand Duchy of Luxembourg, by virtue of a proxy given under private seal.

Such proxy having been signed "ne varietur" by the proxy holder acting on behalf of the appearing party and the undersigned notary, shall remain attached to this deed to be filed with such deed with the registration authorities.

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

I.- The appearing party is the Sole Partner of «Fleet Street Investments», a Luxembourg "société à responsabilité limitée", having its registered office in L-2522 Luxembourg, 6 rue Guillaume Schneider, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 112.842, incorporated by deed enacted by Maître Joseph ELVINGER, notary residing in Luxembourg, on 26th October 2005, published in the "Mémorial C, Recueil des Sociétés et Associations" number 551 dated 16 th March 2005 (the "Company").

II.- That the five thousand (5,000) shares with a nominal value of twenty-five euros (€ 25) each, representing the whole share capital of the Company, are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Partner expressly states having been duly informed beforehand.

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

Agenda

1. Waiving of notice right;

2. Increase of the share capital of the Company by an amount of one million eight hundred and seventy-five thousand euros (€ 1,875,000), in order to raise the capital from one hundred and twenty-five thousand euros (€ 125,000) to an amount of two million euros (€ 2,000,000), without the creation of new shares;

3. Subscription to the capital increase and establishment of the realisation of the capital increase;

4. Amendment of the articles of association of the Company in order to bring them in accordance with the new amount of the share capital;

5. Amendment of the articles of association in order to bring them in accordance with the new structure of the Board of Managers and the new procedure of the representation of the Company.

6. Appointment of managers

7. Miscellaneous.

After the foregoing was approved by the Sole Partner of the Company has taken the following resolutions:

First resolution:

The Sole Partner waives his right to the prior notice of the current meeting; the Sole Partner acknowledges being sufficiently informed on the agenda and considers being validly convened and therefore agrees to deliberate and vote upon all the items of the agenda. The Sole Partner recognizes that all the relevant documentation has been put at his disposal within a sufficient period of time in order to allow him to examine carefully each document.

Second resolution:

It is resolved to increase the share capital of the Company by an amount of one million eight hundred and seventy-five thousand euros (€ 1,875,000), in order to raise the capital from its current amount of one hundred and twenty-five thousand euros (€ 125,000) to an amount of two million euros (€ 2,000,000), without the creation of new shares, but be raising the nominal value of the existing shares, to be fully paid up by a contribution in cash.

Third resolution:

It is resolved to accept the subscription of the capital increase and payment by the Sole Partner.

Intervention - Subscription - Payment

There now appeared Robert W. Zentz, prenamed, acting in his capacity as duly authorized attorney in fact of Fleet Street International Universities C.V., Sole Partner (the "Contributor"), by virtue of the aforementioned proxy.

The person appearing declares to subscribe, in the name and on behalf of the Sole Partner, the capital increase of one million eight hundred and seventy-five thousand euros (€ 1,875,000), without the creation of new shares, but by increase of the nominal value of the existing shares, by the Sole Partner.

With respect to the Contribution in Cash, an amount of one million eight hundred and seventy-five thousand euros (€ 1,875,000) was thus as from that moment at the disposal of the Company, evidence thereof having been submitted to the undersigned notary.

As a consequence of the foregoing statements and resolutions, all the 5,000 shares are subscribed by Fleet Street International Universities C.V., a partnership formed and existing under the laws of the Netherlands, having its registered office at Amsteldijk 166, Amsterdam, NL 1079 LH, the Netherlands, registered with the commercial register of the Chamber of Commerce and Industries for Amsterdam under number 34205525.

Fourth resolution:

In view of the above, it is resolved to amend article 6 of the articles of incorporation of the Company, to reflect the foregoing resolutions.

As a result, article 6 of the articles of incorporation shall as from now on be read as follows:

" **Art. 6.** The Company's share capital is set at two million euros (€ 2,000,000) divided into five thousand (5,000) shares with a nominal value of four hundred " euros (€ 400) each, fully paid-up.

The share capital may be increased or reduced from time to time by a resolution of the sole shareholder, or in case of plurality of shareholders, by a resolution taken by a vote of the majority of the shareholders representing at least seventy-five percent (75%) of the share capital."

Fifth resolution:

The Sole Partner resolves to change articles 11 and 12 of the articles of incorporation which shall as from now on be read as follows:

" **Art. 11.** The Company is managed by a board of Managers (Conseil de gérance), divided into class A Managers and class B Managers. The Managers do not need to be shareholders.

The manager(s) may be revoked ad nutum.

In dealing with third parties, the manager(s) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of the present article shall have been complied with."

" **Art. 12.** All powers not expressly reserved by Law or the present Articles to the general meeting of shareholders fall within the competence of the board of managers.

In dealing with third parties, the Company shall be bound by the joint signature of one class A- Manager and one class B-Manager."

Sixth resolution:

The Sole Partner resolves to appoint as managers of the Company:

Class A- Manager:

- Mr Robert W. ZENTZ, born September 11, 1953 in Gary, Indiana USA and with professional residence in USA--21202 Baltimore, Mayland, 650 S. Exeter Street;
- Mr Eilif SERCK-HANSSEN, born January 15, 1966 in Bergen, Norway and with professional residence in USA-21202 Baltimore, Mayland, 650 S. Exeter Street

class B-Manager:

- Mr Luc GERONDAL, born on 23 April 1976 in Kinshasa (Democratic Republic of Congo) and residing professionally at L-2522 Luxembourg, 12 rue Guillaume Schneider;
- Mr Benoit BOUDUIN, born on 31 March 1976 in Messancy (Belgium), residing professionally at L-2522 Luxembourg, 12 rue Guillaume Schneider.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is approximately € 4,000.-.

Statement

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

Nothing else being on the agenda, the appearing party declares the present meeting closed.

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

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

Suit la version en langue française du texte qui précède:

L'an deux mil douze, le dix-sept décembre.

Pardevant Nous Maître Karine Reuter, notaire de résidence à Pétange, (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

Fleet Street International Universities C.V., une société valablement constituée et ayant une existence légale en application du droit néerlandais, ayant son siège social à Amsteldijk 166, Amsterdam, NL 1079 LH, Pays-Bas, immatriculée auprès du registre commercial de la Chambre de Commerce et d'Industrie d'Amsterdam sous le numéro 34205525 ("Associé Unique"),

ici représentée par Robert W. Zentz, ayant son adresse professionnelle à Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration sous seing privé lui délivrée.

Ladite procuration, après avoir été signée "ne varietur" par la mandataire agissant au nom de la partie comparante et le notaire instrumentant, demeurera annexée au présent acte pour être enregistrée avec celui-ci.

La partie comparante, représentée de la manière décrite ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

I.- La partie comparante est l'Associée Unique de «Fleet Street Investments», une société à responsabilité limitée luxembourgeoise, ayant son siège social à L-2522 Luxembourg, 6, rue Guillaume Schneider, Grand-Duché de Luxembourg, enregistrée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 112.842, constituée par acte notarié reçu par Maître Joseph ELVINGER, notaire de résidence à Luxembourg, en date du 26 octobre 2005, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 551 du 16 mars 2006, page 26.406 (la "Société").

II.- Que les cinq mille (5.000) parts sociales d'une valeur nominale de vingt-cinq euros (25,-€) chacune, représentant la totalité du capital social de la Société, sont représentées de sorte que l'assemblée peut valablement décider de tous les points inscrits à l'ordre du jour sur lesquels l'Associé Unique reconnaît expressément avoir été dûment et préalablement informé.

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

Ordre du jour

1. Renonciation au droit de convocation;
2. Augmentation du capital social d'un montant de un million huit cent soixante-quinze mille euros (1.875.000,-€) en vue de le porter de son montant actuel de cent vingt-cinq mille euros (125.000,-€) au montant de deux millions euros (2.000.000,-€) sans création de nouvelles parts sociales.
3. Souscription de l'augmentation de capital et établissement de la réalisation de la prédite augmentation de capital.

4. Modification des statuts en vue de refléter la prédite augmentation de capital.

5. Modification des statuts en vue de refléter la nouvelle structure du Conseil de Gérance et le nouveau mode de représentation de la Société.

6. Nomination de nouveaux gérants.

7. Divers

Suite à l'approbation de ce qui précède par l'Associé Unique, les résolutions suivantes ont été adoptées:

Première résolution:

L'Associé Unique renonce à son droit de recevoir la convocation préalable afférente à cette assemblée générale; l'Associé Unique reconnaît avoir été suffisamment informé de l'ordre du jour et considère avoir été valablement convoqué et accepte en conséquence de délibérer et voter sur tous les points à l'ordre du jour. L'Associé unique reconnaît que toute la documentation produite lors de cette assemblée a été mise à sa disposition dans un laps de temps suffisant afin de lui permettre un examen attentif de chaque document.

Seconde résolution:

Il est décidé d'augmenter le capital social de la Société d'un montant de un million huit cent soixante-quinze mille euros (1.875.000,- €) pour le porter de son montant actuel de cent vingt-cinq mille euros (125.000,- €) au montant de deux millions euros (2.000.000,- €) sans création de nouvelles parts sociales, l'augmentation de capital devant être libérée par un apport en numéraire.

Troisième résolution:

Il est décidé d'accepter la souscription et le paiement par l'Associé Unique des Nouvelles Parts Sociales (l'"Apport").

Intervention de l'Apporteur - Souscription - Paiement

Intervient alors Robert W. Zentz, prénommé, agissant en tant que mandataire de Fleet Street Investments, Associé Unique (l'«Apporteur»), en vertu de la procuration ci-dessus mentionnée.

Le comparant déclare souscrire, au nom et pour le compte de l'Associé Unique, l'augmentation de capital d'un million huit cent soixante-quinze mille euros (1.875.000,- €), le tout sans création de nouvelles parts sociales, mais par augmentation de la valeur nominale des parts détenues par lui.

Eu égard à l'Apport en Numéraire, un million huit cent soixante-quinze mille euros (1.875.000,- €) a dès lors été mis à la disposition de la Société à partir de ce moment, la preuve ayant été rapportée au notaire instrumentant.

En conséquence des déclarations et résolutions précédentes, le capital social est entièrement souscrit par Fleet Street International Universities C.V., une société valablement constituée et ayant une existence légale en application du droit néerlandais, ayant son siège social à Amsteldijk 166, Amsterdam, NL 1079 LH, Pays-Bas, immatriculée auprès du registre commercial de la Chambre de Commerce et d'Industrie d'Amsterdam sous le numéro 34205525.

Quatrième résolution:

Au vu de ce qui précède, il est décidé de modifier l'article 6 des statuts de la Société, afin de refléter les résolutions qui précédent.

En conséquence, l'article 6 aura dorénavant la teneur suivante:

« **Art. 6.** Le capital social est fixé à deux millions d'euros (2.000.000,- €), divisé en cinq mille (5.000) parts sociales d'une valeur nominale de quatre cents euros (400,- €) chacune, entièrement libérées.

Le capital social pourra être augmenté ou réduit par résolution de l'associé unique ou en cas de pluralité d'associés, par résolution prise par la majorité des associés représentant au moins soixante-quinze pour cent (75%) du capital social.»

Cinquième résolution

L'associé unique décide de modifier les articles 11 et 12 des statuts, pour leur conférés dorénavant la teneur suivante:

« **Art. 11.** La Société est gérée par un conseil de gérance composé de plusieurs gérants, divisé en classe A et en classe B.

Le(s) gérants ne sont pas obligatoirement associés. Le(s) gérant(s) sont révocables ad nutum.

Dans les rapports avec les tiers, le(s) gérant(s) aura(ont) tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et pourvu que les termes du présent article aient été respectés.»

« **Art. 12.** Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du conseil de gérance.

A l'égard des tiers, la Société sera engagée par la signature conjointe d'un gérant de classe A et d'un gérant de classe B.»

Sixième résolution

L'associé unique décide de nommer en tant que gérants de la société:

gérants classe A:

- Monsieur Robert W. ZENTZ, né le 11 septembre 1953 à Gary, Indiana USA et demeurant professionnellement à USA-21202 Baltimore, Mayland, 650 S. Exeter Street;

- Monsieur Eilif SERCK-HANSSEN, né le 15 janvier 1966 à Bergen, Norvège et demeurant professionnellement USA-21202 Baltimore, Mayland, 650 S. Exeter Street;

gérants classe B:

- Monsieur Luc GERONDAL, né le 23 avril 1976 à Kinshasa (République du Congo) et demeurant professionnellement à L-2522 Luxembourg, 12 rue Guillaume Schneider;

- Monsieur Benoit BOUDUIN, né le 31 mars 1976 à Messancy (Belgique), et demeurant professionnellement à L-2522 Luxembourg, 12 rue Guillaume Schneider

Coûts

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge en raison des présentes, s'élève approximativement à la somme de 4.000,- €.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et français, déclare par les présentes, qu'à la requête de la partie comparante le présent acte est rédigé en anglais suivi d'une version française; à la requête de la même partie comparante, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

Plus rien ne figurant à l'ordre du jour, le comparant a déclaré le présent procès-verbal clos.

DONT ACTE, le présent acte a été passé à Dudelange, à la date indiquée en tête des présentes.

Après lecture du présent acte au mandataire de la partie comparante, agissant comme dit ci-avant, connu du notaire par nom, prénom, état civil et domicile, ledit mandataire a signé avec Nous notaire le présent acte.

Signés: W. ZENTZ, K. REUTER

Enregistré à Esch/Alzette Actes Civils, le 21 décembre 2012. Relation: EAC/2012/17374. Reçu soixante-quinze euros 75,-.

Le Receveur (signé): SANTIONI.

POUR EXPEDITION CONFORME.

PETANGE, LE 28 décembre 2012.

Référence de publication: 2013000840/220.

(120226809) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 janvier 2013.

Elite Relocation Service S.à r.l., Société à responsabilité limitée.

Siège social: L-8140 Bridel, 88, rue de Luxembourg.

R.C.S. Luxembourg B 136.877.

In the year two thousand and twelve, on the twenty-first day of December.

Before us Maître Edouard DELOSCH, notary, residing in Diekirch, Grand Duchy of Luxembourg.

There appeared:

- Mrs Ipek AKALIN, economist, born on June 1 st , 1970 in Ankara (Turkey), residing at L-8295 Keispelt, 33B, rue de Kehlen.

The Shareholder requested the undersigned notary to document that the Shareholder is the sole shareholder of ELITE RELOCATION SERVICE S.à r.l., a société à responsabilité limitée incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at L-8017 Strassen, 9, rue de la Chapelle, registered with the Luxembourg Trade and Companies' Register under number B 136.877, incorporated pursuant to a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, on December 20, 2007, published in the Mémorial C, Recueil des Sociétés et Associations number 848 of April 7, 2008 (the "Company"). The articles of incorporation have been amended for the last time by a deed of the undersigned notary, then residing in Rambrouch. On November 10, 2010, published in the Mémorial C, Recueil des Sociétés et Associations number 2767 of December 16, 2010.

The Sole Shareholder having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

Agenda

1. Transfer of the registered office of the Company from L-8017 Strassen, 9, rue de la Chapelle to L-8140 Bridel, 88, rue de Luxembourg;

2. Amendment of the first paragraph of the article 3 of the articles of association of the Company;

3. Miscellaneous.

The Sole Shareholder has requested the undersigned notary to document the following resolutions:

First resolution

The Sole Shareholder resolved to transfer the registered office of the Company from L-8017 Strassen, 9, rue de la Chapelle to L-8140 Bridel, 88, rue de Luxembourg.

Second resolution

The Sole Shareholder resolved to amend subsequently the first paragraph of the article 3 of the articles of association of the Company so as to henceforth read as follows:

Art. 3. (first paragraph). "The registered office of the Company is established in the municipality of Kopstal. It may be transferred within the municipality of Kopstal by resolution of the board of managers of the Company."

Expenses

The expenses, costs, fees and charges of any kind which shall be borne by the Company as a result of the present deed are estimated at nine hundred euro (EUR 900.-).

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

Whereupon the present deed was drawn up in Bridel by the undersigned notary, on the day referred to at the beginning of this document.

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

Suit la traduction française du texte qui précède:

L'an deux mille douze, le vingt et unième jour de décembre.

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

A comparu:

- Madame Ipek AKALIN, économiste, née le 1 er juin 1970 à Ankara (Turquie), demeurant à L-8295 Keispelt, 33B, rue de Kehlen.

L'associée a demandé au notaire soussigné d'acter qu'elle est l'Associée Unique de ELITE RELOCATION SERVICE S.à r.l., une société à responsabilité limitée constituée selon les lois du Grand-Duché de Luxembourg, ayant son siège social au L-8017 Strassen, 9, rue de la Chapelle, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 136.877, constituée suivant acte reçu par Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, en date du 20 décembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations numéro 848 du 7 avril 2008 (la «Société»). Les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire soussigné, alors notaire de résidence à Rambrouch, en date du 10 novembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2767 du 16 décembre 2010.

L'Associée Unique reconnaissant avoir été dûment et pleinement informée des décisions à intervenir sur la base de l'ordre du jour suivant:

Ordre du jour

1 Transfert du siège social de la Société de L-8017 Strassen, 9, rue de la Chapelle à L-8140 Bridel, 88, rue de Luxembourg;

2 Modification du premier alinéa de l'article 3 des statuts de la Société;

3 Divers.

L'Associée Unique a requis le notaire soussigné d'acter que les résolutions suivantes ont été adoptées:

Première résolution

L'Associée Unique a décidé de transférer le siège social de la Société de L-8017 Strassen, 9, rue de la Chapelle à L-8140 Bridel, 88, rue de Luxembourg.

Deuxième résolution

L'Associée Unique a décidé de modifier en conséquence le premier alinéa de l'article 3 des statuts de la Société pour lui donner désormais la teneur suivante:

Art. 3. (premier alinéa). «Le siège social de la Société est établi dans la commune de Kopstal. Il pourra être transféré à l'intérieur de la commune de Kopstal, par résolution du conseil de gérance de la Société.».

Frais

Les frais, dépenses, rémunérations et charges de toute nature payable par la Société en raison du présent acte sont estimés à neuf cents euros (EUR 900,-).

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande de la personne comparante ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande de la même personne comparante, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée à la personne comparante, connue du notaire soussigné par ses nom, prénom usuel, état et demeure, elle a signé avec, le notaire soussigné, le présent acte.

Signé: I. AKALIN, DELOSCH.

Enregistré à Diekirch, le 24 décembre 2012. Relation: DIE/2012/15408. Reçu soixante-quinze (75.-) euros.

Le Receveur p.d. (signé): RECKEN.

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

Diekirch, le 2 janvier 2013.

Référence de publication: 2013001683/90.

(130000892) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 janvier 2013.

Dias II, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2449 Luxembourg, 16, boulevard Royal.

R.C.S. Luxembourg B 174.962.

STATUTES

In the year two thousand and thirteen, on the twenty-third day of January.

Before Maître Jean-Joseph Wagner, notary residing in Sanem, Grand Duchy of Luxembourg.

THERE APPEARED:

"Eurobank Asset Management Mututal Funds Management Company S.A., (in short Eurobank Asset Management M.F.M.C.)", a company organized and existing under the laws of Greece with its registered office at 10 Stadiou Street, G-105 64 Athens, Greece,

here represented by Mr Claude Bouillon, private employee, professionally residing at 16, boulevard Royal, L-2449 Luxembourg, by virtue of a proxy under private seal given in Athens, on 21 January 2013.

Which proxy, initialed "ne varietur" by the proxy of the appearing person and the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing person has requested the undersigned notary to state as follows the articles of association of a "société anonyme" which it declares to form, and which shall be as follows:

Chapter I - Form, Denomination, Duration, Corporate object, Registered office

Art. 1. Form and Denomination. There exists among the existing shareholders and those who may become owners of shares in the future, a "société anonyme" qualifying as an investment company with variable share capital - specialised investment fund ("société d'investissement à capital variable - fonds d'investissement spécialisé') under the name of "DIAS II" (hereinafter the "Company").

The Company shall be governed by the law of February 13, 2007 as amended by the Law of March 26, 2012 relating to Specialised Investment Funds (hereinafter the "Law").

Art. 2. Duration. The Company is formed for an unlimited duration, and may be dissolved at any time by a resolution of the general meeting of shareholders, subject to the quorum and majority requirements applicable for amendments to the articles of association of the Company (hereinafter the "Articles").

Art. 3. Corporate object. The Company's sole object is to place the funds available to it in securities of any kind and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law, as such Law may be amended, supplemented or rescinded from time to time.

Further, the board of directors of the Company may decide that the Company or a particular sub-fund shall borrow for investment purpose or any other purpose, within the limits fixed by the board of directors and specified in the offering document or in the prospectus.

Art. 4. Registered office. The registered office of the Company is established in the City of Luxembourg.

It may be transferred to any other place within the Grand-Duchy of Luxembourg by a resolution of the board of directors.

If the board of directors considers that extraordinary political, economical, social or military developments have occurred or are imminent, that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office, it may temporarily transfer the registered office abroad until the complete cessation of these abnormal circumstances; such temporary measure will have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

Branches or other offices may be established, either in the Grand Duchy of Luxembourg or abroad, by a decision of the board of directors.

Chapter II - Capital, Sub-funds

Art. 5. Share capital. The share capital of the Company shall be represented by shares of no par value and shall at any time be equal to the net asset value of the Company, as defined under article 14 hereinafter.

The minimum capital of the Company can not be lower than the level provided for by the Law. Such minimum capital must be reached within a period of twelve (12) months after the date on which the Company has been authorized as a specialised investment fund under the Law.

The initial share capital of the Company is set at thirty-one thousand euro (EUR 31,000.-) divided into thirty-one (31) fully paid-up shares of no par value.

Art. 6. Capital variation. The Company's share capital shall vary, without any amendment of the Articles, as a result of the Company issuing new shares or redeeming its shares.

Art. 7. Sub-funds. The board of directors may, at any time, create different categories of shares, each one corresponding to a distinct part or "sub-fund" of the Company's net asset (each hereinafter a "Sub-Fund", and collectively the "Sub-Funds"). In such a case, it shall assign a particular name to them, which it may amend, and may limit or extend their lifespan if it sees fit.

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds, and each Sub-Fund is treated as a separate entity.

Towards third parties, the Company shall constitute a single legal entity. However, notwithstanding article 2093 of the Luxembourg Civil Code, the assets of a particular Sub-Fund are only applicable to the debts, engagements and obligations of that Sub-Fund. The assets, commitments, charges and expenses which cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds proportionally to their respective net assets, or pro rata to their respective net assets, if appropriate due to the amounts considered.

The board of directors, acting in the best interest of the Company, may decide, in the manner described in the offering document or in the prospectus, that all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

For the purposes of determining the capital of the Company, the net assets of each Sub-Fund shall, if not expressed in euro, be converted into euro and the capital of the Company shall be the total of the net assets of all the Sub-Funds.

Chapter III - Shares, Net asset value, Pools of assets

Art. 8. Form of the shares. The shares of the Company shall be issued in registered form only.

All issued registered shares of the Company shall be registered in the register of registered shares which shall be kept by the Company or by one or several person(s) designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company and the number of registered shares held by him.

The inscription of the shareholder's name in the register of registered shares evidences his right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

The share certificates, if any, shall be signed by two directors. Such signatures shall be either manual, or printed, or affixed by means of a stamp. The certificates will remain valid even if the list of authorized signatures of the Company is modified. However, one of such signatures may be made by a person duly authorized therefore by the board of directors; in this latter case, the signature shall be manual. The Company may issue temporary share certificates in such form as the board of directors may determine.

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

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

A duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including but not limited to a bond issued by an insurance company, if a shareholder so requests and proves to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed. The duplicate share certificate shall specify that it is a duplicate. Upon the issuance of the duplicate share certificate, the original share certificate shall become void.

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

The Company may, at its election, charge to the shareholder 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 annulment of the original share certificate.

The Company recognizes only one single owner per share. If one or several share(s) are jointly owned or if the ownership of share(s) is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such share(s).

The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Sub-Fund or class of shares on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

Art. 9. Subscription and Classes of shares. The shares of the Company are reserved to well-informed investors ("investisseurs avertis') within the meaning of the Law (hereinafter the "Eligible Investors" and, individually, an "Eligible Investor").

The board of directors may, at its discretion, delay the acceptance of any subscription application for shares until such time as the Company has received sufficient evidence that the applicant qualifies as an Eligible Investor.

In addition to any liability under applicable law, each shareholder who does not qualify as an Eligible Investor, and who holds shares in the Company, shall hold harmless and indemnify the Company, the directors of the Company, the other shareholders and the Company's agents for any damages, losses and expenses resulting from or connected to such holding in circumstances where the relevant shareholder had furnished misleading or untrue representations to wrongfully establish its status as an Eligible Investor or has failed to notify the Company of its loss of such status.

The Company may in the future, within each Sub-Fund, issue new shares, possibly of different classes, without approval of the shareholders. Such new classes of shares may be issued on terms and conditions that differ from the existing class (es) of shares in, inter alia, their reference currency, charging structure, the minimum investment requirements, the management fees, the attribution of the Company's performance applying to them or the type of target investors. Within each such class of shares, further sub-classes having specific sale, redemption or distribution charges and specific income distribution policies or any other features may be created as the board of directors may from time to time determine and as disclosed in the offering document or in the prospectus. For the purposes of these Articles, any reference hereinafter to "class of shares" shall also mean a reference to "sub-class of shares" unless the context otherwise requires. In such a case, the offering document or the prospectus shall be updated accordingly.

Any future reference to a Sub-Fund shall include, if applicable, each class and type of share making up this Sub-Fund and any reference to a type shall include, if applicable, each sub-type making up this type.

Art. 10. Issue of shares. The board of directors is authorized without limitation to issue an unlimited number of new shares at any time in accordance with the procedures and subject to the terms and conditions determined by the board of directors and disclosed in the offering document or in the Private Placement Memorandum, without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class of shares and/or in any Sub-Fund; the board of directors may, in particular, decide that shares of any class and/or of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the offering document or in the Private Placement Memorandum.

Furthermore, in addition to the restrictions concerning the eligibility of investors as foreseen by the Law, the board of directors may determine any other subscription conditions such as the minimum amount of commitments, the minimum amount of the aggregate net asset value of the shares of a Sub-Fund or of a class of shares to be initially subscribed, the minimum amount of any additional shares to be issued, the application of default interest payments on shares subscribed and unpaid when due, restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the offering document or in the prospectus.

Whenever the Company issues new shares, the subscription price per share shall be the net asset value per share for each Sub-Fund and for each class of shares, determined in accordance with article 14 hereof as of such Valuation Day (as defined in article 14 hereof) as is determined in accordance with such policy as the board of directors may from time to time determine. Such price may be increased by applicable subscription charge, as approved from time to time by the board of directors and as disclosed in the offering document or in the Private Placement Memorandum. The price so determined shall be payable within a period as determined by the board of directors which shall not exceed five (5) business days from the date on which the relevant NAV is released (as defined in the offering document or in the Private Placement Memorandum).

The board of directors may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Company may, if a prospective shareholder requests and the board of directors so agree, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the board of directors, in compliance with the conditions set forth by Luxembourg law, and must comply with the investment objectives, restrictions and policies of the Company or of the relevant Sub-Fund. A valuation report relating to the contributed assets must be delivered to the board of directors by the auditor of the Company.

The requests for subscription shall be received at the location designated to and for this effect by the board of directors.

Art. 11. Redemption. Any shareholder may at any time request the redemption of all or part of his shares by the Company under the terms and conditions set forth by the board of directors in the offering document or in the Private Placement Memorandum and within the limits as provided for in this article 11. Any redemption request must be filed by such shareholder in written form, subject to the conditions set out in the offering document or in the Private Placement Memorandum, at the registered office of the Company or with any other person or entity appointed by the Company as its agent for the redemption of shares. The request shall be accompanied by the certificate(s) for such shares in proper form, if issued, and by proper evidence of transfer or assignment.

The redemption price per share shall be paid within a period as determined by the board of directors which shall not exceed five (5) business days from the date on which the relevant NAV is released (as defined in the offering document or in the Private Placement Memorandum), provided that the share certificates, if any, and the transfer documents have been received by the Company.

The redemption price shall be equal to the net asset value for the relevant Sub-Fund or for the relevant class of shares, determined in accordance with the provisions of article 14 hereof, less redemption charges and/or commissions as the offering document or the Private Placement Memorandum may provide. From the redemption price there may further be deducted any deferred sales charge if such shares form part of a class in respect of which a deferred sales charge has been contemplated in the offering document or in the Private Placement Memorandum. The relevant redemption price may be rounded up or down to a maximum of four decimal places of the reference currency as the board of directors shall determine.

The board of directors may extend the period for payment of redemption proceeds in exceptional circumstances to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested or in exceptional circumstances where the liquidity of the Company is not sufficient to meet the redemption requests. The board of directors may also determine the notice period, if any, required for lodging any redemption request of any specific Sub-Fund or class of shares. The specific period for payment of the redemption proceeds of any Sub-Fund or class of shares and any applicable notice period as well as the circumstances of its application will be publicised in the offering document or in the prospectus.

The Company shall ensure that at all times each Sub-Fund has enough liquidity to enable satisfaction of any requests for redemption of shares.

If, at any Valuation Day, redemption requests exceed a certain level to be determined by the board of directors in relation to the total number of shares or the total value of shares in issue in a Sub-Fund and/or a class and disclosed in the offering document or in the Private Placement Memorandum, the board of directors may decide to defer redemption requests so that the level determined by the board of directors is not exceeded. Any redemption request in respect of the relevant Valuation Day so reduced will be given priority over subsequent redemption requests received for the succeeding Valuation Day, subject always to the limit fixed by the board of directors. The above limitations will be applied pro rata to all shareholders who have requested redemptions to be effected on or as at such Valuation Day so that the proportion redeemed of each holding so requested is the same for all such shareholders.

If as a result of any redemption request, the number or the aggregate net asset value of the shares held by any shareholder in any Sub-Fund and/or any class of shares would fall below such number or such value as determined by the board of directors and published in the offering document or in the Private Placement Memorandum, then the Company may decide that this request shall be treated as a request for redemption for the full balance of such shareholder's holding of shares in such Sub-Fund and/or such class.

The board of directors may, in its absolute discretion, compulsorily redeem any holding with a value of less than the minimum holding amount to be determined from time to time by the board of directors and to be published in the offering document or in the Private Placement Memorandum.

With the consent of the shareholder concerned, the board of directors may, subject to the principle of equal treatment of shareholders, satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the pool of assets set up in connection with the relevant Sub-Fund or the relevant class of shares equal in value (calculated in a manner as described in article 14 hereof) as of the Valuation Day on which the redemption price is calculated to the value of shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other shareholders of the relevant Sub-Fund or of the relevant class of shares. Such redemption will be subject to a special audit report by the auditor of the Company confirming the number, the denomination and the value of the assets which the board of directors will have determined to be contributed in counterpart of the redeemed shares. This audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the net asset value of the shares. The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the board of directors considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company.

Any redemption request shall be irrevocable except in the event of suspension of redemption pursuant to article 15 hereof or if the board of directors, at its discretion, taking due account of the principle of equal treatment between shareholders and the interest of the relevant class of shares, decides otherwise. In the absence of revocation, the redemption will occur as of the first Valuation Day after the end of the suspension, unless otherwise provided for by the offering document or the prospectus.

In addition, the shares may be subject to a compulsory redemption in accordance with article 13 herein ("Limitations to the ownership of shares").

The board of directors may delegate to any director, any authorized representative or any other duly authorized person, the duty of accepting requests for redemption and effecting payment in relation thereto.

Shares redeemed by the Company shall be cancelled in the books of the Company.

Art. 12. Conversion. Any shareholder may request conversion of all or part of his shares of one Sub-Fund into shares of another Sub-Fund or of shares of one class into shares of another class, under the terms and conditions set forth by the board of directors in the offering document or in the Private Placement Memorandum, provided that the board of directors may impose restrictions to the conversions of shares between SubFunds or classes of shares as disclosed in the offering document or in the Private Placement Memorandum as to, inter alia, frequency of conversion, and may make conversions subject to payment of a charge as specified in the offering document or in the Private Placement Memorandum.

The conversion request may not be accepted unless any previous transaction involving the shares to be converted has been fully settled by such shareholder.

The price for the conversion of shares shall be computed by reference to the respective net asset value of the relevant Sub-Funds, or of the relevant classes of shares, calculated on the same Valuation Day. If there is no common Valuation Day for the relevant Sub-Funds or the relevant classes of shares, the conversion will be made on the basis of the net asset value calculated on the next following Valuation Day of each of the relevant Sub-Funds or of each of the relevant classes of shares, or on such other days as the board of directors may reasonably determine.

If, as a result of any conversion request, the number or the aggregate net asset value of the shares held by any shareholder in any Sub-Fund or class of shares would fall below such number or such value as determined by the board of directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such SubFund or such class.

The board of directors may, in its absolute discretion, compulsory convert any holding with a value of less than the minimum holding amount to be determined from time to time by the board of directors and to be published in the offering document or in the Private Placement Memorandum.

Any conversion request shall be irrevocable except in the event of suspension of conversion pursuant to article 15 hereof or if the board of directors, at its discretion, taking due account of the principle of equal treatment between shareholders and the interest of the relevant classes of shares, decides otherwise. In the absence of revocation, the conversion will, unless otherwise provided for by the offering document or the prospectus, occur as of the first Valuation Day after the end of the suspension, determined in accordance with the provisions of paragraph 3 of this article 12.

Art. 13. Limitations to the ownership of shares. The board of directors may restrict or prevent the direct and indirect ownership of shares in the Company by any natural person, firm, partnership or legal entity (such natural persons, firms, partnerships or legal entities to be determined by the board of directors and herein referred to as "Prohibited Persons" or individually to as a "Prohibited Person") if, in the sole opinion of the Company, such holding may be detrimental to the interests of the existing shareholders or of the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, if as a result thereof the Company may become subject to taxation in a country other than the

Grand Duchy of Luxembourg or exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred, or if it may otherwise be detrimental to the Company or its existing shareholders. The terms "Prohibited Person" and "Prohibited Persons" as used herein include, among others, any non Eligible Investor as well as, if applicable, any "United States Person" (as defined hereafter).

For such purposes, the Company may, at its discretion and without liability:

a) decline to issue any shares or to register any transfer of shares if such issue or transfer may result in the ownership of the shares by a person who is not authorized to hold shares in the Company;

b) at any time require any person whose name is entered in the register of shareholders to furnish it 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 share rests or will rest in a person who is precluded from holding shares in the Company;

c) proceed with the compulsory redemption of all the shares if it appears that a person who is not authorized to hold shares in the Company, either alone or together with other persons, is the owner of shares in the Company, or proceed with the compulsory redemption of all or a part of the shares, if it appears to the Company that one or several person (s) own(s) shares in the Company in a manner that may be detrimental to the Company or its existing shareholders. In such case, the following procedure shall be applied:

1. The Company shall send a notice (hereinafter the "Redemption Notice") to the shareholder possessing the shares; the Redemption Notice shall specify the shares to be redeemed, the redemption price to be paid, and the place where this price shall be payable. The Redemption Notice shall be sent to the shareholder by registered mail to his last known address. The shareholder in question shall be obliged without delay to deliver to the Company the share certificate(s), if there are any, specified in the Redemption Notice. From the closing of the offices on the day specified in the Redemption Notice, the relevant shareholder shall cease to be a shareholder and the shares previously held or owned by him shall be cancelled.

2. The price at which the shares specified in any Redemption Notice shall be redeemed (hereinafter the "Redemption Price") shall be an amount equal to the net asset value per share of the relevant Sub-Fund or of the relevant class, determined in accordance with article 14 hereof less any service charge (if any).

3. Payment of the Redemption Price will be made to the shareholder appearing as the owner thereof in the currency of denomination for the relevant Sub-Fund or for the relevant class of shares and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Redemption notice) for payment to such person but only, if a share certificate has been issued, upon surrender of the share certificate or certificates relating to the shares specified in such Redemption Notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such Redemption Notice shall have any further interest in such shares or any of them, or any claim against in the Company or its assets in respect thereof, except the right of the shareholder appearing as the thereof owner to receive the price so deposited (without interest) from such bank as aforesaid.

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

d) refuse, during any shareholders' meeting, the right to vote of any person who is not authorized to hold shares in the Company.

In particular, the Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, and without limitation, by any "United States Person" as this term is defined in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended or as in any other regulation or act which shall come into force within the United States of America and which shall in the future replace Regulation S of the United States Securities Act of 1933. The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the laws of the United States of America or any person falling within the definition of "US Person" under such laws.

Art. 14. Net asset value. The net asset value per share of each Sub-Fund and of each class of shares shall be determined periodically by the Company, but in any case not less than once a year, as the board of directors may determine (every such day for determination of the net asset value being referred to as a "Valuation Day") on the basis of the last available closing prices on the markets where the securities held by the concerned Sub-Fund are negotiated. If such day does not fall on a business day (as this term is defined in the offering document or in the prospectus), then the Valuation Day shall be the first succeeding business day.

The board of directors shall decide on the appropriate manner to communicate the net asset value per share to the public, in accordance with the legislation in force.

The net asset value per share is expressed in the reference currency of each Sub-Fund and for each class of shares within the Sub-Funds, and is determined by dividing the net assets of the relevant Sub-Fund properly allocable to the relevant class of shares on the relevant Valuation Day, being the assets of such Sub-Fund properly allocable to such class of shares on the relevant Valuation Day less the liabilities of such Sub-Fund properly allocable to such class of shares on the relevant Valuation Day, by the total number of shares of such class outstanding on the relevant Valuation Day.

If since the close of business, there has been a material change in the quotations on the markets on which a substantial portion of the investments attributable to a particular Sub-Fund or to a particular class of shares are dealt or quoted, the Company may, in order to safeguard the interests of shareholders and the Company, cancel the first valuation and carry out a second valuation.

Upon the creation of a new Sub-Fund, the total net assets attributable to each class of shares of such Sub-Fund shall be determined by multiplying the number of shares of a class issued in the Sub-Fund by the applicable purchase price per share. The amount of such total net assets shall be subsequently adjusted when shares of such class are issued or repurchased according to the amount received or paid as the case may be.

The valuation of the net asset value per share of the different Sub-Funds and of the different classes of shares shall be made in the following manner:

I. The Company's assets shall be deemed to include:

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

b) all bills and demand notes payable and accounts receivable, including the proceeds of any securities sales still outstanding;

c) all securities, shares, bonds, certificate of deposits, time notes, debenture stocks, options or subscription rights, units or shares of undertakings for collective investments, warrants, money market instruments, and any other investments and transferable securities belonging to the Company;

d) all dividends and distributions payable to the Company either in cash or in the form of stocks and shares (the Company may, however, make adjustments to account of any fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-claim negotiation);

e) all accrued and outstanding interest on any interest-bearing securities belonging to the Company, unless this interest is included in the principal amount of such securities;

f) the Company's preliminary expenses, to the extent that this has not already been written-off;

g) all other assets whatsoever their nature, including the proceeds of swap operations and advance payments.

II. The Company's liabilities shall be deemed to include:

a) all borrowings, bills due and accounts payable;

b) all known liabilities, whether or not already due, including all contractual obligations that have reached their term, involving payments made either in cash or in the form of assets, including the amount of any dividends declared by the Company but not yet paid;

c) the provisions for capital tax and income tax up to the Valuation Day and any other provisions authorized or approved by the board of directors.

d) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares in the Company. In determining the amount of such liabilities the Company shall take into account all costs relating to its establishment and operations. These costs may, in particular and without being limited to the following, include the remuneration of the investment managers, investment advisers, Custodian (as defined under article 34 hereinafter), paying agents, administrative agents, domiciliary agents, registrar agents, permanent representatives in places of registration and other services providers to the Company, as well as the fees of the auditor and of the legal advisers, insurance premiums, the costs of printing, distributing and translating offering documents or prospectuses and periodic reports, brokerage fees, operating expenses, taxes and costs connected with the movements of securities or cash, Luxembourg subscription tax and any other taxes relating to the Company's business, translations and legal publications in the press, the financial servicing costs of its securities and coupons, the possible costs of listing on the stock exchange or of publication of the price of its shares, the costs of official deeds and legal costs and legal advice relating thereto and the charges and, where applicable, emoluments of the members of the board of directors. In certain cases, the Company may also bear the cost of the fees due to the authorities in the countries where its shares are offered to the public and the costs of registration abroad, where applicable. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance and may accrue the same in equal proportions over any such period. For the purposes of the valuation of its liabilities, the board of directors may duly take into account all administrative and other expenses of a regular or periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

III. The value of the Company's assets shall be determined as follows:

a) the value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the board of directors may consider appropriate in such case to reflect the true value thereof;

b) the value of any securities, money market instruments and derivative instruments that are listed on an official stock exchange or traded on any other regulated market will, unless otherwise provided in the offering document or in the prospectus, be based on the last available price on the principal market on which such securities, money market instruments or derivative instruments are listed or admitted for trading, as furnished by a recognized pricing service approved by the board of directors. Where such securities, money market instruments and derivative instruments are quoted or dealt in one or by more than one stock exchange or any other regulated market, the board of directors shall make regulations for the order of priority in which stock exchanges or other regulated markets shall be used for the provision of prices of securities, money market instruments or derivative instruments;

c) if a security, money market instrument or derivative instrument is not traded or admitted on any official stock exchange or any regulated market, or if the last available price of securities, money market instruments and derivative instruments so traded or admitted does not reflect their true value, the board of directors, the board of directors will value them on the basis of their expected sales price with prudence and in good faith;

d) swap contracts will be valued at the market value fixed in good faith by the board of directors and according to generally accepted valuation ruled that can be verified by auditors. Asset based swap contracts will be valued by reference to the market value of the underlying assets. Cash flow based swap contracts will be valued by reference to the net present value of the underlying future cash flow;

e) each share or unit in an open-ended undertaking for collective investment will be valued at the last available net asset value (or bid price for dual priced undertakings for collective investment) whether estimated or final, which is computed for such share or unit on the same Valuation Day, failing which, it shall be the last net asset value (or bid price for dual priced undertakings for collective investment) computed prior to the Valuation Day on which the net asset value of the shares in the Company is determined;

f) in respect of shares or units of an undertaking for collective investment held by the Company, for which issues and redemptions are restricted and a secondary market trading is effected between dealers who, as main market makers, offer prices in response to market conditions, the board of directors may decide to value such shares or units in line with the prices so established;

g) if, since the day on which the latest net asset value was calculated, events have occurred which may have resulted in a material change of the net asset value of shares or units in other undertaking for collective investment held by the Company, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the board of directors, such change of value;

h) the value of any security or other asset which is dealt principally on a market made among professional dealers and institutional investors shall be determined by reference to the last available price;

i) the value of any other assets of the Company will be determined on the basis of the acquisition price thereof including all costs, fees and expenses connected with such acquisition or, if such acquisition price is not representative, on the reasonably foreseeable sales price thereof determined prudently and in good faith;

j) any assets or liabilities in currencies other than the base currency of the relevant Sub-Funds or of the relevant classes of shares will be converted using the relevant spot rate quoted by a bank or other responsible financial institution;

k) in circumstances where the interests of the Company or its shareholders so justify (avoidance of market timing practices, for example), the board of directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets, as further described in the offering document or in the prospectus;

l) if any of the aforesaid valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the board of directors may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

IV. It may be established one pool of assets for each Sub-Fund and for each class of shares in the following manner:

a) the proceeds from the issue of shares of each Sub-Fund or of each class of shares shall be applied in the books of the Company to the pool of assets established for that Sub-Fund or for that class of shares, and the assets, and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this article;

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

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated pro rata to all the pools on the basis of the net asset value of the total number of shares of each pool outstanding provided that any amounts which are not material may be equally divided between all pools. The board of directors may allocate material expenses, after consultation with the auditors of the Company, in a way considered to be fair and reasonable having regard to all relevant circumstances;

e) upon the record date for the determination of the person entitled to any dividend declared on any Sub-Fund or any class of shares, the net asset value of such Sub-Fund or such class of shares shall be reduced or increased by the amount of such dividends depending on the distribution policy of the relevant Sub-Fund or of the relevant class.

If there have been created, as more fully described in article 9 hereof, within the same class of shares two or more sub-classes, the allocation rules set above shall apply, mutatis mutandis, to such sub-classes.

V. Each pool of assets and liabilities shall consist of a portfolio of securities and other assets in which the Company is authorized to invest, and the entitlement of each Sub-Fund or of each class of shares within the same pool will change in accordance with the rules set out below.

In addition the Company may hold, within each pool, on behalf of one specific or several specific Sub-Fund(s) or of one or several class(es) of shares, assets which are specific to said Sub-Fund(s) or said class(es) of shares, and kept separate from the portfolio which is common to all Sub-Funds or all classes of shares related to such pool and the Company may assume specific liabilities on behalf of such Sub-Fund(s) or of such class(es) of shares.

The proportion of the portfolio which shall be common to each of the classes related to a same pool and which shall be allocated to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses, contributions of income and realisation proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the net asset value of the common portfolio of any such pool to be allocated to each class of shares shall be determined as follows:

1) initially the percentage of the net assets of the common portfolio to be allocated to each class shall be in proportion to the respective number of the shares of each class at the time of the first issuance of shares of a new class;

2) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant class;

3) if, in respect of one Sub-Fund or of one class of shares, the Company acquires specific assets or pays specific expenses (including any portion of expenses in excess of those payable by other Sub-Funds or other classes of shares), makes specific distributions or pays the redemption price in respect of shares of a specific Sub-Fund or of a specific class, the proportion of the common portfolio attributable to such Sub-Fund or to such class shall be reduced by the acquisition cost of such assets specific to the relevant Sub-Fund or to the relevant class of shares, the specific expenses paid on behalf of such Sub-Fund or such class of shares, the distributions made on the shares of such Sub-Fund or of such class or the redemption price paid upon redemption of shares of such Sub-Fund or of such class;

4) the value of the assets and the amount of the liabilities specific to a SubFund or to a class of shares are attributed only to the Sub-Fund or to the class of shares to which such assets or liabilities relate, and this shall increase or decrease the net asset value per share of such specific Sub-Fund or class of shares.

VI. If in a Sub-Fund or in a class of shares there are both distribution and capitalization shares, the net asset value of a distribution share in a given Sub-Fund or in a given class of shares will at all times be equal to the amount obtained by dividing the portion of net assets of this Sub-Fund or of this class of shares then attributable to all of the distribution shares by the total number of distribution shares in this Sub-Fund or in this class of shares then issued and in circulation. Similarly, the net asset value of a capitalization share in a given Sub-Fund or in a given class of shares will at all times be equal to the amount obtained by dividing the portion of net assets of this Sub-Fund or of this class of shares then attributable to all the capitalization shares by the total number of capitalization shares in this Sub-Fund or in this class of shares then issued and in circulation.

VII. For the purposes of valuation under this article:

a) Any share of the Company to be redeemed under article 11 hereto shall be treated as existing and taken into account until immediately after the time specified by the board of directors on the Valuation Day on which such valuation is made and, from such time and until its payment, shall be deemed to be a liability of the Company. Any share to be issued by the Company, in accordance with subscription applications received, shall be treated as being issued with effect from the close of the Valuation Day on which their issue price is determined, and this price shall be treated as an amount payable to the Company until such time as it is received by the latter.

b) Effect shall be given on any Valuation Day to any purchase or sale of securities decided by the Company on such Valuation Day to the extent practicable.

c) All investments, cash balances and other assets of the Company expressed in currencies other than the reference currency in which the net asset value per share of the relevant Sub-Fund or of the relevant class of shares is expressed shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of the relevant Sub-Fund or of the relevant class of shares.

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

e) Adequate provisions will be made for the expenses incurred by the Company and due account will be taken of any off-balance sheet liabilities in accordance with fair and prudent criteria.

The net assets of each Sub-Fund are equal to the assets allocable to the relevant Sub-Fund less the liabilities allocable to the relevant Sub-Fund.

The net asset value of the Company is equal to the sum of the net assets of all the Sub-Funds, converted into euro on the basis of the relevant exchange rates if need be.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the board of directors or by any bank, company or other organization which the board of directors may appoint for the purposes of calculating the net asset value, shall be final and binding on the Company and present, past or future shareholders.

VIII. The Board of Directors can decide that a Fund may subscribe, acquire and/or hold shares to be issued or issued by one or more other Funds of the Company without that the Company being subject to the requirements of the law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and /or the holding by a company of its own shares, under the condition however that:

- the target Fund does not, in turn, invest in the Fund invested in the target Fund,

- the voting right, if any, attaching to the relevant shares shall be suspended for as long as they are held by the Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports, and

- in any event, for as long as these shares are held by the Company, their value will not be taken into consideration for the calculation of the net asset value for the purposes of verifying the minimum threshold of the net assets imposed by the Law.

Art. 15. Suspension of the calculation of the net asset value and of the issue, the redemption and the conversion of shares. The board of directors is authorized at any time to suspend temporarily the calculation of the value of the assets and of the net asset value per share of one or several Sub-Fund(s) or of one or several class(es) of shares, as well as the issue, sale, redemption and conversion of shares of any Sub-Fund and of any class of shares in the following circumstances, if deemed in the best interests of the Company:

(a) during any period when any one of the stock exchanges or other principal markets on which a substantial portion of the assets of the Company attributable to such Sub-Fund, from time to time, is quoted or dealt in is closed (otherwise than for ordinary holidays) or during which dealings therein are restricted or suspended provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Sub-Fund quoted thereon; or

(b) during any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Board of Directors, or the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors, disposal or valuation of the assets held by the Company attributable to such Sub-Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders, or if in the opinion of the Board of Directors the issue and, if applicable, redemption prices cannot fairly be calculated; or

(c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the Company attributable to such Sub-Fund or the current prices or values on any stock exchanges or other markets in respect of the assets attributable to such Sub-Fund; or

(d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Sub-Fund or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares of the Company cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange; or

(e) when for any other reason, the prices of any investments owned by the Company attributable to such Sub-Fund cannot be promptly or accurately ascertained.

(f) in the event of the suspension of the calculation of the value of an important part of the underlying assets of a Sub-Fund.

(g) during any period when in the opinion of the Board of Directors of the Fund there exist unusual circumstances where it would be impracticable or unfair towards the shareholders to continue dealing with shares of any Sub-Fund of the Fund; or

(h) as soon as the Board of Directors decide to liquidate a Sub-Fund or to merge it or if the Fund is being or may be wound-up or merged, on or following the date on which notice is given to the shareholders at which a resolution to wind-up or to merge the Fund is to be proposed.

The issue, redemption and conversion of shares in the Sub-Fund(s) concerned will also be suspended during any such period where the Net Asset Value is not determined.

Any such suspension shall be notified to investors requesting issue or redemption of shares by the Fund at the time of the filing of the relevant application.

The suspension of the net asset value calculation per share of a Sub-Fund or of a class of shares shall have no effect on the calculation of the net asset value, the issue, sale, redemption and conversion of shares of any other Sub-Fund or of any other class of shares for which the net asset value calculation is not suspended.

Under exceptional circumstances, the board of directors may reserve the right to conduct the necessary sales of transferable securities before setting the share price at which shareholders can apply to have their shares redeemed or converted. In this case, subscriptions, redemptions and conversion applications in process shall be dealt with on the basis of the net asset value thus calculated after the necessary sales, which shall have been effected without delay.

The suspension of the calculation of the net asset value of the shares of the Company will be published by all the appropriate means if the duration of the suspension is to exceed a certain period.

Suspended subscription, redemption and conversion applications may be withdrawn by written notice provided that the Company receives such notice before the suspension ends.

Suspended subscriptions, redemptions and conversions shall be executed on the first Valuation Day following the resumption of net asset value calculation by the Company, unless otherwise provided for by the offering document or the prospectus.

Art. 16. Pools of assets. The board of directors may invest and manage all or any part of the pools of assets established for one or several Sub-Fund(s) or for one or several class(es) of shares (hereinafter each a "Participating Fund" and collectively the "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so. Any such enlarged asset pool (hereinafter an "Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the board of directors may from time to time make further transfers to the Enlarged Asset Pool. The board of directors may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

A Participating Fund's participation in an Enlarged Asset Pool shall be measured by reference to notional units (hereinafter each a "Unit" and collectively the "Units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool, the board of directors shall in its discretion determine the initial value of an Unit, which shall be expressed in such currency as the board of directors considers appropriate, and shall allocate to each Participating Fund Units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of Units, calculated to four decimal places, may be allocated as required. Thereafter the value of a Unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of Units subsisting.

When additional cash or assets are contributed to or withdrawn from an Enlarged Asset Pool, the allocation of Units of the Participating Fund concerned will be increased or reduced (as the case may be) by a number of Units determined by dividing the amount of cash or value of assets contributed or withdrawn by the current value of a Unit. Where a contribution is made in cash it may be treated for the purpose of this calculation as reduced by an amount which the board of directors considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of a cash withdrawal a corresponding addition may be made to reflect costs which may be incurred in realising securities or other assets of the Enlarged Asset Pool.

The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of article 14 herein provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

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

Upon dissolution of the Company, the assets of any Enlarged Asset Pool will be allocated to the Participating Funds in proportion to their respective participation in the Enlarged Asset Pool.

The board of directors may in addition authorize investment and management of all or any part of the portfolio of assets of the Company on a co-managed or cloned basis with assets belonging to other Luxembourg or foreign collective investment schemes, all subject to appropriate disclosure and in compliance with applicable regulations.

Chapter IV - Administration and Management of the company

Art. 17. Administration. The Company shall be managed by a board of directors composed of three (3) members at least, who need not be shareholders of the Company. They shall be appointed by the general meeting of shareholders for a term not exceeding six (6) years.

The general meeting of shareholders shall further determine the number of directors, their remuneration and the term of their office.

Any director may be removed at any time, with or without cause, by the general meeting of shareholders.

The directors shall be re-eligible.

The directors shall hold office until their successors are elected.

In the event of a vacancy in the office of director, the remaining directors may elect, by majority vote, a director to fill such vacancy until the next general meeting of shareholders.

Art. 18. Operation and Meetings of the board of directors. The board of directors will choose a chairman from among its members and may elect one vice-chairman or several vice-chairmen from among them. It may also appoint a secretary, who needs not be a director and who will be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders.

The board of directors will meet upon call by the chairman or any two directors. A meeting of the board of directors must be convened if any two directors so require.

The board of directors will meet at the place indicated in the notice of the meeting.

Written notice of any meeting of the board of directors shall be given to all directors at least seventy-two (72) hours prior to the time set for the meeting, except in circumstances of emergency, in which case the nature of and reasons for this emergency shall be stated in the convening notice of the meeting. The notice, which may be sent by simple or registered mail, electronic mail or fax, will indicate the place of the meeting and it will contain the agenda thereof. This notice requirement may be disregarded following the agreement in writing, by letter, cable, telegram, telex or fax from each director. A special notice shall not be required for a meeting of the board of directors being held at a time and a place determined in a prior resolution adopted by the board of directors. No notice shall be required if all the directors are present or represented at the meeting.

The chairman of the board of directors will preside over all meetings of the board of directors. In his absence, the board of directors shall appoint any other director as chairman pro tempore by vote of the majority of the directors present or represented at such meeting.

Any director may act at any meeting of the board of directors by appointing in writing, by letter, fax, cable, telegram or telex, another director as his proxy. A director may represent several of his colleagues.

The board of directors may validly deliberate and act only if at least the majority of its members are present or represented. If the quorum is not satisfied, a second meeting shall be convened. Such second meeting shall validly deliberate without quorum requirement. Decisions shall be taken by a majority vote of the directors present or represented. If an equal number of votes are cast for and against a decision at a meeting of the board of directors, the chairman shall have the casting vote.

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

The board of directors may, unanimously, pass resolutions by circular means when expressing its approval in writing, by cable, telegram, telex, fax or any other similar means of communication. Written resolutions, approved and signed by all the directors, are therefore proper and valid as though they had been adopted at a meeting of the board of directors which was duly convened and held. Such resolutions can be documented in a single document, signed by all the directors, or in several separate documents having the same content and each of them signed by one or several director(s). The date of such written resolutions will be the date of the last signature.

Art. 19. Minutes of the meetings of the board of directors. The minutes of the meetings of the board of directors shall be signed by the chairman or whoever has assumed the chairmanship in his absence.

Any copies of or extracts from the minutes, which are to be used for legal or other purposes, shall be signed by the chairman or the secretary or two directors.

Art. 20. Powers of the board of directors. The board of directors, applying the principle of risk spreading, shall determine the investment policies and strategies of the Company and of each Sub-Fund, if any, and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

The Company is authorized to employ techniques and instruments to the full extent permitted by law for the purposes of efficient portfolio management.

The board of directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, as well as to perform all acts necessary or useful for accomplishing the Company's object.

All powers not expressly reserved by law or by the present Articles to the general meeting of shareholders are in the competence of the board of directors.

Art. 21. Representation of the Company. Towards third parties, the Company is validly bound by the joint signature of any two directors or by the joint or single signature of any authorized representative(s) of the Company or of any other person(s) to whom such signatory power has been delegated by the board of directors.

The board of directors may appoint any authorized representatives, including a general manager and any possible assistant general managers as well as any other authorized representatives that the board of directors deems necessary for the operation and management of the Company. Any authorized representative may be removed at any time, with or without cause, by the board of directors. These authorized representatives need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles, the authorized representatives shall have the rights and duties conferred upon them by the board of directors.

Art. 22. Delegation of powers. The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts within the framework of the corporate policy and purpose to one or several natural persons or corporate entities, who need not be directors, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their powers.

Art. 23. Conflict of interest. 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 several directors or authorized representatives of the Company are interested in, or are directors, associates, authorized representatives or employees of such other company or firm.

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

In the event that any director or officer of the Company may have any interest opposite to the Company in any transaction of the Company, except for standard transactions concluded under normal terms, such director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "interest opposite to the Company", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving companies of Eurobank Ergasias S.A. and its subsidiaries, such company or entity as may from time to time be determined by the Board of Directors on its discretion.

Art. 24. Indemnification. The Company may indemnify any director, officer, executive or authorized representative, together with his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer, executive or authorized representative of the Company or, for being or having been, at the Company's request, a director, officer, executive or authorized representative of any other company in which the Company is a shareholder or of which it is a creditor and by which he would not be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of an out-of-court settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by a counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which such person may be entitled.

Chapter V - Meetings of shareholders

Art. 25. General meetings of shareholders of the Company. The annual general meeting of shareholders shall be held in the Grand Duchy of Luxembourg, either at the Company's registered office or at any other place in the Grand Duchy of Luxembourg to be specified in the notice of the meeting, on the 3rd Monday of June of each year at 10.00 a.m. (Luxembourg time). If this day is not a bank business day in the Grand Duchy of Luxembourg, the annual general meeting shall be held on the next bank business day, at the same hour. However, the first annual general meeting of shareholders will be held at another date, specified in the transitional provisions hereafter, in order to be held within eighteen months following the Company's incorporation, in accordance with article 70 of the Luxembourg law of August 10, 1915 concerning commercial companies, as amended. The annual general meeting may be held abroad if the board of directors, acting with sovereign powers, decides that exceptional circumstances require this.

Other general meetings of shareholders may be held at the place and on the date specified in the notice of meeting.

The requirements for participation, the quorum and the majority at each general meeting (as described below) are those outlined in the Luxembourg law of August 10, 1915 concerning commercial companies, as amended.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

In accordance with the Luxembourg law of August 10, 1915 concerning commercial companies, as amended, any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type vis-a-vis the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types. The resolutions, in order to be valid, must be adopted in compliance with the quorum and majority requirements referred to in article 36 hereof, with respect to each Sub-Fund, each class or each type concerned.

Shareholders shall meet upon call by the board of directors pursuant to a written notice setting forth the agenda and sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

The Company is not required to send the annual accounts, as well as the report of the approved statutory auditor and the management report, at the same time as the convening notice to the annual general meeting of shareholders. Unless otherwise provided for in the convening notice to the annual general meeting of shareholders, the annual accounts, as well as the report of the approved statutory auditor and the management report, will be available at the registered office of the Company.

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

The annual report shall be sent without any charges to investors who will request it.

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

To the extent required by law, the notice shall be published in the Memorial C, Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the board of directors may decide.

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

The board of directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share, whatever its value, shall provide entitlement to one vote. Fractions of shares do not give their holders any voting right.

Any shareholder may take part in meetings by appointing in writing, by letter, fax, telegram or telex, another person, who needs not be a shareholder and may be a director of the Company, to act as his proxy.

The chairman of the board of directors will preside over all general meetings of the shareholders. In his absence, the general meeting of the shareholders shall appoint any other person as chairman pro tempore of the general meeting by vote of the majority of the shareholders present or represented at such meeting.

Art. 26. General meetings in a Sub-Fund or in a class of shares. The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of article 25 hereof shall apply, mutatis mutandis, to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company. The fractions of shares do not confer any voting rights upon their holders.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a class of shares are passed by a simple majority vote of the shareholders present or represented.

Chapter VI - Termination or merger of sub-funds or classes of shares, Division of sub-funds

Art. 27. Termination of Sub-Funds or classes of shares. The board of directors may decide at any time to terminate any Sub-Fund or any class of shares, taking due account of the interests of the shareholders. In such case, the board of directors may offer the shareholders of such Sub-Fund or class of shares the conversion of their shares into shares of another class of shares of the same Sub-Fund or into shares of another Sub-Fund, under the terms fixed by the board of directors, or the redemption of their shares for cash at the net asset value per share (including all estimated expenses and costs relating to the termination) determined on the applicable Valuation Day.

In the event that for any reason, the net asset value of any Sub-Fund or of any class of shares within a Sub-Fund has decreased to an amount determined by the directors from time to time to be the minimum level for such Sub-Fund or class of shares to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund or class of shares concerned would have material adverse consequences on the investments of that Sub-Fund or class of shares, or if the interest of the shareholders of the relevant Sub-Fund or class of shares so requires, the board of directors may decide to compulsorily redeem all the shares of the relevant Sub-Fund or all the shares of the relevant class of shares at the net asset value per share (taking into account actual realization prices of investments, realization expenses and the provision of the liquidation's fees), calculated on the Valuation Day at which such decision shall take effect.

The Company shall serve a notice to the shareholders of the relevant Sub-Fund(s) or of the relevant class(es) of shares in writing prior to the effective date for such compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations.

Any request for subscription shall be suspended as from the moment of the announcement of the termination of the relevant Sub-Fund or of the relevant class of shares.

Notwithstanding the powers conferred to the board of directors by the terms of the above paragraphs, the general meeting of shareholders of any Sub-Fund or of any class of shares issued in any Sub-Fund may, upon proposal from the board of directors, resolve to redeem all the shares of the relevant Sub-Fund or of the relevant class of shares and refund to the shareholders the net asset value of their shares (taking into account actual realization prices of investments, realization expenses and the provision of the liquidation's fees) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders that shall decide by resolution taken by simple majority of those present or represented.

Assets which are not distributed to their owners upon the implementation of the redemption will be deposited with the Custodian for a period of six months thereafter; after such period, the assets will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed shares shall be cancelled thereafter by the Company.

Art. 28. Merger of Sub-Funds or classes of shares. Under the same circumstances as provided for in article 27 hereof, the board of directors may decide at any time to merge two or several Sub-Funds of the Company, or to merge one or several Sub-Fund(s) of the Company into another Luxembourg undertaking for collective investment. Prior notice will be given to shareholders of the Sub-Fund(s) being merged.

Also, the board of directors may decide to merge two or several classes of shares of the Company. Prior notice will be given to shareholders of the relevant classes of shares.

Shareholders not wishing to participate in the merger may request the redemption of their shares by the Company, for a period of at least one month following the notice. The redemption shall be free of redemption charges, at the net asset value applicable on the day such redemption request has been received by the Company.

Any subscription request shall be suspended as from the moment of the announcement of the merger of the relevant Sub-Fund(s) or classes of shares.

Art. 29. Division of Sub-Funds. The board of directors may decide at any time, under the same circumstances as provided for in article 27 hereof, to divide any Sub-Fund. Prior notice will be given to shareholders of the relevant Sub-Fund.

The existing shareholders of the relevant Sub-Fund have the right to request, for a period of at least one month following the notice, the redemption by the Company of their shares, without redemption costs, at the net asset value applicable on the day such redemption request has been received by the Company.

Any subscription request shall be suspended as from the moment of the announcement of the division of the relevant Sub-Fund.

Chapter VII - Annual accounts, Distributions

Art. 30. Accounting year. The accounting year of the Company begins on the 1 st January of each year and ends on the 31 st December.

The Company shall publish an annual report in accordance with the legislation in force.

Art. 31. Distributions. The general meeting of shareholders shall, upon the proposal of the board of directors and within the limits provided for by law and these Articles, in respect of each Sub-Fund and of each class of shares, determine how the annual net investment income shall be disposed of.

The net assets of the Company may be distributed subject to the minimum capital of the Company as defined under article 5, paragraph 2, hereof being maintained.

With respect to the shares entitled to distributions, the board of directors may decide to pay interim dividends, out of the income attributable to the portfolio of assets relating to the relevant Sub-Fund or to the relevant class of shares, in compliance with the conditions set forth by law and these Articles.

Distribution of net investment income as aforesaid shall be made irrespective of any realised or unrealised capital gains or losses. In addition, dividends may include realised and unrealised capital gains after deduction of realised and unrealised capital losses.

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

Any resolution of a general meeting of shareholders deciding on dividends to be distributed to the shares of any Sub-Fund or of any class of shares shall, in addition, be subject to a prior approval by the shareholders of such Sub-Fund or of such class of shares.

Payments of dividends to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

The declared dividends may be paid in the reference currency of the relevant Sub-Fund or of the relevant class of shares, or in such other currency as selected by the board of directors, and may be paid at such place and time as determined by the board of directors. The board of directors may make a final determination of the exchange rate applicable to change dividend funds into the currency of their payment.

The board of directors may decide to distribute stock dividends instead of cash dividends upon such terms and conditions as may be set forth by the board of directors.

Dividends may, upon request of holders of registered shares, be reinvested by the subscription to further shares of the Sub-Fund(s) or of the class(es) of shares to which such dividends relate.

Any dividend that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the relevant Sub-Fund(s) or to the relevant class(es) of shares.

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

Chapter VIII - Auditor

Art. 32. Auditor. The operations of the Company and its financial situation, including particularly its books, as well as the accounting information given in the annual report, shall be audited by an authorized external auditor ("réviseur d'entreprises agréé"), appointed by the shareholders' general meeting and who must justify of an appropriate professional experience.

The shareholders' general meeting shall determine his remuneration and the term of his office.

The auditor shall fulfil all duties prescribed by law.

Chapter IX - Investment management, Custodian

Art. 33. Investment management. The Company may enter into an investment management agreement with one or more companies (hereinafter the "Manager"), under the terms of which such Manager will manage the Company's portfolio investments, advise the Company on and assist it with respect to such portfolio investments.

Art. 34. Custodian. The custody of the assets of the Company must be entrusted to a credit institution (the "Custodian") which shall satisfy the requirements of the Law and which shall hold all the Company's assets itself or through its agents.

The Custodian shall assume towards the Company and its shareholders the responsibilities provided for by law.

If the Custodian wishes to retire, the board of directors shall appoint another credit institution to be Custodian in place of the retiring Custodian.

The board of directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until another Custodian has been appointed in accordance with the provisions of the present article to act in the place thereof.

Chapter X - Winding-up, Liquidation

Art. 35. Winding-up / Liquidation. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in article 36 hereof.

If the share capital falls below two-thirds of the minimum capital referred to in article 5, paragraph 2, hereof, the board of directors must submit the question of the dissolution of the Company to the general meeting, for which no quorum shall be required and which shall decide by simple majority of the shares represented at the meeting.

If the share capital falls below one-fourth of the minimum capital referred to in article 5, paragraph 2, hereof, the board of directors must also submit the question of the dissolution of the Company to the general meeting, for which no quorum shall be required; in such a case, the dissolution of the Company may be resolved by shareholders holding one fourth of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty (40) days from ascertainment that the capital has fallen below two-thirds or one-fourth of the minimum capital referred to in article 5, paragraph 2, hereof, as the case may be.

Liquidation shall be carried out by one or several liquidator(s), who may be natural persons or legal entities and who will be appointed by the general meeting of shareholders, which shall determine their powers and their remuneration.

Liquidation will take place in accordance with applicable Luxembourg law. The net proceeds of the liquidation will be distributed to shareholders in proportion to their rights.

At the end of the liquidation process of the Company, any amounts that have not been claimed by the shareholders will be paid into the Caisse de Consignation, which will keep them available for the benefit of the relevant shareholders during the duration provided for by law. After this period, the balance will return to the State of Luxembourg.

Chapter XI - General provisions

Art. 36. Amendment to the articles of association. These Articles may be amended by a shareholders' general meeting, subject to the quorum and voting conditions laid down by the Luxembourg law of August 10, 1915 concerning commercial companies, as amended.

Art. 37. Applicable law. In respect of all matters not governed by these Articles, the parties refer to the provisions of the Luxembourg law of August 10, 1915 concerning commercial companies, as amended, and the relevant laws and regulations applicable to Luxembourg undertakings for collective investment, notably the Law.

Transitional provisions

The first accounting year shall begin on the date of incorporation of the Company and shall end on 31 December 2013.

The first general annual meeting of shareholders shall be held on the 3rd Monday of June 2014.

The first annual report of the Company shall be dated 31 December 2013.

Subscription and Payment

All the thirty-one (31) shares representing the initial share capital of the Company have been subscribed by "Eurobank Asset Management Mututal Funds Management Company S.A., (in short Eurobank Asset Management M.F.M.C.)", above-named.

All the thirty-one (31) shares representing the initial share capital of the Company have been entirely paid-up in cash, so that the amount of thirty-one thousand euro (EUR 31,000.-) is as of now available to the Company, as it has been justified to the undersigned notary who expressly states it.

Expenses

The expenses, costs, fees or charges in any form whatsoever which shall be borne by the Company as a result of its incorporation are estimated at approximately four thousand five hundred euro.

Statement

The undersigned notary states that the conditions provided for in article 26 of the law of August 10, 1915 concerning commercial companies, as amended, have been observed.

Extraordinary general meeting

Immediately after the incorporation of the Company, the above-named party, representing the entire subscribed capital and acting in its capacity as sole shareholder of the Company, has adopted the following resolutions:

First resolution

The registered office of the Company is set at 16, boulevard Royal, L-2449 Luxembourg.

Second resolution

The number of directors of the Company is set at seven (7), and the following persons are appointed as directors for a period ending immediately after the annual general meeting of shareholders to be held in June 2014 to resolve upon the approval of the accounts as of December 31, 2013:

- Mr. Konstantinos Morianos, Chairman of the Board and Chief Executive Officer, Eurobank Asset Management M.F.M.C., 10 Stadiou Street, G-105 64 Athens, Greece.

- Ms. Eleni Koritsa, Vice-Chairman of the Board and General Manager, Eurobank Asset Management M.F.M.C., 10 Stadiou Street, G-105 64 Athens, Greece.

- Mr. Charalampos Sarris, Head of Investment Management, Eurobank Asset Management M.F.M.C., 10 Stadiou Street, G-105 64 Athens, Greece.

- Mr. Fokion Karavias, General Manager, Global Markets, Institutional Asset Management and Services, Eurobank Ergasias S.A., 8 Othonos Street, G-105 57 Athens, Greece.

- Mr. Andrew Economides, Assistant General Manager, Eurobank Ergasias S.A., 8 Othonos Street, G-105 57 Athens, Greece.

- Mr. Georgios Vlachakis, Managing Director, Eurobank Fund Management Company (Luxembourg) S.A., 5, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg.

- Mr. Agamemnon Kotrozos, General Manager, Eurobank Fund Management Company (Luxembourg) S.A., 5, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg.

Third resolution

PricewaterhouseCoopers, Société Cooperative, 400, Route d'Esch, B.P. 1443 L-1014 Luxembourg, Grand Duchy of Luxembourg is appointed as independent auditor of the Company for a period ending immediately after the annual general meeting of shareholders to be held in 2014 to resolve upon the approval of the annual accounts as of December 31, 2013.

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

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

The deed having been read to the proxy of the appearing person, known to the notary by his name, first name, civil status and residence, said proxy signed together with the notary the present deed.

Signé: C. BOUILLON, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 24 janvier 2013. Relation: EAC/2013/1063. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2013019841/946.

(130023781) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 février 2013.

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

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

R.C.S. Luxembourg B 173.834.

STATUTS

L'an deux mille douze, le dix-neuf décembre

Par-devant Maître Joseph ELVINGER, notaire de résidence à Luxembourg, Grand-duché de Luxembourg.

A COMPARU:

Monsieur Martial PHILIPPE, né le 10 juin 1964 à Boulogne-Billancourt (France) et résident au 21 Chemin du Daillard, CH-1071 Chexbres (Suisse), représenté aux présentes par Madame Flora GIBERT, demeurant professionnellement à Luxembourg au 15 Côte d'Eich (L-1450 Luxembourg), en vertu d'une procuration sous seing privé lui délivrée le 11 décembre 2012 à Luxembourg.

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Le dit comparant, tel que représenté, a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'il déclare constituer.

Art. 1er. Nom. Il existe une société à responsabilité limitée, prenant la dénomination de "KADOSH S.à.r.l." (ci-après, la Société).

Art. 2. Objet social. L'objet social de la Société est l'accomplissement de toutes les opérations se rapportant directement ou indirectement à la prise de participations dans des sociétés luxembourgeoises ou étrangères, sous quelque forme que ce soit, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

La Société peut emprunter, sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de titres, obligations, bons de caisse et tous titres de dettes sous forme nominative et soumise à des restrictions de transfert. La Société peut accorder tous crédits, y compris le produit de prêts et/ou émissions de valeurs mobilières, à ses filiales ou sociétés affiliées.

La Société peut utiliser ses fonds pour constituer, administrer, développer et vendre ses portefeuilles d'actifs tel qu'ils seront constitués au fil du temps, acquérir, investir dans et vendre toute sorte de propriétés, corporelles ou incorporelles, mobilières ou immobilières, notamment, mais non limité à des portefeuilles de valeurs mobilières de toute origine, pour participer dans la création, l'acquisition, le développement et le contrôle de toute entreprise, pour acquérir, par voie d'investissement, de souscription ou d'option des valeurs mobilières pour en disposer par voie de vente, transfert, échange ou autrement et pour les développer.

La Société peut acquérir et céder des propriétés immobilières, pour son propre compte, à la fois au Grand-duché de Luxembourg ou à l'étranger et elle peut effectuer toutes les opérations en relation avec des propriétés immobilières, y inclus la détention directe ou indirecte de participations dans des sociétés luxembourgeoises ou étrangères, de véhicules d'investissement de tout type (y compris des limited partnerships et structures similaires), qui ont comme objet principal l'acquisition directe ou indirecte, le développement, la promotion, la vente, la gestion et/ou la location, de propriétés immobilières.

La Société peut consentir des garanties ou des sûretés au profit de tierces personnes afin de garantir ses obligations et les obligations de sociétés dans lesquelles elle a une participation ou un intérêt directs ou indirects et à toute société faisant partie du même groupe de sociétés que la Société et elle peut assister ces sociétés pour, y inclus, mais non limité à la gestion et le développement de ses sociétés et leur portefeuille, financièrement, par des prêts, avances et garanties. Elle peut 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.

La société peut acquérir, développer, gérer, céder et plus généralement effectuer toute opération, à la fois au Grand-duché de Luxembourg ou à l'étranger, sur des brevets, des marques de fabrique ou de commerce, des dessins et modèles, des noms de domaines internet ou des droits d'auteur de logiciel relatifs aux logiciels standards.

La Société peut accomplir toutes les opérations commerciales, industrielles, financières, mobilières et immobilières, se rapportant directement ou indirectement à son objet social ou susceptibles de favoriser son développement.

Art. 3. Durée. La Société est constituée pour une durée illimitée.

Art. 4. Siège social. Le siège social est établi à Luxembourg, Grand-duché de Luxembourg.

Il peut être transféré en tout autre lieu du Grand-duché de Luxembourg par simple décision d'une assemblée générale extraordinaire des associés. Il peut être transféré à l'intérieur de la commune par une décision du gérant/conseil de gérance.

La Société peut ouvrir des bureaux et succursales dans tous autres lieux du pays ainsi qu'à l'étranger.

Art. 5. Capital social. Le capital social de la Société est fixé à la somme de EUR 2.440.000,- (deux millions quatre cent quarante mille Euro) représenté par 2.440 (deux mille quatre cent quarante) parts sociales d'une valeur nominale de EUR 1.000,- (mille euro) chacune.

Art. 6. Modification du capital social. Le capital social pourra à tout moment être modifié moyennant décision de l'associé unique sinon de l'assemblée des associés, conformément à l'article 15 des présents statuts.

Art. 7. Participation aux bénéfices. Chaque part sociale donne droit à une fraction, proportionnelle au nombre des parts existantes, de l'actif social ainsi que des bénéfices.

Art. 8. Parts sociales indivisibles. Les parts sociales sont indivisibles à l'égard de la Société qui ne reconnaît qu'un seul propriétaire pour chacune d'elles. Les copropriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par une seule et même personne.

Art. 9. Transfert de parts sociales. Toutes cessions de parts sociales détenues par l'associé unique sont libres.

En cas de pluralité d'associés, la cession de parts sociales inter vivos à des tiers non-associés doit être autorisée par l'assemblée générale des associés représentant au moins trois quarts du capital social. Une telle autorisation n'est pas requise pour une cession de parts sociales entre associés.

La cession de parts sociales mortis causa à des tiers non-associés doit être acceptée par les associés qui représentent trois quarts des droits appartenant aux survivants.

Les exigences des articles 189 et 190 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi de 1915) doivent être respectées.

Art. 10. Rachat de parts sociales. La Société pourra acquérir ses propres parts sociales pourvu que la Société dispose à cette fin de réserves distribuables ou des fonds suffisants.

L'acquisition et la disposition par la Société de parts sociales détenues par elle dans son propre capital social ne pourra avoir lieu qu'en vertu d'une résolution et conformément aux conditions qui seront décidées par une assemblée générale de l'associé unique/des associés. Les exigences de quorum et de majorité applicables aux modifications des statuts en vertu de l'article 15 des statuts sont d'application.

Art. 11. Décès, Interdiction, Faillite ou Déconfiture des associés. Le décès, l'interdiction, la faillite ou la déconfiture de l'associé unique, sinon d'un des associés, ne mettent pas fin à la Société.

Art. 12. Gérance. La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants ont été désignés, ils formeront un conseil de gérance. Le ou les gérant(s) n'ont pas besoin d'être associés. Les membres du conseil de gérance se verront attribuer soit un pouvoir de signature A ou un pouvoir de signature B. Le ou les gérants sont désignés, révoqués et remplacés par l'assemblée générale des associés, par une résolution adoptée par des associés représentant plus de la moitié du capital social.

L'assemblée générale des associés peut à tout moment et ad nutum (sans justifier d'une raison) révoquer et remplacer le gérant, ou si plusieurs gérants ont été nommés, n'importe lequel des gérants.

Vis-à-vis des tiers, le ou les gérant(s) ont les pouvoirs les plus étendus pour agir au nom et pour le compte de la Société en toutes circonstances et pour exécuter et approuver les actes et opérations en relation avec l'objet social et sous réserve du respect des dispositions du présent article 12.

Tous les pouvoirs non expressément réservés par la loi ou les présents statuts à l'assemblée générale des associés sont de la compétence du gérant ou, en cas de pluralité de gérants, de la compétence du conseil de gérance.

En cas de gérant unique, la Société sera engagée par la seule signature du gérant, et en cas de pluralité de gérants, par les signatures conjointes d'un gérant avec un pouvoir de signature A et un gérant avec un pouvoir de signature B.

Néanmoins, pour les opérations de gestion journalière dans le cadre de transactions effectuées à des conditions commerciales normales et dont l'implication financière est inférieure à EUR 10.000,- (dix mille euros), la Société sera engagé par la signature d'un seul gérant avec un pouvoir de signature A ou par la signature d'un seul gérant avec un pouvoir de signature B.

Le gérant unique ou, en cas de pluralité de gérants, deux gérants quelconques, pourront déléguer leurs compétences pour des opérations spécifiques (y compris la délégation de pouvoirs spécifiques de gestion journalière dans le cadre de transactions effectuées à des conditions commerciales normales) à un ou plusieurs mandataires ad hoc. Le gérant unique ou, en cas de pluralité de gérants, les gérants qui délèguent détermineront la responsabilité du mandataire et sa rémunération (si le mandat est rémunéré), la durée de la période de représentation et n'importe quelles autres conditions pertinentes de ce mandat.

En cas de pluralité de gérants, les décisions du conseil de gérance seront prises à la majorité des voix des gérants présents ou représentés, y compris au moins un gérant avec un pouvoir de signature A et une gérant avec un pouvoir de signature B, lors de la réunion du conseil de gérance. Le conseil de gérance peut délibérer ou agir valablement seulement si au moins la majorité de ses membres est présente ou représentée lors de la réunion du conseil de gérance.

Un président pro tempore du conseil de gérance peut être désigné par le conseil de gérance pour chaque réunion du conseil de gérance de la Société. Le président, si un président a été désigné, présidera la réunion du conseil de gérance pour laquelle il aura été désigné. Le conseil de gérance désignera un président pro tempore par vote de la majorité des gérants présents ou représentés lors du conseil de gérance.

En cas de pluralité de gérants, avis écrit de toute réunion du conseil de gérance sera donné à tous les gérants par écrit ou télécopie ou courriel (e-mail), au moins 24 (vingt-quatre) heures avant l'heure prévue pour la réunion, sauf s'il y a urgence. Une réunion du conseil de gérance pourra être convoquée par tout gérant. On pourra passer outre cette convocation si les gérants sont présents ou représentés au conseil de gérance et s'ils déclarent avoir été informés de l'ordre du jour. Une convocation spéciale ne sera pas requise pour une réunion du conseil de gérance se tenant à une heure et à un endroit déterminés dans une résolution préalablement adoptée par le conseil de gérance.

Tout gérant pourra se faire représenter en désignant par écrit ou par télécopie ou courriel (e-mail) un autre gérant comme son mandataire. Tout gérant peut participer à une réunion du conseil de gérance par conférence téléphonique, visioconférence ou par ou par tout autre moyen similaire de communication permettant à tous les gérants qui prennent part à la réunion d'être identifiés et de délibérer. La participation d'un gérant à une réunion du conseil de gérance par conférence téléphonique, visioconférence ou par ou par tout autre moyen similaire de communication auquel est fait référence ci-dessus sera considérée comme une participation en personne à la réunion et la réunion sera censé avoir été tenue au siège social. Les décisions du conseil de gérance seront consignées dans un procès-verbal qui sera conservé au siège social de la Société et signé par les gérants présents au conseil de gérance, ou par le président du conseil de gérance, si un président a été désigné. Les procurations, s'il y en a, seront jointes au procès-verbal de la réunion.

Nonobstant les dispositions qui précèdent, une décision du conseil de gérance peut également être prise par voie circulaire et résulter d'un seul ou de plusieurs documents contenant les résolutions et signés par tous les membres du conseil de gérance sans exception. La date d'une telle décision circulaire sera la date de la dernière signature. Une décision par voie circulaire sera considérée comme ayant été prise à Luxembourg.

Art. 13. Responsabilité des gérants. Le ou les gérants (selon le cas) ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 14. Assemblées générale des associés. Une assemblée générale annuelle de l'associé unique ou des associés se tiendra au siège social de la Société ou à tout autre endroit de la commune de son siège social à préciser dans la convocation à l'assemblée.

D'autres assemblées générales de l'associé unique ou des associés peuvent être tenues aux lieux et places indiqués dans la convocation.

Tant que la Société n'a pas plus de vingt-cinq (25) associés, les résolutions de l'associé unique ou des associés pourront, au lieu d'être prises lors d'assemblées générales, être prises par écrit par tous les associés. Dans cette hypothèse, un projet explicite de la résolution ou des résolutions à prendre devra être envoyé à chaque associé, et chaque associé votera par écrit (ces votes pourront être produits par lettre, télécopie, ou courriel (e-mail)).

Art. 15. Droits de vote des associés, Quorum et Majorité. L'associé unique exerce les pouvoirs dévolus à l'assemblée des associés.

En cas de pluralité des associés, chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède ou représente. En cas de pluralité d'associés, les décisions collectives ne sont valablement prises que pour autant qu'elles ont été adoptées par des associés représentant plus de la moitié du capital social.

Cependant, les résolutions modifiant les statuts de la Société ne pourront être prises que de l'accord de la majorité en nombre des associés représentant au moins les trois quarts du capital social et la nationalité de la Société ne pourra être changée que de l'accord unanime de tous les associés, sous réserve des dispositions de la Loi de 1915.

Art. 16. Année sociale. L'année sociale de la Société commence le 1 er janvier et se termine le 31 décembre de chaque année.

Art. 17. Comptes annuels. Chaque année, au 31 décembre, les comptes sont arrêtés et, suivant le cas, le gérant ou le conseil de gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la Société.

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

Art. 18. Distribution des bénéfices, Réserves. Les profits bruts de la Société, constatés dans les comptes annuels, déduction faite des frais généraux, amortissements et charges, constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10%) du capital social. L'assemblée générale décide de l'affectation du solde restant du bénéfice net annuel. Le gérant unique ou, en cas de pluralité de gérants, le conseil de gérance pourra décider de verser un dividende intérimaire.

Art. 19. Liquidation. Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui fixeront leurs pouvoirs et leurs émoluments.

Art. 20. Commissaire aux comptes - Réviseur d'entreprises. Conformément à l'article 200 de la Loi de 1915, la Société doit être contrôlée par un commissaire aux comptes seulement si elle a plus de 25 (vingt-cinq) associés. Un réviseur d'entreprises doit être nommé si l'exemption prévue à l'article 69 (2) de la loi du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises, telle que modifiée n'est pas applicable.

Art. 21. Référence aux dispositions légales. Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions légales de la Loi de 1915.

Souscription et Libération

Les parts sociales ont été souscrites par:

Monsieur Martial PHILIPPE, susmentionné:	2.440 (deux mille quatre cent quarante) parts sociales
Total:	2.440 (deux mille quatre cent quarante) parts sociales

Toutes les parts sociales sont libérées intégralement par des apports en nature décrits ci-après, proportionnellement aux droits que Monsieur Martial PHILIPPE détient dans la société apportée:

Monsieur Martial PHILIPPE apporte 495 (quatre cent quatre-vingt-quinze) actions d'une valeur nominale de EUR 10,- (dix) Euro chacune, représentant 15% (quinze pour cent) de la totalité des actions émises, de la société "DIMA S.A.", une société de droit luxembourgeois inscrite au RCS de Luxembourg sous le numéro B-84132, ayant son siège 30 route de Luxembourg, L-6916 ROODT-SUR-SYRE et au capital souscrit de EUR 33.000,- (trente-trois mille Euro); cet apport étant évalué à EUR 2.440.000,- (deux millions quatre cent quarante mille Euro).

Preuve de l'existence de l'apport:

Preuve de la propriété et de la valeur de ces parts sociales a été donnée au notaire instrumentant par la copie d'un extrait récent du registre de commerce de la société concernée, un bilan au 31 décembre 2011 et une déclaration émise par ses administrateurs attestant le nombre actuel d'actions, leur appartenance et leur valeur réelle conformément aux tendances actuelles du marché, et que.

Réalisation effective de l'apport

Il résulte du contrat d'apport présenté au notaire soussigné que Monsieur Martial PHILIPPE, apporteur ici représenté comme dit ci-avant, a déclaré que:

- il est le seul plein propriétaire de ces parts et possède les pouvoirs d'en disposer, celles-ci étant légalement et conventionnellement librement transmissibles;

- il n'existe aucun droit de préemption ou d'autre droits en vertu desquels une personne pourrait avoir le droit d'en acquérir une ou plusieurs;

- les transferts de parts sont effectivement réalisés sans réserve aujourd'hui et les conventions de cessions ont été déjà signées, preuve en ayant été apportée au notaire soussigné;

Dispositions Transitoires

Le premier exercice social commence aujourd'hui et finit le 31 décembre 2012.

Evaluation des frais

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'élève à approximativement à EUR 3.200,- (trois mille deux cents euros).

Assemblée générale constitutive

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

1. Est nommé au poste de gérant pour une durée indéterminée:

Monsieur Martial PHILIPPE, né le 10 juin 1964 à Boulogne-Billancourt (France), gérant, dont l'adresse est au 21 Chemin du Daillard CH-1071 Chexbres (Suisse).

2. Le siège social de la société est établi 38 avenue du X septembre, L-2550 Luxembourg, Grand-Duché de Luxembourg.

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

Et après lecture faite et interprétation donnée au mandataire du comparant, celui-ci a signé le présent acte avec le notaire.

Signé: F. GIBERT, J. ELVINGER.

Enregistré à Luxembourg A.C le 21 décembre 2012. Relation: LAC/2012/61594. Reçu Soixante-Quinze Euros (75,- €)

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la Société sur sa demande

Luxembourg, le 2 janvier 2013.

Référence de publication: 2013001001/219.

(130000416) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 janvier 2013.

ILG S.A., Société Anonyme.

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

R.C.S. Luxembourg B 169.405.

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IN THE YEAR TWO THOUSAND AND TWELVE, ON THE TWENTY-FIRST DAY OF DECEMBER.

Before Us, Maître Cosita DELVAUX, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg,

was held an extraordinary general meeting (the Meeting) of the shareholders of ILG S.A., a Luxembourg société anonyme, with registered office at 26-28, Rives de Clausen, L-2165 Luxembourg, Grand Duchy of Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B 169.405 (the Company), incorporated pursuant to a deed of Maître Cosita DELVAUX, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg, on June 13 th , 2012 published in the Mémorial C, Recueil des Sociétés et Associations dated June 25 th , 2012, N° 1581. The articles of association of the Company (the Articles) have been amended for the last time pursuant a deed by the undersigned notary, on July 27 th , 2012 published in the Mémorial C, Recueil des Sociétés et Associations dated August 31 st , 2012, N° 2163.

The Meeting is chaired by Mr. Massimo LONGONI, residing at 10, rue Mathieu Lambert Schrobilgen, L-2526 Luxembourg, Grand Duchy of Luxembourg (the Chairman).

The Chairman appoints Mr. Giacomo PESSANO, professionally residing at 26-28, Rives de Clausen, L-2165 Luxembourg, Grand Duchy of Luxembourg, as secretary of the Meeting (the Secretary).

The Meeting elects Mr. Judicaël MOUNGUENGUY, professionally residing at 26-28, Rives de Clausen, L-2165 Luxembourg, Grand Duchy of Luxembourg, as scrutineer of the Meeting (the Scrutineer and, together with the Chairman and the Secretary, the Bureau).

The Bureau having thus been constituted, the Chairman declares and requests the notary to state that:

I. The agenda of the Meeting is as follows:

1. Extension of the Company's first financial year until September 30 th , 2013;

2. Extension of the mandate of Mr. Eduardo Salvador VELASCO as director of the Company until the annual general meeting to be held in 2018;

3. Extension of the mandate of the auditor ERNST & YOUNG S.A. until the annual general meeting which will approve the Company's accounts at September 30 th , 2013;

4. Modification of the Financial Year and subsequent amendment of Article 16 of the Articles in order to give it the following wording:

" **16. Financial Year.** The year begins on the first day of October and ends on the last day of September of each year.";

5. Modification of the Annual General Meetings and subsequent amendment of Article 17 of the Articles in order to give it the following wording:

" **17. Annual General Meetings.** The General Meeting will convene as of right in the commune headquarters, the second Thursday of March each year at 11.00 a.m.. If this day is a holiday, the meeting will be held on the first banking day following, at the same time.";

6. Miscellaneous.

II. The powers of attorney of the represented shareholders of the Company (the Shareholders) and the number of their respective shares are shown on an attendance list. This attendance list signed by the proxy holder of the represented Shareholders, the Bureau and the undersigned notary, together with the proxies of the represented Shareholders, after having been signed ne varietur, will remain annexed to the present deed.

III. It appears from the said attendance list, that all the shares representing the share capital of the Company in circulation are present or represented at the present Meeting, so that the Meeting can validly decide on all the items of the agenda which have previously been communicated to the Shareholders present and represented, each of them expressly declaring to acknowledge it.

IV. The Meeting has taken the following resolutions:

First resolution

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

Second resolution

The Meeting resolves to extend the first financial year to September 30 th , 2013.

Third resolution

The Meeting resolves to extend the mandate of Mr. Eduardo Salvador VELASCO, born in Guadalajara Jalisco, Mexico, on April 19 th , 1973 professionally residing at 22, avenue Montaigne, F-75008 Paris, France, as director of the Company until the annual general meeting to be held in 2018.

Fourth resolution

The Meeting resolves to extend the mandate of Ernst & Young S.A. as auditor of the Company until the annual general meeting which will approve the Company's accounts at September 30 th , 2013.

Fifth resolution

The Meeting resolves to modify the Company's Financial Year and therefore amend Article 16 of the Articles which will be read as follows:

" **16. Financial Year.** The year begins on the first day of October and ends on the last day of September of each year."

Sixth resolution

The Meeting resolves to modify the Company's Annual General Meetings and therefore amend Article 17 of the Articles which will be read as follows:

" **17. Annual General Meetings.** The General Meeting will convene as of right in the commune headquarters, the second Thursday of March each year at 11.00 a.m.. If this day is a holiday, the meeting will be held on the first banking day following, at the same time."

Thereupon, there being no further items on the agenda, the Meeting is closed.

Estimated 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 Euro 1,200.00.

Statement

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

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

The document having been read to the proxy holder of the appearing parties and the members of the Bureau, the members of the Bureau signed together with Us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'AN DEUX MILLE DOUZE, LE VINGT ET UNIÈME JOUR DU MOIS DE DÉCEMBRE.

Par-devant Nous, Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg,

s'est tenu l'assemblée générale extraordinaire (l'Assemblée) des actionnaires de ILG S.A., une société anonyme luxembourgeoise avec siège social au 26-28, Rives de Clausen, L-2165 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 169.405 (la Société), constituée suivant acte reçu par Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg, en date du 13 juin 2012, publié au Mémorial C, recueil des Sociétés et Associations en date du 25 juin 2012, n° 1581. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois par un acte reçu par le notaire soussigné en date du 27 juillet 2012, publié au Mémorial C, recueil des Sociétés et Associations en date du 31 août 2012, n° 2163.

L'Assemblée est présidée par M. Massimo LONGONI, résidant au 10, rue Mathieu Lambert Schrobilgen, L-2526 Luxembourg, Grand-Duché de Luxembourg (le Président).

Le Président désigne comme secrétaire M. Giacomo PESSANO, demeurant professionnellement au 26-28, Rives de Clausen, L-2165 Luxembourg, Grand-Duché de Luxembourg (le Secrétaire).

L'Assemblée élit aux fonctions de scrutateur M. Judicael MOUNGUENGUY, demeurant professionnellement au 26-28, Rives de Clausen, L-2165 Luxembourg, Grand-Duché de Luxembourg (le Scrutateur et ensemble avec le Président et le Secrétaire, le Bureau).

Le Bureau ainsi constituée, le Président déclare et prie le notaire d'acter:

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

1. Extension du premier exercice de la Société, jusqu'au 30 septembre 2013;

2. Extension du mandat de Monsieur Eduardo Salvador VELASCO comme administrateur de la Société jusqu'à l'assemblée générale qui se tiendra en l'année 2018;

3. Extension du mandat du réviseur ERNST & YOUNG S.A. jusqu'à l'assemblée générale qui approuvera le comptes de la Société au 30 septembre 2013;

4. Modification de l'Exercice Social et modification subséquente de l'Article 16 des Statuts pour lui donner la teneur qui suit:

« **16. Exercice Social.** L'année sociale commence le premier jour du mois d'octobre et finit le dernier jour du mois de septembre de chaque année.»;

5. Modification des Assemblées Générales Annuelles et modification subséquente de l'Article 17 des Statuts pour luis donner la teneur qui suit:

« **17. Assemblées Générales Annuelles.** L'Assemblée Générale se réunira de plein droit dans la commune du siège social, le 2 ^{e} jeudi du mois de mars de chaque année à 11.00 heures. Si ce jour est férié, l'assemblée aura lieu le premier jour ouvrable bancaire suivant, à la même heure.»;

6. Divers.

II. Les procurations des actionnaires de la Société représentés (les Actionnaires) ainsi que le nombre de leurs actions respectives figurent sur une liste de présence. Cette liste de présence, signée par les mandataires des Actionnaires représentés, le Bureau et le notaire soussigné, ensemble avec les procurations des Actionnaires représentés et après avoir été signé ne varietur, restera annexée au présent acte.

III. Ressort de la liste de présence que toutes les Actions représentant l'ensemble du capital de la Société en circulation sont présentes ou représentées à cette Assemblée, de sorte que l'Assemblée peut valablement décider sur tous les points à l'ordre du jour qui a été communiqué préalablement aux Actionnaires présents ou représentés, chacun déclarant en avoir pris connaissance.

IV. L'Assemblée a pris les résolutions suivantes:

Première résolution

L'intégralité du capital social étant représentée à la présente Assemblée, l'Assemblée renonce aux convocations, les Actionnaires représentés se considérant comme dûment convoqués et déclarant avoir une parfaite connaissance de l'ordre du jour qui a été communiqué à l'avance.

Seconde résolution

L'assemblée décide de prolonger la durée du premier exercice social au 30 septembre 2013.

Troisième résolution

L'Assemblée décide de prolonger le mandat de l'administrateur Monsieur Eduardo Salvador VELASCO, né le 19 avril 1973 à Guadalajara Jalisco, Mexico, résidant professionnellement au 22, avenue Montaigne, F-75008 Paris, France, jusqu'à l'assemblée générale qui se tiendra en l'année 2018.

Quatrième résolution

L'Assemblée décide de prolonger le mandat du réviseur Ernst & Young S.A. jusqu'à l'assemblée générale qui approuvera le comptes de la Société au 30 septembre 2013.

Cinquième résolution

L'Assemblée décide de modifier l'Exercice Social et de modifier ainsi l'article 16 des Statuts qui se lira dorénavant comme suit:

« **16. Exercice Social.** L'année sociale commence le premier jour du mois d'octobre et finit le dernier jour du mois de septembre de chaque année.»

Sixième résolution

L'Assemblée décide de modifier les Assemblées Générales Annuelles de la Société et de modifier ainsi l'article 17 des Statuts qui se lira dorénavant comme suit:

« **17. Assemblées Générales Annuelles.** L'Assemblée Générale se réunira de plein droit dans la commune du siège social, le 2 ^{e} jeudi du mois de mars de chaque année à 11.00 heures. Si ce jour est férié, l'assemblée aura lieu le premier jour ouvrable bancaire suivant, à la même heure.»

Plus rien n'étant à l'ordre du jour, l'Assemblée est close.

Frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait du présent acte s'élèvent approximativement à EUR 1.200,00.

Déclaration

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

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

Après avoir lu le présent acte au mandataire des parties comparantes et aux membres du Bureau, ces derniers ont signé avec le notaire le présent acte original.

Signé: M. LONGONI, G. PESSANO, J. MOUNGUENGUY, C. DELVAUX.

Enregistré à Redange/Attert, le 24 décembre 2012. Relation: RED/2012/1819. Reçu soixante-quinze euros (75,00 €).

Le Receveur ff. (signé): Y. THILL.

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

Redange-sur-Attert, le 2 janvier 2013. Me Cosita DELVAUX.

Référence de publication: 2013000960/167.

(130000301) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 janvier 2013.

Broadband Investments II S.à r.l., Société à responsabilité limitée.

Capital social: EUR 256.213.441,21.

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

R.C.S. Luxembourg B 171.950.

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

Before us Maître Henri Hellinckx, notary, residing in Luxembourg,

There appeared:

Broadband Investments S.à r.l., a limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Trade and Companies' Register under number B 146370 ("Sole Shareholder"), here represented by M [e] Carsten Opitz, residing in Luxembourg, by virtue of a proxy, given on 11 December in Luxembourg, which proxy, after having been signed "ne varietur" by the proxy-holder and the undersigned notary, shall remain attached to this deed in order to be registered therewith.

Such appearing party is the sole shareholder of Broadband Investments II S.à r.l., a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 171950, incorporated pursuant to a deed of the undersigned notary, on 21 September 2012, not yet published in the Mémorial C, Recueil des Sociétés et Associations (hereafter the "Company").

The appearing party, representing the entire share capital, requested the undersigned notary to act that the agenda of the meeting is as follows:

Agenda

1. Increase of the share capital of the Company up to two hundred fifty-six million two hundred thirteen thousand four hundred forty-one Euro and twenty-one cents of a Euro (EUR 256,213,441.21) through the issuance of twenty-two billion eight hundred sixty-four million six hundred eighteen thousand eight hundred fifty-seven (22,864,618,857) new shares with a par value of one cent of a Euro (EUR 0.01) each;

2. Approval and acceptance of the payment for the new shares to be issued through contribution in kind in the form of nineteen billion five hundred twenty million three hundred sixty-five thousand one hundred forty-six (19,520,365,146) shares in Slovenia Broadband S.à r.l.; and

3. Restatement of the article 5.1 of the articles of association of the Company.

The appearing party, representing the entire share capital, took the following resolutions:

First resolution:

The Sole Shareholder resolves to increase the share capital of the Company from its current value of twenty-seven million five hundred and sixty-seven thousand two hundred fifty-two Euro sixty-four cents of a Euro (EUR 27,567,252.64), represented by two billion seven hundred and fifty-six million seven hundred and twenty-five thousand two hundred and sixty-four (2,756,725,264) shares, all having a par value of one cent of a Euro (EUR 0.01) each, up to two hundred fifty-six million two hundred thirteen thousand four hundred forty-one Euro and twenty-one cents of a Euro (EUR 256,213,441.21) through the issuance of twenty-two billion eight hundred sixty-four million six hundred eighteen thousand eight hundred fifty-seven (22,864,618,857) new shares, all having a par value of one cent of a Euro (EUR 0.01) each (the "Shares").

All of the twenty-two billion eight hundred sixty-four million six hundred eighteen thousand eight hundred fifty-seven (22,864,618,857) Shares have been subscribed by the following subscribers:

- Godolphin Services Limited, a company incorporated and existing under the laws of Cyprus, having its registered office at 2 Agapinoros Street, CY - PC1076, Nicosie, Cyprus, registered with the Department of the Registrar of Companies and Official Receiver under number 224487 ("Godolphin"), aforementioned,

here represented by M e Carsten Opitz, residing in Luxembourg, by virtue of a proxy, given on 11 December 2012 in Athens (Greece),

to the extent of seven hundred forty-nine million six hundred eighty-four thousand six hundred twenty-two (749,684,622) of the Shares;

- Gerrard Enterprises LLC, a limited liability company organized and existing under the laws of the Isle of Man with registered number 000543L whose registered office is at Grosvenor Court, Albert Road, Ramsey, Isle of Man ("Gerrard"),

here represented by M e Carsten Opitz, residing in Luxembourg, by virtue of a proxy, given on 11 December 2012 in London,

to the extent of four billion two hundred sixty-seven million six hundred fifty thousand six hundred seventy (4,267,650,670) of the Shares; and

- Adria Cable S.à r.l., a private limited liability company (société à responsabilité limitée), incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 11-13, boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg, registered with the Trade and Companies' Register under number B 128082 ("Adria Cable"),

here represented by M e Carsten Opitz, residing in Luxembourg, by virtue of a proxy, given on 7 December 2012 in Luxembourg,

to the extent of seventeen billion eight hundred forty-seven million two hundred eighty-three thousand five hundred sixty-five (17,847,283,565) of the Shares.

All the Shares have been fully paid up.

All of the twenty-two billion eight hundred sixty-four million six hundred eighteen thousand eight hundred fifty-seven (22,864,618,857) Shares have been subscribed at a total price of two hundred twenty-eight million six hundred forty-six thousand one hundred eighty-eight Euro and fifty-seven cents of a Euro (EUR 228,646,188.57), to be entirely allocated to the share capital of the Company.

Second resolution:

The Sole Shareholder further approves and accepts the payment of the subscribed shares through contribution in kind by Gerrard, Godolphin and Adria Cable, consisting of shares of Slovenia Broadband S.à r.l., a limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 145882, incorporated on 21 April 2009 ("Slovenia") as follows:

- Godolphin contributes seven hundred forty-nine million six hundred eighty-four thousand six hundred twenty-two (749,684,622) ordinary shares of Slovenia to the Company for a total value of seven million four hundred ninety-six thousand eight hundred forty-six Euro and twenty-two cents of a Euro (EUR 7,496,846.22) to be entirely allocated to the share capital.

- Gerrard contributes nine hundred twenty-three million three hundred ninety-six thousand nine hundred fifty-nine (923,396,959) ordinary shares of Slovenia to the Company for a total value of forty-two million six hundred seventy-six thousand five hundred and six Euro and seventy cents of a Euro (EUR 42,676,506.70) to be entirely allocated to the share capital.

- Adria Cable contributes seventeen billion eight hundred forty-seven million two hundred eighty-three thousand five hundred sixty-five (17,847,283,565) ordinary shares of Slovenia to the Company for a total value of one hundred seventy-eight million four hundred seventy-two thousand eight hundred thirty-five Euro and sixty-five cents of a Euro (EUR 178,472,835.65) to be entirely allocated to the share capital.

The proof of the existence and of the value of two hundred twenty-eight million six hundred forty-six thousand one hundred eighty-eight Euro and fifty-seven cents of a Euro (EUR 228,646,188.57) of all of the above ordinary shares in Slovenia has been produced to the undersigned notary.

Third resolution:

As a consequence of the above resolutions, article 5.1 of the Articles of Association of the Company is amended and shall be read as follows:

" **5.1.** The Company's share capital is set at two hundred fifty-six million two hundred thirteen thousand four hundred forty-one Euro and twenty-one cents of a Euro (EUR 256,213,441.21), consisting of twenty-five billion six hundred and twenty-one million three hundred and forty-four thousand one hundred and twenty-one (25,621,344,121) shares having a par value of one cent of a euro (EUR 0,01) each."

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated to be approximately EUR 6,500.-.

Whereof, this deed is drawn up in Luxembourg on the day stated at the beginning of this document.

The undersigned notary who speaks and understands English, states herewith that upon request of the proxyholder of the appearing persons, this deed is worded in English, followed by a French version; upon request of the same appearing proxyholder of the appearing persons and in case of divergences between the English and the French texts, the English version will be prevailing.

The document having been read to the proxyholder of the above appearing parties known to the notary, such person signed together with the notary this deed.

Suit la traduction française du texte qui précède:

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

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

A comparu:

Broadband Investments S.à r.l., une société à responsabilité limitée constituée et régie par les lois du Grand-Duché de Luxembourg, ayant son siège social à 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 146370 («Associé Unique»), ici représentée par M e Carsten Opitz, demeurant à Luxembourg, en vertu d'une procuration donnée en date du 11 décembre à Luxembourg. Ladite procuration, signée "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.

Le comparant est l'associé unique de Broadband Investments II S.à.r.l., une société à responsabilité limitée ayant son siège social à 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 171950 constituée suivant acte reçu par le notaire soussigné le 21 septembre 2012, non encore publié au Mémorial C, Recueil des Sociétés et Associations (ci après la «Société»).

Le Comparant, représentant l'intégralité du capital social, a requis le notaire soussigné de prendre acte que l'ordre du jour de l'assemblée est le suivant:

Agenda

1. Augmentation du capital social de la Société de sa valeur actuelle de deux cent cinquante-six millions deux cent treize mille quatre cent quarante-un euros et vingt-un centimes (EUR 256.213.441,21) par l'émission de vingt-deux milliards huit cent soixante-quatre millions six cent dix-huit mille huit cent cinquante-sept (22.864.618.857) nouvelles parts sociales, ayant une valeur d'un centime d'euro (EUR 0,01) chacune;

2. Approbation et consentement au paiement des nouvelles parts sociales par voie d'apport en nature sous forme de dix-neuf milliards cinq cent vingt millions trois cent soixante-cinq mille cent quarante six (19.520.365.146) parts sociales de Slovenia Broadband S.à.r.l.; et

3. Modification de l'article 5.1 des statuts de la Société.

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

Première résolution:

L'Associé Unique décide d'augmenter le capital social de la Société de sa valeur actuelle de vingt-sept millions cinq cent soixante-sept mille deux cent cinquante-deux euros et soixante-quatre centimes (EUR 27.567.252,64), représenté par deux milliards sept cent cinquante-six millions sept cent vingt-cinq mille deux cent soixante-quatre (2.756.725.264) parts sociales, ayant une valeur d'un centime d'euro (EUR 0,01) chacune, jusqu'à deux cent cinquante-six millions deux cent treize mille quatre cent quarante-un euros et vingt-un centimes (EUR 256.213.441,21) par l'émission de vingt-deux milliards huit cent soixante-quatre millions six cent dix-huit mille huit cent cinquante-sept (22.864.618.857) nouvelles parts sociales, ayant une valeur d'un centime d'euro (EUR 0,01) chacune (les «Parts Sociales»).

L'intégralité des vingt-deux milliards huit cent soixante-quatre millions six cent dix-huit mille huit cent cinquante-sept (22.864.618.857) Parts Sociales a été souscrite par les souscripteurs suivants:

- Godolphin Services Limited, une société constituée et régie par les lois de Chypre, ayant son siège social à 2 Agapinoros Street, CY - PC1076, Nicosie, Chypre, inscrite au service de registre de sociétés, sous le numéro 224487 ("Godolphin"),

ici représentée par M e Carsten Opitz, demeurant à Luxembourg, en vertu d'une procuration donnée en date du 11 décembre 2012 à Loyer, à concurrence de sept cent quarante-neuf millions six cent quatre-vingt-quatre mille six cent vingt-deux (749.684.622) des Parts Sociales.

- Gerrard Enterprises LLC, une limited liability company constituée et régie par les lois de l'Ile de Man ayant pour numéro d'enregistrement 000543L, ayant son siège social à Grosvenor Court, Albert Road, Ramsey, Ile de Man («Gerrard»),

ici représentée par M e Carsten Opitz, demeurant à Luxembourg, en vertu d'une procuration donnée en date du 11 Décembre 2012 à Londres;

à concurrence de quatre milliards deux cent soixante-sept millions six cent cinquante mille six cent soixante-dix (4.267.650.670) des Parts Sociales; et

- Adria Cable S.à.r.l., une société à responsabilité limitée constituée et régie par les lois du Grand-Duché de Luxembourg, ayant son siège social à 11-13, boulevard de la Foire, L-1528 Luxembourg, Grand Duché de Luxembourg, inscrite au Registre du Commerce et des Sociétés sous le numéro B 128082 («Adria Cable»),

ici représentée par M e Carsten Opitz, demeurant à Luxembourg, en vertu d'une procuration donnée en date du 7 décembre 2012 à Luxembourg,

à concurrence de dix-sept milliards huit cent quarante-sept millions deux cent quatre-vingt-trois mille cinq cent soixante-cinq (17.847.283.565) des Parts Sociales.

L'ensemble des Parts Sociales ont été entièrement libérées.

L'intégralité des vingt-deux milliards huit cent soixante-quatre millions six cent dix-huit mille huit cent cinquante-sept (22.864.618.857) Parts Sociales a été souscrite à un prix total de deux cent vingt-huit millions six cent quarante-six mille cent quatre-vingt-huit euros et cinquante-sept centimes (EUR 228.646.188,57), dont l'ensemble sera affecté au capital social de la Société.

Seconde résolution:

L'associé unique approuve et accepte le paiement des parts sociales par Godolphin, Gerrard et Adria Cable par voie d'apport en nature des actions ordinaires de Slovenia Broadband S.à.r.l., une société à responsabilité limitée constituée et régie par les lois du Grand-Duché de Luxembourg, ayant son siège social à 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 145882, incorporé le 21 avril 2009 («Slovenia») comme suit:

- Godolphin apporte sept cent quarante-neuf millions six cent quatre-vingt-quatre mille six cent vingt-deux (749.684.622) parts sociales de Slovenia pour une valeur totale de sept millions quatre cent quatre-vingt-seize mile huit cent quarante-six euros et vingt-deux centimes (EUR 7.496.846,22) entièrement attribuée au capital social.

- Gerrard apporte neuf cent vingt-trois million trois cent quatre-vingt-seize mille neuf cent cinquante-neuf (923,396,959) parts sociales de Slovenia pour une valeur totale de quarante-deux millions six cent soixante-seize mille cinq cent six euros et soixante-dix centimes (EUR 42.676.506,70) entièrement attribuée au capital social.

- Adria Cable apporte dix-sept milliards huit cent quarante-sept millions deux cent quatre-vingt-trois mille cinq cent soixante-cinq (17.847.283.565) parts sociales de Slovenia pour une valeur totale de cent soixante-dix-huit millions quatre cent soixante-douze mille huit cent trente-cinq Euro et soixante-cinq (EUR 178.472.835,65) entièrement attribuée au capital social.

Les documents justifiant de l'existence de la valeur de deux cent vingt-huit millions six-cent quarante-six mille cent quatre-vingt-huit Euro et cinquante-sept (EUR 228,646,188.57) de toutes les parts sociales de Slovenia ont été présentés au notaire soussignés.

Troisième résolution:

Suite à la résolution précédente, l'article 5 des statuts de la Société est modifié comme suit:

« **5.1.** La Société a un capital social de deux cent cinquante-six millions deux cent treize mille quatre cent quarante-un Euro et vingt-un centimes (EUR 256.213.441,21) représenté par vingt-cinq milliards six cent vingt-un millions trois cent quarante-quatre mille cent vingt-un (25.621.344.121) parts sociales ayant une valeur nominale d'un centime d'euro (EUR 0.01) chacune.»

Estimation des frais

Les dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui seront supportés par la Société en conséquence du présent acte sont estimés approximativement à EUR 6.500,-.

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

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande des comparants, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande des mêmes comparants et en cas de divergences entre le texte français et le texte anglais, le texte anglais fait foi.

Et après lecture faite et interprétation donnée au mandataire des comparants, connu du notaire instrumentant, ledit mandataire a signé avec le notaire le présent acte.

Signé: C. OPITZ et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 20 décembre 2012. Relation: LAC/2012/61269. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 2 janvier 2013.

Référence de publication: 2013001556/212.

(130001074) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 janvier 2013.

Centenario S.A.H., Société Anonyme.

Siège social: L-2530 Luxembourg, 4, rue Henri M. Schnadt.

R.C.S. Luxembourg B 103.981.

EXTRAIT

Il résulte des décisions prises par l'assemblée générale ordinaire tenue extraordinairement en date du 28 septembre 2012 que:

- le mandat des administrateurs actuellement en place, à savoir Messieurs Max GALOWICH, Jean-Paul FRANK et Georges GREDT

- ainsi que le mandat du commissaire aux comptes actuellement en place, à savoir LUX-AUDIT S.A.

sont reconduits jusqu'à l'issue de l'assemblée générale statutaire qui se tiendra en 2016

Il résulte des résolutions prises par le conseil d'administration lors d'une réunion tenue en date du 1 er octobre 2012 que:

- Monsieur Max GALOWICH, a été nommé Président du conseil d'administration pour la durée de son mandat d'administrateur de la société qui prendra fin à l'issue de l'assemblée générale annuelle des actionnaires qui se tiendra en 2016.

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

Luxembourg, le 1 er octobre 2012.

Pour la Société
Un mandataire

Référence de publication: 2013006026/22.

(130006775) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

Braling International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 136.023.

Extrait des résolutions prises par l'assemblée générale ordinaire du 19 mars 2012:

Après en avoir délibéré, l'Assemblée Générale renomme:

- Madame Annette SCHROEDER, avec adresse professionnelle au 40, Boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur;

- Monsieur Claudio TOMASSINI, avec adresse professionnelle au 40, Boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur;

- Monsieur Jacques RECKINGER, avec adresse professionnelle au 40, Boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur.

Leurs mandats respectifs prendront fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes au 31 décembre 2015.

L'Assemblée Générale renomme comme commissaire aux comptes:

- FIDUCIAIRE DE LUXEMBOURG, société anonyme, 38, Boulevard Joseph II, L-1840 Luxembourg.

Son mandat prendra fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes au 31 décembre 2015.

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.
Boulevard Joseph II
L-1840 Luxembourg

Référence de publication: 2013006006/23.

(130006296) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2013.

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