MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 570 **8 mars 2013**

SOMMAIRE

Advent Carl Luxembourg Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-1661 Luxembourg, 47, Grand-rue.

R.C.S. Luxembourg B 148.035.

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

Before the undersigned, Maître Jean-Joseph WAGNER, notary residing in Sanem, Grand Duchy of Luxembourg.

There appeared:

"ADVENT CARL LUXEMBOURG HOLDING S.à.r.l.", a société à responsabilité limitée, governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 47, Grand-Rue, L-1661 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 148.078,

here represented by Mrs Linda HARROCH, lawyer, residing at Howald, by virtue of a proxy given on 27 December 2012.

"CARL ADVENT MANAGEMENTBETEILIGUNGS GMBH & CO. KG", a limited partnership formed under the laws of Germany, registered with the commercial register of the local court of Hamburg under HRA 111527, with its registered office at Beim Strohhause 26, 20097 Hamburg, Germany,

here represented by Linda HARROCH, lawyer, by virtue of a proxy given on 27 December 2012.

"CARL ADVENT ZWEITE MANAGEMENTBETEILIGUNGS GMBH & CO. KG", a limited partnership formed under the laws of Germany, registered with the commercial register of the local court of Hamburg under HRA 113016, with its registered office at Beim Strohhause 26, 20097 Hamburg, Germany,

here represented by Linda HARROCH, lawyer, by virtue of a proxy given on 27 December 2012.

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

Such appearing parties are the shareholders of "Advent Carl Luxembourg Finance S.à r.l." (hereinafter the "Company"), a société à responsabilité limitée, governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 47, Grand-Rue, L-1661 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 148.035, incorporated pursuant to a deed of the undersigned notary dated September 4, 2009, whose articles of association have been published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C") dated October 1, 2009 (number 1913, page 91807). The articles of association have been amended pursuant to a deed of the undersigned notary dated 20 January 2011, published in the Mémorial C dated 29 September 2011 number 1412.

The appearing parties representing the whole corporate capital requires the notary to act the following resolutions:

First resolution

The shareholders decide to increase the Company's share capital by an amount of seven hundred and seventy thousand euros (EUR 770,000.00), so as to raise it from its present amount of one million thirty thousand euros (EUR 1,030,000.00) up to one million eight hundred thousand euros (EUR 1,800,000.00), by the issue of seven hundred and seventy thousand (770,000) new shares (collectively referred as the "New Shares"), each having a par value of one euro (EUR 1.00) having the same rights and obligations as set out in the Company's articles of incorporation, paid up by a contribution in kind amounting to seven hundred and seventy thousand euros (EUR 770,000.00) consisting in an unquestioned claim due for immediate payment held by Advent Carl Luxembourg Holding S.à r.l. against the Company (the "Contribution").

Subscription

The New Shares are fully subscribed by Advent Carl Luxembourg Holding S.à r.l., prenamed and the Contribution of seven hundred and seventy thousand euros (EUR 770,000.00) is entirely allocated to the Company's share capital.

Second resolution

The shareholders decide to amend article 5.1 of the Company's articles of incorporation which shall read as follows:

" **5.1.** The Company's share capital is set at one million eight hundred thousand euros (EUR 1,800,000.00), represented by one million eight hundred thousand (1,800,000) shares of one euro (EUR 1.-) each having such rights and obligations as set out in these Articles (the "Shares"). In these Articles, "Shareholders" means the holders at the relevant time of the Shares and "Shareholder" shall be construed accordingly."

Costs and Expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to three thousand euro.

Whereof the present 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 the present deed is worded in English, followed by a French version; on request of the appearing parties and in case of divergences between the English and the French text, the English version will prevail.

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

Suit la traduction en français du texte qui précède:

L'an deux mille douze, le vingt-huit décembre.

Par-devant Maître Jean-Joseph WAGNER, notaire résidant à Sanem, Grand-duché de Luxembourg.

Ont comparu:

"ADVENT CARL LUXEMBOURG HOLDING S.à r.l.", une société à responsabilité limitée régie selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 47, Grand Rue, L-1661 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 148.078,

ici représentée par Madame Linda HARROCH, avocat, demeurant à Howald, en vertu d'une procuration sous seing privé donnée en date du 27 décembre 2012.

"CARL ADVENT MANAGEMENTBETEILIGUNGS GMBH & CO. KG", un limited partnership régi selon les lois allemandes, enregistré au registre de commerce de Hambourg sous le numéro HRA 111527, ayant son siège social à Beim Strohhause 26, 20097 Hambourg, Allemagne,

ici représentée par Madame Linda HARROCH, prénommée, en vertu d'une procuration sous seing privé donnée en date du 27 décembre 2012.

"CARL ADVENT ZWEITE MANAGEMENTBETEILIGUNGS GMBH & CO. KG", un limited partnership régi selon les lois allemandes, enregistré au registre de commerce de Hambourg sous le numéro HRA 113016, ayant son siège social à Beim Strohhause 26, 20097 Hambourg, Allemagne,

ici représentée par Madame Linda HARROCH, prénommée, en vertu d'une procuration sous seing privé donnée en date du 27 décembre 2012.

Les procurations signées ne varietur par la mandataire des parties comparantes et par le notaire soussigné resteront annexées au présent acte, pour être soumises avec lui aux formalités de l'enregistrement.

Lesquelles parties comparantes sont les associés de «ADVENT CARL LUXEMBOURG FINANCE S.à.r.l.» (ci après la «Société»), une société à responsabilité limitée régie selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 47, Grand Rue, L-1661 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 148.035, constituée suivant un acte du notaire soussigné en date du 4 septembre 2009, dont les statuts ont été publiés au Mémorial C, Recueil Spécial des Sociétés et Associations du 1 er octobre 2009 (numéro 1913, page 91807) (le «Mémorial C»). Les statuts ont été modifiés suivant un acte du notaire soussigné en date du 20 janvier 2011, publié au Mémorial C du 29 septembre 2011 numéro 1412.

Lesquelles parties comparantes, représentant l'intégralité du capital social, ont requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

Les associés décident d'augmenter le capital social de la Société à concurrence de sept cent soixante-dix mille euros (EUR 770.000,00), afin de le porter de son montant actuel d'un million trente mille euro (EUR 1.030.000,00) jusqu'à un million huit cent mille euros (EUR 1.800.000,00) par l'émission de sept cent soixante-dix mille (770.000) nouvelles parts sociales (les «Nouvelles Parts Sociales») ayant les droits et obligations tels qu'indiqués par les statuts de la Société et qui seront payées par un apport en nature d'un montant de sept cent soixante-dix mille euros (EUR 770.000,00) consistant en l'apport d'une créance certaine, liquide et exigible détenue par Advent Carl Luxembourg Holding S.à r.l., prénommé, envers la Société (l' «Apport»).

Souscription - Paiement

Les Nouvelles Parts Sociales sont souscrites par Advent Carl Luxembourg Holding S.à r.l., prénommé et l'apport de sept cent soixante-dix mille euros (EUR 770.000,00) est entièrement alloué au capital social de la Société.

Seconde résolution

Les associés décident de modifier l'article 5.1 des statuts de la Société qui aura désormais la teneur suivante:

« **5.1.** Le capital social de la Société est d'un million huit cent mille Euros (EUR 1.800.000,00), représenté par un million huit cent mille (1.800.000) parts sociales, d'une valeur d'un euro (EUR 1,00) chacune (les "Parts Sociales"), ayant les droits et obligations tels que prévus par les Statuts. Dans les présents Statuts, "Associés" signifie les détenteurs au moment opportun de Parts Sociales et "Associé" devra être interprété conformément.»

Frais

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

DONT ACTE, passé à Luxembourg, les jours, mois et an figurant en tête des présentes.

Le notaire soussigné qui comprend et parle l'anglais, constate que le présent acte est rédigé en langue anglaise, suivi d'une version française; sur demande des parties comparantes et en cas de divergences entre le texte français et le texte anglais, ce dernier fait foi.

Et après lecture faite et interprétation donnée à la mandataire des parties comparantes, connue du notaire instrumentant par ses nom, prénom usuel, état et demeure, la mandataire des parties comparantes a signé avec le notaire le présent acte.

Signé: L. HARROCH, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 03 janvier 2013. Relation: EAC/2013/121. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2013016130/121.

(130019780) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 janvier 2013.

PH Distribution S.à r.l., Société à responsabilité limitée.

Siège social: L-1940 Luxembourg, 452, route de Longwy.

R.C.S. Luxembourg B 49.815.

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Liquidation Judiciaire

Par jugement n° 132/13 rendu en date du 24 janvier 2013, le tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, a déclaré dissoute la société anonyme PH Distribution S.à r.l. avec siège social à L-1940 Luxembourg, 452 route de Longwy, de fait inconnue à cette adresse.

Pour extrait conforme

Maître Clément MARTINEZ

Avocat/Le Liquidateur

Référence de publication: 2013017528/14.

(130020890) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Odyssey GP, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 174.884.

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STATUTES

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

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

THERE APPEARED:

(1) Mr Athanasios Kalekos, born on 6 July 1956 in Serres, Greece and residing at 21, Chantecler Drive, Fremont, CA 94539, United States of America;

here represented by Yannick Arbaut, lawyer, professionally residing in Luxembourg, by virtue of a power of attorney given under private seal;

(2) Mr Spyros Trachanis, born on 31 August 1968 in Patras, Greece and residing at 46, Tatoiou, GR-14561, Athens, Greece;

here represented by Yannick Arbaut, lawyer, professionally residing in Luxembourg, by virtue of a power of attorney given under private seal;

(3) Eurobank Ergasias S.A., a company incorporated under the laws of Greece with registered office at 8, Othonos str., GR-10557 Athens, Greece and registered with the Registrar of Companies of General Commercial Registry (GCR) under number 000223001000;

here represented by Yannick Arbaut, lawyer, professionally residing in Luxembourg, by virtue of a power of attorney given under private seal.

Said powers of attorney, after having been initialled ne varietur by the proxyholder of the appearing party and by the undersigned notary, will remain attached to the present deed, and be submitted with this deed to the registration authorities.

Such appearing parties, in the capacity in which they act, have requested the undersigned notary, to state as follows the articles of association of a private limited liability company (société à responsabilité limitée), which is hereby incorporated.

1. Art. 1. Name. There exists a private limited liability company (société à responsabilité limitée) by the name of "Odyssey GP" (the Company).

2. Art. 2. Corporate object.

2.1 The object of the Company is to act as the general partner (associé gérant commandité) of Odyssey S.C.A. SICAR, an investment company in risk capital (société d'investissement en capital à risque) with variable capital subject to the act of 15 June 2004 relating to the investment company in risk capital, as amended (the 2004 Act) and established as a corporate partnership limited by shares (société en commandite par actions).

2.2 The Company may in particular:

(a) use its funds to establish, manage, develop and dispose of its assets as they may be composed from time to time, to acquire, invest in and dispose of any kinds of property, tangible and intangible, movable and immovable, and namely but not limited to, its portfolio of securities of whatever origin or type, to participate in the creation, acquisition, development and control of any enterprise, to acquire, by way of investment, subscription, underwriting or option, securities, to realise them by way of sale, transfer, exchange or otherwise and to develop them;

(b) borrow in any form, except by way of public offer. It may issue by way of private placement only, notes, bonds and debentures and any kind of debt securities in registered form and subject to transfer restrictions. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries or affiliated companies;

(c) give guarantees and grant security in favour of third parties to secure its obligations and the obligations of companies in which the Company has a direct or indirect participation or interest and to companies which form part of the same group of companies as the Company and it may grant any assistance to such companies, including, but not limited to, assistance in the management and the development of such companies and their portfolio, financial assistance, loans, advances or guarantees. It may pledge, transfer, encumber or otherwise create security over some or all its assets.

2.3 The Company may carry out any commercial, industrial, financial, personal, and real estate operations, which are directly or indirectly connected with its corporate purpose or which may favour its development.

3. Art. 3. Duration. The Company is formed for an unlimited period of time.

4. Art. 4. Registered office.

4.1 The registered office is established in Luxembourg.

4.2 It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders. It may be transferred within the boundaries of the municipality by a resolution of the board of managers of the Company.

4.3 The Company may have offices and branches, both in Luxembourg and abroad.

5. Art. 5. Share capital. The Company's subscribed share capital is fixed at EUR 12,500 (twelve thousand five hundred euro) represented by 12,500 (twelve thousand five hundred) shares of EUR 1 (one euro) each.

6. Art. 6. Amendments to the share capital. The share capital may be changed at any time by a decision of the sole shareholder or by decision of the general meeting of the shareholders in accordance with article 15 of these articles of association.

7. Art. 7. Profit sharing. Each share entitles to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

8. Art. 8. Indivisible shares. Towards the Company, the Company's shares are indivisible, and only one owner is admitted per share. Joint co-owners have to appoint a single representative towards the Company.

9. Art. 9. Transfer of shares.

9.1 In case of a sole shareholder, the Company's shares held by the sole shareholder are freely transferable.

9.2 In case of plurality of shareholders, the transfer of shares inter vivos to third parties must be authorised by the general meeting of the shareholders who represent at least three-quarters of the paid-in capital of the Company. No such authorisation is required for a transfer of shares among the shareholders.

9.3 The transfer of shares mortis causa to third parties must be accepted by the shareholders who represent three-quarters of the rights belonging to the surviving shareholders.

9.4 The requirements of articles 189 and 190 of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the 1915 Act) will apply.

10. Art. 10. Redemption of shares.

10.1 The Company will have the power to acquire shares of its own share capital, provided that the Company has sufficient distributable reserves and funds to that effect.

10.2 The acquisition and disposal by the Company of shares held by it in its own share capital will take place by virtue of a resolution of and on the terms and conditions to be decided upon by the sole shareholder or the general meeting of the shareholders. The quorum and majority requirements applicable for amendments to the articles of association of the Company will apply in accordance with article 15 of these articles of association.

11. Art. 11. Death, Suspension of civil rights, Insolvency or Bankruptcy of the shareholders. The death, suspension of civil rights, insolvency or bankruptcy of the sole shareholder or of one of the shareholders will not terminate the Company.

12. Art. 12. Management.

12.1 The Company is managed by two or more managers. The managers constitute a board of managers. The managers need not to be shareholders of the Company. The managers are appointed, revoked and replaced by a decision of the general meeting of the shareholders, adopted by shareholders owning more than half of the share capital.

12.2 The general meeting of the shareholders may at any time and ad nutum (without cause) dismiss and replace any manager.

12.3 In dealing with third parties, the managers will have all powers to act in the name and on behalf 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 this article 12 have been complied with.

12.4 All powers not expressly reserved by law or the present articles of association to the general meeting of shareholders fall within the power of the board of managers.

12.5 The Company will be bound by the joint signatures of any two managers.

12.6 The managers may sub-delegate their powers for specific tasks to one or several ad hoc agents. The delegating managers will determine the agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

12.7 Resolutions of the board of managers will be adopted by the majority of the managers present or represented. The board of managers can deliberate or act validly only if at least the majority of the managers are present or represented at the meeting of the board of managers.

12.8 A chairman pro tempore of the board of managers may be appointed by the board of managers for each board meeting. The chairman, if one is appointed, will preside at the meeting of the board of managers for which he has been appointed. The board of managers will appoint a chairman pro tempore, if one is appointed, by vote of the majority of the managers present or represented at the board meeting.

12.9 Written notice of any meeting of the board of managers will be given to all managers, in writing or by telefax or electronic mail (e-mail), at least 24 (twenty-four) hours in advance of the hour set for such meeting, except in circumstances of emergency. A meeting of the board of managers can be convened by any manager. This notice may be waived if all the managers are present or represented, and if they state that they have been informed on the agenda of the meeting. Separate notice will not be required for individual meetings held at times and places prescribed in a schedule previously adopted by a resolution of the board of managers.

12.10 A manager may act at a meeting of the board of managers by appointing in writing or by telefax or electronic mail (e-mail) another manager as his proxy. A manager may also participate in a meeting of the board of managers by conference call, videoconference or by other similar means of communication allowing all the managers taking part in the meeting to be identified and to deliberate. The participation by a manager in a meeting by conference call, videoconference or by other similar means of communication mentioned above will be deemed to be a participation in person at such meeting and the meeting will be deemed to be held at the registered office of the Company. The decisions of the board of managers will be recorded in minutes to be held at the registered office of the Company and to be signed by the managers attending, or by the chairman of the board of managers, if one has been appointed. Proxies, if any, will remain attached to the minutes of the relevant meeting.

12.11 Notwithstanding the foregoing, a resolution of the board of managers may also be passed in writing in which case the minutes will consist of one or several documents containing the resolutions and signed by each and every manager. The date of such circular resolutions will be the date of the last signature. A meeting of the board of managers held by way of such circular resolutions is deemed to be held in Luxembourg.

13. Art. 13. Liability of the managers. The managers assume, by reason of their position, no personal liability in relation to any commitment validly made by them in the name of the Company.

14. Art. 14. General meetings of the shareholders.

14.1 An annual general meeting of the shareholders will be held at the registered office of the Company, or at such other place in the municipality of its registered office as may be specified in the notice of meeting.

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

14.3 As long as the Company has no more than twenty-five (25) shareholders, resolutions of shareholder(s) can, instead of being passed at general meetings, be passed in writing by all the shareholders. In this case, each shareholder will be

sent an explicit draft of the resolution(s) to be passed, and will vote in writing (such vote to be evidenced by letter or telefax or electronic mail (e-mail) transmission).

15. Art. 15. Shareholders' voting rights, Quorum and Majority.

15.1 The sole shareholder assumes all powers conferred to the general meeting of the shareholders.

15.2 In case of a plurality of shareholders, each shareholder may take part in collective decisions regardless of the number of shares, which he owns. Each shareholder has voting rights commensurate with his shareholding. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital of the Company.

15.3 However, resolutions to alter the articles of association of the Company may only be adopted by the majority in number of the shareholders owning at least three quarters of the Company's share capital and the nationality of the Company can only be changed by unanimous vote, subject to the provisions of the 1915 Act.

16. Art. 16. Financial year. The Company's financial year starts on 1 January and ends on 31 December of each year.

17. Art. 17. Financial statements.

17.1 Each year as at the 31 December, the Company's balance sheet and the profit and loss statement are established under the responsibility of the board of managers of the Company.

17.2 Each shareholder may inspect the balance sheet and the profit and loss statement at the Company's registered office.

18. Art. 18. Appropriation of profits – Reserves. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to a statutory reserve, until this reserve amounts to ten per cent. (10%) of the Company's nominal share capital. The balance of the net profits may be distributed to the shareholders on a pro rata basis in proportion to their shareholding in the Company. The board of managers may decide to pay interim dividends.

19. Art. 19. Liquidation. At the time of winding up of the Company, the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the general meeting of the shareholders (or the sole shareholder) who will determine the powers and remuneration of the liquidator(s).

20. Art. 20. Auditor. In accordance with article 200 of the 1915 Act, the Company needs only to be audited by a statutory auditor if it has more than 25 (twenty-five) shareholders. An external auditor needs to be appointed whenever the exemption provided by article 69 (2) of the Luxembourg act dated 19 December 2002 on the trade and companies register and on the accounting and financial accounts of companies does not apply.

21. Art. 21. Reference to legal provisions. Reference is made to the provisions of the 1915 Act for all matters for which no specific provision is made in these articles of association.

Subscription and Payment

The Articles having thus been established, all shares have been subscribed as follows:

Mr Athanasios Kalekos, prenamed:	6,125 (six thousand two hundred twenty-five) shares
Mr Spyros Trachanis, prenamed:	3,875 (three thousand eight hundred twenty five) shares
Eurobank Ergasias S.A., prenamed:	2,500 (two thousand five hundred) shares
Total:	12,500 (twelve thousand five hundred) shares

All these shares have been fully paid-up in cash, therefore the amount of EUR 12,500 (twelve thousand five hundred Euro) is now at the disposal of the Company, proof of which has been duly given to the notary.

Transitory provisions

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

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which will be borne by the Company as a result of the present deed are estimated to be approximately EUR 1,200.- (one thousand two hundred euro).

Extraordinary general meeting

Immediately after the incorporation, the shareholder representing the entire subscribed capital of the Company have herewith adopted the following resolutions:

(1) the number of managers is set at three (3). The meeting appoints as managers of the Company for an unlimited period of time:

- Athanasios Kalekos, born on 6 July 1956 in Serres, Greece and resident at 21, Chantecler Drive, Fremont, CA 94539, United States of America;

- Spyros Trachanis, born on 31 August 1968 in Patras, Greece and resident at 46, Tatoiou, GR-14561, Athens, Greece;

- Nicos Koulis, born on 3 February 1957 in Athens, Greece and resident at 42, Dexamenis Street, Politia, Athens, Greece;

(2) the registered office is established at 26-28, Rives de Clausen, L-2165 Luxembourg, Grand Duchy of Luxembourg.

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

Whereof, the present notarial deed is drawn in Luxembourg, on the date stated above.

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le vingt-quatre janvier.

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

ONT COMPARU:

(1) Monsieur Athanasios Kalekos, né le 6 juillet 1956 à Serres (Grèce) et résidant au 21, Chantecler Drive, Fremont, CA 94539, Etats-Unis d'Amérique;

ici représenté par Yannick Arbaut, avocat, résidant professionnellement au 33, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duché du Luxembourg, en vertu d'une procuration donnée par acte sous seing privé;

(2) Monsieur Spyros Trachanis, né le 31 août 1968 à Patras (Grèce) et résidant au 46, Tatoiou, GR-14561, Athènes, Grèce;

ici représenté par Yannick Arbaut, avocat, résidant professionnellement au 33, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duché du Luxembourg, en vertu d'une procuration donnée par acte sous seing privé;

(3) Eurobank Ergasias S.A., une société de droit grec, avec siège social au 8, rue Othonos, GR-10557 Athènes, Grèce et enregistrée avec le Registre Commercial Général sous le numéro 000223001000;

ici représentée par Yannick Arbaut, avocat, résidant professionnellement au 33, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duché du Luxembourg, en vertu d'une procuration donnée par acte sous seing privé;

Lesdites procurations, après paraphe ne varietur par le mandataire des parties comparantes et le notaire soussigné, resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Lesdites parties comparantes, aux termes de la capacité avec laquelle ils agissent, ont requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'ils déclarent constituer entre eux.

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

2. Art. 2. Objet social.

2.1 L'objet social de la Société est d'agir comme associé gérant commandité d'Odyssey S.C.A. SICAR, une société d'investissement en capital à risque avec capital variable soumis à la loi du 15 juin 2004 sur la société d'investissement en capital à risque, modifiée (la Loi de 2004) et constituée comme une société en commandite par actions.

2.2 La Société peut notamment:

(a) 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 ses portefeuilles de valeurs mobilières de toute origine ou type, 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;

(b) 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;

(c) 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 ces 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.

2.3 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.

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

4. Art. 4. Siège social.

4.1 Le siège social de la Société est établi à Luxembourg.

4.2 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 conseil de gérance de la Société.

4.3 La Société peut ouvrir des bureaux et succursales aussi bien dans le Grand Duché de Luxembourg qu'à l'étranger.

5. Art. 5. Capital social. Le capital social de la Société est fixé à la somme de 12.500 EUR (douze mille cinq cents euros) représenté par 12.500 (douze mille cinq cents) parts sociales d'une valeur nominale de 1 EUR (un euro) chacune.

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

7. 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.

8. 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.

9. Art. 9. Transfert de parts sociales.

9.1 Toutes cessions de parts sociales détenues par l'associé unique sont libres.

9.2 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.

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

9.4 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.

10. Art. 10. Rachat de parts sociales.

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

10.2 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 de la Société en vertu de l'article 15 des statuts sont d'application.

11. 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.

12. Art. 12. Gérance.

12.1 La Société est gérée par deux ou plusieurs gérants. Les gérants forment le conseil de gérance. Les gérants n'ont pas besoin d'être associés de la Société. Les gérants sont désignés, révoqués et remplacés par l'assemblée des associés, par une résolution adoptée par des associés représentant plus de la moitié du capital social.

12.2 L'assemblée générale des associés peut à tout moment et ad nutum (sans justifier d'une raison) révoquer et remplacer n'importe lequel des gérants.

12.3 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.

12.4 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.

12.5 La Société sera engagée par les signatures conjointes de deux gérants quelconques.

12.6 Les gérants pourront déléguer leurs compétences pour des opérations spécifiques à un ou plusieurs mandataires ad hoc. 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.

12.7 Les décisions du conseil de gérance seront prises à la majorité des voix des gérants présents ou représentés. Le conseil de gérance peut délibérer ou agir valablement seulement si au moins la majorité des gérants est présente ou représentée lors de la réunion du conseil de gérance.

12.8 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.

12.9 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. Les réunions du conseil de gérance seront tenues au lieu, au jour et à l'heure spécifiée dans la notice de convocation. Une réunion du conseil de gérance pourra être convoquée par un gérant quelconque. Il est possible de 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.

12.10 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.

12.11 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 réunion du conseil de gérance tenue par voie circulaire sera considérée comme ayant été tenue à Luxembourg.

13. Art. 13. Responsabilité des gérants. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

14. Art. 14. Assemblées générale des associés.

14.1 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.

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

14.3 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)).

15. Art. 15. Droits de vote des associés, Quorum et Majorité.

15.1 L'associé unique exerce les pouvoirs dévolus à l'assemblée des associés.

15.2 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.

15.3 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.

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

17. Art. 17. Comptes annuels.

17.1 Chaque année, au 31 décembre, le bilan et le compte de résultat de la Société sont dressés sous la responsabilité du conseil de gérance de la Société.

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

18. 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. Le solde du bénéfice net peut être distribué aux associés au prorata de leur détention respective dans le capital de la Société. Le conseil de gérance peut décider de verser un dividende intérimaire.

19. Art. 19. Liquidation. Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par l'assemblée générale des associés qui déterminera les pouvoirs et les émoluments des liquidateurs.

20. 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 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises n'est pas applicable.

21. 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:

Mr Athanasios Kalekos, susmentionné:	6.125 (six mille cent vingt-cinq) parts sociales
Mr Spyros Trachanis, susmentionné:	3.875 (trois mille huit cent soixante-quinze) parts sociales
Eurobank Ergasias S.A., susmentionné:	2.500 (deux mille cinq cents) parts sociales
Total:	12.500 (douze mille cinq cents) parts sociales

Toutes les parts ont été intégralement libérées par apport en espèces, de sorte que la somme de 12.500 EUR (douze mille cinq cents euros) se trouve dès maintenant à la disposition de la Société, ainsi qu'il en a été justifié au notaire instrumentaire.

Dispositions Transitoires

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

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 EUR 1.200.- (mille deux cents euros).

Assemblée Générale Extraordinaire

Immédiatement après la constitution de la Société, les associés préqualifiés représentant la totalité du capital souscrit ont pris les résolutions suivantes:

(1) Les membres du conseil de gérance sont au nombre de 3 (trois).

L'assemblée nomme comme gérants de la Société pour une durée indéterminée:

- Athanasios Kalekos, né le 6 juillet 1956 à Serres, Grèce et résidant au 21, Chantecler Drive, Fremont, CA 94539, Etats-Unis d'Amérique;

- Spyros Trachanis, né le 31 août 1968 à Patras, Grèce et résidant au 46, Tatoiou, GR-14561, Athènes, Grèce;

- Nicos Koulis, né le 3 février 1957 à Athènes, Grèce et résidant au 42, Dexamenis Street, Politia, Athènes, Grèce;

(2) Le siège social de la Société est établi à 26-28, Rives de Clausen, L-2165 Luxembourg, Grand-Duché de Luxembourg.

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

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

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

Signé: Y. ARBAUT et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 31 janvier 2013. Relation: LAC/2013/4752. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 5 février 2013.

Référence de publication: 2013018844/395.

(130022452) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 février 2013.

ABAKUS, Fonds Commun de Placement.

Siège social: L-1952 Luxembourg, 1-7, rue Nina et Julien Lefèvre.

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Le règlement de gestion de ABAKUS Asia Growth Fund modifié au 28 janvier 2013 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.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013029164/10.

(130035315) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

Crossroad FCP-FIS, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

R.C.S. Luxembourg B 136.517.

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Le règlement de gestion coordonné de Février 2013 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 27 Février 2013.

Allegro S.à r.l.

Signature

Référence de publication: 2013028847/12.

(130035244) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

CIGOGNE Management S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.547.

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

Before us Maître Henri Hellinckx, notary residing in Luxembourg.

Was held an extraordinary general meeting of the shareholders of Cigogne Management S.A. (hereinafter referred as "the Company"), with registered office at 9, boulevard Prince Henri, L - 1724 Luxembourg duly registered with the Luxembourg Trade Register under section B number 101.547, incorporated by a deed of Maître Henri Hellinckx, then notary residing in Mersch, on July 6, 2004 published in the Mémorial, Recueil des Sociétés et Associations C number 733 dated July 16, 2004.

The meeting is opened at 11 a.m. and Mr. Nico Thill, Head of Investment Fund Services (Banque de Luxembourg), residing professionally in Luxembourg is elected chairman of the meeting.

Mr. Amadou Mactar Diallo, Head of Legal & Tax (CIGOGNE Management S.A.), residing professionally in Luxembourg is appointed scrutineer.

The chairman and the scrutineer agreed that Mr. Christophe Cuny, Administrative and Financial Officer (CIGOGNE Management S.A.), residing professionally in Luxembourg, is appointed to assume the role of secretary.

The chairman then declared and requested the notary to declare the following:

I.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list as well as the proxies will be annexed to this document to be filed with the registration authorities.

II.- It appears from the attendance list, that out of 125 shares in circulation, 125 shares are present or represented at the present extraordinary general meeting, so that the meeting could validly decide on all the items of the agenda.

III.- That all the Shareholders considered themselves duly convened.

IV.- That consequently the present extraordinary general meeting is regularly constituted and has legal power to act on the following agenda.

Agenda

Modification of the Articles of Incorporation of the Company in particular to allow the latter to be able to manage and administrate Luxembourg and foreign undertakings for collective investment, including Luxembourg specialized investment funds, and also to provide management services of portfolios of investments. The articles 3, 4, 8, 9, 10, 12, 13, 15, 18 and 23 are modified and will be read as follows:

Art. 3. the first, second and third paragraphs are entirely reworded and will be read as follow:

"The purpose of the Company is the management, whether directly or by way of delegation agreements, and administration of Luxembourg and foreign undertakings for collective investment, including Luxembourg specialized investment funds subject to the provision of the law of February 13, 2007; whether these entities are under corporate or contractual form.

The activity of management of undertakings for collective investment in transferable securities (UCITS) includes the functions listed in Annex II of the law of December 17, 2010, as amended from time to time.

The Company may also provide management services of portfolios of investments, in accordance with mandates given by institutional investors, including those owned by pension funds, on a discretionary, client-by-client basis, where such

portfolios include one or more of the instruments listed in section B of Annex II of the amended Law of 5 April 1993 on the financial sector."

Art. 4. the following sentence is inserted as a third sentence: "If permitted by and under certain conditions set forth in Luxembourg laws and regulations, the Board of Directors may decide to transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.'

The article 4 will be read as follows:

"The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors. If permitted by and under certain condition forth in Luxembourg laws and regulations, the Board of Directors may decide to transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg. In the event that the Board of Directors determines that extraordinary political 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 communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company. Such declaration of the transfer of the registered office shall be made and brought to the attention of third parties by one of the executive organs of the Company which has powers to commit the Company for acts of daily and ordinary management."

Art. 8. in the first paragraph the words "second" and "May" are deleted and replaced respectively by "last" and "June". After the first paragraph a new paragraph is added and worded as follows: "If permitted by and under certain conditions set forth in Luxembourg laws and regulations, the annual General Meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, place or time to be decided by the Board of Directors."

The article 8 will be read as follows:

"The annual General Meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Wednesday in the month of June at 11.00 a.m. If such day is not a bank business day, the annual General Meeting shall be held on the next following bank business day. The annual General Meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

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

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

Art. 9. The words "... those present and voting" in the fourth sentence are deleted and replaced by "... the votes cast". The following sentence is immediately inserted after the fourth sentence: "Votes cast shall not include votes in relation to shares represented at the meeting of shareholders of the Company but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote."

The article 9 will be read as follows:

"The quorums and delays required by law shall govern the notice and conduct of the meetings of shareholders of the Company, unless otherwise provided herein. Each share is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram or telefax or telex. Except as otherwise required by law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares represented at the meeting of shareholders of the Company but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. The Board of Directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any General Meeting of shareholders."

Art. 10. in the first paragraph the phrase "pursuant to notice setting forth the agenda sent by registered mail at least eight days prior to the Meeting to each shareholder at the shareholder's address in the register of shareholders, and publicized in accordance with the requirements of law" is deleted and replaced by "in the forms provided by the laws and regulations".

The first paragraph of article 10 will be read as follows:

"Shareholders will meet upon call by the Board of Directors, in the forms provided by the laws and regulations."

Art. 12. in the second paragraph, words "cable or telegram or telefax or telex" in the second sentence are deleted and replaced by "e-mail, fax or other means capable of evidencing such consent".

In the third paragraph:

- the first sentence is modified by deleting words "cable or telegram or telefax or telex" and replacing them by "e-mail, fax or other means capable of evidencing such consent".

- the following phrase is added before the final sentence: "Directors may also cast their vote in writing or by e-mail, fax or other means capable of evidencing such vote. Any director may also participate at any meeting of the Board of Directors by video conference or any other means of telecommunication permitting the identification of such director. Such means must allow the director(s) to participation effectively at such meeting of the Board of Directors. The proceedings of the meeting must be retransmitted continuously."

The last paragraph is entirely deleted and replaced by the two new following paragraphs:

"Meetings of the Board of Directors may be held in the Grand Duchy of Luxembourg or abroad.

The directors, acting unanimously by circular resolution, may express their consent on once or several separate instruments in writing, by e-mail, fax or other means capable of evidencing such consent which shall together constitute appropriate minutes evidencing such decision."

The article 12 will be read as follows:

a. in its second paragraph:

"Notice of any meeting of the Board of Directors shall be given to all directors at least 2 Calendar Days in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by e-mail, fax or other means capable of evidencing such consent of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors."

b. in its third paragraph:

"Any director may act at any meeting of the Board of Directors by appointing in writing or by e-mail, fax or other means capable of evidencing such appointment another director as his proxy. Directors may also cast their vote in writing or by e-mail, fax or other means capable of evidencing such vote. Any director may also participate at any meeting of the Board of Directors by video conference or any other means of telecommunication permitting the identification of such director. Such means must allow the director(s) to participation effectively at such meeting of the Board of Directors. The proceedings of the meeting must be retransmitted continuously. The Board of Directors can deliberate or act validly only if at least the majority of the directors are present or represented at a meeting of the Board of Directors."

c. in its fifth and sixth new paragraphs:

"Meetings of the Board of Directors may be held in the Grand Duchy of Luxembourg or abroad.

The directors, acting unanimously by circular resolution, may express their consent on once or several separate instruments in writing, by e-mail, fax or other means capable of evidencing such consent which shall together constitute appropriate minutes evidencing such decision."

Art. 13. the following sentence is inserted after the first one: "Notwithstanding the foregoing, minutes of any meeting of the Board of Directors may also be signed by all directors that attended the meeting."

The article 13 will be read as follows:

"The minutes of any meeting of the Board of Directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided over such meeting.

Notwithstanding the foregoing, minutes of any meeting of the Board of Directors may also be signed by all directors that attended the meeting. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two directors."

Art. 15. in the first line of the second paragraph, the word "may" is deleted and replaced by "shall".

The first line of the second paragraph of the article 15 will be read as follows:

"The Company shall indemnify any director or officer, and his heirs, executors and [...]"

Art. 18. the phrase "external auditors" is deleted and replaced by "approved statutory auditor (réviseur d'entreprise agréé)". The second sentence is modified by insertion of "approved" and "statutory" respectively before and after the word "auditor", and by deletion of the phrase "who shall determine his office term and fees".

The article 18 will be read as follows:

"The accounts of the Company shall be audited by an approved statutory auditor (réviseur d'entreprise agréé). The approved auditor statutory shall be appointed and removed by the shareholders at the General Meeting."

Art. 23. The governing laws are modified and will be the law of August 15, 1915 and the law of December 17, 2010.

The article 23 will be read as follows:

"All matters not governed by these Articles of Incorporation shall be determined in accordance with the law August, 15, 1915, as amended from time to time and the law of December 17, 2010 and other applicable laws."

After the foregoing was approved by the meeting, the meeting unanimously took the following resolutions:

Sole resolution:

The meeting decides to amend articles 3, 4, 8, 9, 10, 12, 13, 15, 18 and 23 of the articles of Incorporation which will be read as worded here above in the agenda.

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

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

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

Suit la version française

L'an deux mille treize, le vingt et un janvier.

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

S'est réunie l'assemblée générale extraordinaire des actionnaires de Cigogne Management S.A. (ci-après nommée la "Société") avec siège social à Luxembourg, 9, boulevard Prince Henri, L - 1724 dûment enregistrée au Registre de Commerce sous le numéro B. 101.547 et constituée le 6 juillet 2004 suivant acte notarié de Me Henri Hellinckx, alors notaire de résidence à Mersch, publié au Mémorial, Recueil des Sociétés et Associations C numéro 733 daté du 16 juillet 2004.

L'Assemblée est ouverte à 11 heures et Monsieur Nico Thill, Responsable Investment Fund Services (Banque de Luxembourg), résidant à Luxembourg est élu Président de l'Assemblée.

Monsieur Amadou Mactar Diallo, Responsable Juridique et Fiscal (CIGOGNE Management S.A.), résidant à Luxembourg est nommée Scrutateur.

Le Président et le Scrutateur s'entendent pour que Monsieur Christophe Cuny, Responsable Administratif et Financier (CIGOGNE Management S.A.), de résidence à Luxembourg soit nommé comme Secrétaire.

Le Président expose et prie alors le notaire instrumentant d'acter comme suit:

I.- Que les actionnaires présents ou représentés et le nombre d'actions détenues par chacun d'entre eux est indiqué sur une liste de présence signée par le président, le secrétaire, le scrutateur et le notaire instrumentant. Ladite liste ainsi que les procurations seront annexées au présent acte pour être soumises aux formalités de l'enregistrement.

II.- Qu'il apparaît de cette liste de présence que sur les 125 actions en circulation, 125 actions sont présentes ou 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.

III.- Que tous les Actionnaires se considèrent valablement convoqués

IV.- Qu'en conséquence la présente assemblée a été régulièrement convoquée et a le pouvoir légal d'acter sur l'ordre du jour suivant.

Ordre du jour

Modification des Statuts la Société afin de permettre à cette dernière de notamment pouvoir assurer la gestion et l'administration d'organismes de placement collectif de droits luxembourgeois et étranger, ainsi que fournir des services de gestion de portefeuilles d'investissement. Les articles 3, 4, 8, 9, 10, 12, 13, 15, 18 et 23 des Statuts sont modifiés et doivent être lus comme suit:

Art. 3. le premier, deuxième et troisième alinéas sont entièrement remaniés et seront lus comme suit:

"L'objet de la Société est la gestion, directement ou par l'intermédiaire de contrats de délégations, et l'administration d'organismes de placement collectif de droit luxembourgeois ou étranger, y compris des fonds d'investissement spécialisés soumis aux dispositions amendées de la loi du 13 février 2007; et ce quel que soit la forme desdits fonds ou desdites sociétés.

L'activité de gestion d'organismes de placement collectif en valeurs mobilières (OPCVM) incluent les fonctions énumérées à l'annexe II de la loi de Décembre 17, 2010, telle que modifiée.

La Société peut en outre fournir des services de gestion de portefeuilles d'investissement, y compris ceux qui sont détenus par des fonds de retraite, sur une base discrétionnaire et individualisée, dans le cadre d'un mandat donné par des investisseurs institutionnels, lorsque ces portefeuilles comportent un ou plusieurs des instruments énumérés à la section B de l'annexe II de la loi modifiée du 5 avril 1993 relative au secteur financier."

Art. 4. la phrase suivante est ajoutée à la suite de la deuxième: "S'il est autorisé par et sous certaines conditions stipulées dans les lois et règlements applicable au Grand-Duché de Luxembourg, le Conseil d'Administration peut décider de transférer le siège social de la Société dans toute autre municipalité du Grand-Duché de Luxembourg."

L'article 4 sera lu comme suit:

"Le siège social est établi à Luxembourg, Grand-Duché de Luxembourg. Il peut être créé, par simple décision du Conseil d'Administration, des succursales ou bureaux, tant au Grand-Duché de Luxembourg qu'à l'étranger. S'il est autorisé par et sous certaines conditions stipulées dans les lois et règlements applicable au Grand-Duché de Luxembourg, le Conseil

d'Administration peut décider de transférer le siège social de la Société dans toute autre municipalité du Grand-Duché de Luxembourg. Au cas où des événements extraordinaires d'ordre politique ou militaire, que le Conseil d'Administration apprécie, de nature à compromettre l'activité normale à son siège social, ou la communication aisée avec ce siège ou de ce siège avec l'étranger, se sont produits ou sont imminents, le siège social pourra être transféré temporairement à l'étranger, jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise. Cette déclaration de transfert de siège social devra être portée à la connaissance des tiers par un des membres du Conseil d'Administration de la Société qui a les pouvoirs d'engager la Société par des actes de gestion journalière."

Art. 8. dans le premier alinéa, les mots "second" et "mai" sont supprimés et respectivement remplacés par les mots "dernier" et "juin". Un nouveau alinéa est ajouté à la suite du premier et rédigé comme suit: "Si elle est autorisée par et sous certaines conditions stipulées dans les lois et règlements applicable au Grand-Duché de Luxembourg, l'Assemblée Générale annuelle des actionnaires pourra se tenir à une date, heure ou lieu autre que celles qui sont énoncées dans le paragraphe précédent, cette date, heure ou lieu devant être fixée par le Conseil d'Administration."

L'article 8 sera lu comme suit:

"L'Assemblée Générale annuelle des actionnaires se tiendra conformément à la loi luxembourgeoise à Luxembourg au siège social de la Société ou à tout autre endroit à Luxembourg, qui sera fixé dans l'avis de convocation le dernier mercredi du mois de juin à 11.00 heures. Si ce jour n'est pas un jour bancaire ouvrable à Luxembourg, l'Assemblée Générale annuelle se tiendra le premier jour bancaire ouvrable suivant. L'Assemblée Générale annuelle pourra se tenir à l'étranger si le Conseil d'Administration constate souverainement que des circonstances exceptionnelles le requièrent.

Si elle est autorisée par et sous certaines conditions stipulées dans les lois et règlements applicable au Grand-Duché de Luxembourg, l'Assemblée Générale annuelle des actionnaires pourra se tenir à une date, heure ou lieu autre que celles qui sont énoncées dans le paragraphe précédent, cette date, heure ou lieu devant être fixée par le Conseil d'Administration.

Les autres assemblées générales des actionnaires pourront se tenir aux heure et lieu spécifiés dans les avis de convocation concernés."

Art. 9. les mots "... actionnaires présents et votants" dans la quatrième phrase sont supprimés et remplacés par les mots "... voix exprimées". La phrase suivant est ajoutée à la suite de la quatrième: "Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote ou s'est abstenu ou a voté blanc ou nul.".

L'article 9 sera lu comme suit:

"Les quorums et délais requis par la loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la Société dans la mesure où il n'en est pas autrement disposé dans les présents statuts. Toute action donne droit à une voix. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par télégramme, par télécopieur ou par télex, un mandataire. Dans la mesure où il n'en est pas autrement disposé par la loi, les décisions de l'Assemblée Générale des actionnaires, dûment convoquée, sont prises à la majorité simple des voix exprimées. Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote ou s'est abstenu ou a voté blanc ou nul. Le Conseil d'Administration peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à l'Assemblée Générale."

Art. 10. dans le premier alinéa, la mention "à la suite d'un avis énonçant l'ordre du jour, publié conformément à la loi et envoyé par lettre recommandée, au moins huit jours avant l'Assemblée Générale, à tout actionnaire à son adresse portée au registre des actionnaires." est supprimée et remplacée par "dans les conditions et formes prévues par les lois et règlements."

Le premier alinéa de l'article 10 sera lu comme suit:

"Les assemblées des actionnaires seront convoquées par le Conseil d'Administration, dans les conditions et formes prévues par les lois et règlements."

Art. 12. les mots "... câble, télégramme, télécopieur ou télex..." dans le deuxième alinéa sont supprimés et remplacés par "... tout autre moyen permettant d'obtenir un consentement...".

Dans le troisième alinéa, les mots "... câble, télégramme, télécopieur ou télex..." dans le deuxième alinéa sont supprimés et remplacés par "... tout autre moyen permettant d'obtenir un consentement...", et les phrases suivantes sont ajoutées à la suite de la première: "Les administrateurs peuvent également voter par écrit, e-mail ou fax ou tout autre moyen permettant de mettre en évidence un tel vote. Tout administrateur peut également participer à toute réunion du Conseil d'Administration par téléconférence ou par tout autre moyen de télécommunication permettant l'identification de cet administrateur. Ces moyens doivent permettre à l'administrateur de participer effectivement à la réunion du conseil d'administration. Les travaux de la réunion doivent être retransmis de manière continue."

Le dernier alinéa est entièrement supprimé et remplacé par deux nouveaux alinéas rédigés comme suit:

"Les réunions du Conseil d'Administration peuvent être tenues dans le Grand-Duché de Luxembourg ou à l'étranger.

Les administrateurs, agissant unanimement par résolution circulaire, peuvent exprimer leur consentement sur un ou plusieurs éléments séparés par écrit, e-mail, fax ou tout autre moyen permettant de prouver un tel consentement, qui ensemble constituent les procès-verbaux appropriés de telles décisions."

L'article 12 sera lu comme suit:

a. dans son deuxième alinéa

"Avis de toute réunion du Conseil d'Administration sera donné à tous les administrateurs au moins 2 jours calendriers avant l'heure prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature de cette urgence sera mentionnée dans l'avis de convocation. On pourra passer outre à cette convocation par assentiment par écrit ou par tout autre moyen permettant d'obtenir un consentement de chaque administrateur. Une convocation spéciale ne sera pas requise pour une réunion du Conseil d'Administration se tenant à une heure et à un endroit déterminés dans une résolution préalablement adoptée par le Conseil d'Administration."

b. dans son troisième alinéa

"Tout administrateur pourra se faire représenter au Conseil d'Administration en désignant par écrit ou tout autre moyen permettant de le mettre en évidence un autre administrateur comme son mandataire. Les administrateurs peuvent également voter par écrit, e-mail ou fax ou tout autre moyen permettant de mettre en évidence un tel vote. Tout administrateur peut également participer à toute réunion du Conseil d'Administration par téléconférence ou par tout autre moyen de télécommunication permettant l'identification de cet administrateur. Ces moyens doivent permettre à l'administrateur de participer effectivement à la réunion du conseil d'administration. Les travaux de la réunion doivent être retransmis de manière continue. Le Conseil d'Administration ne pourra délibérer et agir valablement que si au moins la majorité des administrateurs est présente ou représentée."

c. dans son cinquième et son sixième alinéa nouveau

"Les réunions du Conseil d'Administration peuvent être tenues dans le Grand-Duché de Luxembourg ou à l'étranger.

Les administrateurs, agissant unanimement par résolution circulaire, peuvent exprimer leur consentement sur un ou plusieurs éléments séparés par écrit, e-mail, fax ou tout autre moyen permettant de prouver un tel consentement, qui ensemble constituent les procès-verbaux appropriés de telles décisions."

Art. 13. la phrase suivant est ajoutée à la suite de la première: "Nonobstant les dispositions précédentes, les procès-verbaux des réunions du Conseil d'Administration devront également être signés par tous les administrateurs présents à cette réunion."

L'article 13 sera lu comme suit:

"Les procès-verbaux des réunions du Conseil d'Administration seront signés par le président ou le président intérimaire qui aura assumé la présidence en son absence.

Nonobstant les dispositions précédentes, les procès-verbaux des réunions du Conseil d'Administration devront également être signés par tous les administrateurs présents à cette réunion. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par le secrétaire ou par deux administrateurs."

Art. 15. la première ligne du dernier alinéa est modifiée en supprimant le mot "... pourra..." et en ajoutant "...a..." au verbe "...indemniser...".

La première ligne du dernier alinéa de l'article 15 sera lue comme suit:

"La Société indemnisera tout administrateur ou fondé de pouvoir, ses héritiers, exécuteurs [...]"

Art. 18. les mots "... auditeur externe..." sont supprimés et remplacés par les mots "... réviseur d'entreprise agréé...", et la mention ".... ainsi que la durée de son mandats." est supprimée.

L'article 18 sera lu comme suit:

"Les comptes de la Société seront vérifiés par un réviseur d'entreprise agréé. Le réviseur d'entreprise agréé sera nommé et révoqué par les actionnaires réunis en Assemblée Générale qui fixera ses émoluments."

Art. 23. les dispositions légales de références sont modifiées et sont la Loi du 15 août 1915 et la Loi du 17 décembre 2010.

L'article 23 sera lu comme suit:

"Toutes les matières qui ne sont pas régies par les présents statuts se réfèrent aux dispositions de la loi du 15 août 1915 sur les sociétés commerciales telle que modifiée et la loi luxembourgeoise du 17 décembre 2010 et toutes autres lois applicables."

Ces faits ayant été approuvés par l'assemblée, cette dernière a pris à l'unanimité des voix les résolutions suivantes:

Résolution unique:

L'Assemblée décide de modifier les articles 3, 4, 8, 9, 10, 12, 13, 15, 18 et 23 des Statuts qui devront être lus tels que rédigés ci-avant dans l'ordre du jour.

Le notaire soussigné qui comprend et parle la langue anglaise déclare que sur la demande des comparants, le présent acte de société est rédigé en langue anglaise, suivi d'une version française, à la requête des mêmes personnes et en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

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

Et après lecture faite aux comparants, tous connus du notaire par leurs nom, prénom usuel, état et demeure, les comparants ont tous signé avec Nous, notaire, la présente minute.

Signé: N. THILL, A. MACTAR DIALLO, C. CUNY et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 30 janvier 2013. Relation: LAC/2013/4521. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 20 février 2013.

Référence de publication: 2013026426/328.

(130031942) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2013.

LAPLACE European Equity, Fonds Commun de Placement.

—

Le règlement de gestion modifié au 28 janvier 2013 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.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013029154/9.

(130035305) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

Greenwich Point Global Value, Fonds Commun de Placement.

—

Le règlement de gestion de Greenwich Point Global Value modifié au 28 janvier 2013 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.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013029157/9.

(130035308) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

Baumann Top Invest, Fonds Commun de Placement.

—

Le règlement de gestion de Baumann Top Invest modifié au 28 janvier 2013 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.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013029160/9.

(130035311) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

Atlantik S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 170.670.

—

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

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

Was held an extraordinary general meeting (the Meeting) of the sole shareholder (the Sole Shareholder) of Atlantik S.A., a Luxembourg public limited liability company (société anonyme), having its registered office at 1, Allée Scheffer, L-2520 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 170.670, incorporated pursuant to a deed of Maître Edouard Delosch, notary residing in Diekirch, Grand Duchy of Luxembourg, executed on 26 July 2012, published in the Mémorial C, Recueil des Sociétés et Associations under number 2252 on 11 September 2012 (the Company). The articles of association of the Company (the Articles) have been amended one time on August 10, 2012, pursuant to a deed of Maître Carlo Wersandt, notary residing in Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations under number 2469 on 4 October 2012.

The Meeting is opened at 12.00 and is chaired by Régis Galiotto, private employee, with professional address in Luxembourg.

The chairman appointed as secretary Solange Wolter, private employee, with professional address in Luxembourg.

The Meeting elected as scrutineer Valérie-Anne Demulier, Lawyer, with professional address in Luxembourg.

(The chairman, the secretary and the scrutineer are collectively referred to as the Board of the Meeting).

The Board of the Meeting having thus been constituted, the chairman declares that:

I. the Sole Shareholder and the number of the shares it holds are shown on an attendance list. This attendance list, after signature ne varietur by the representative(s) of the Sole Shareholder and the officers of the Meeting will remain annexed to the present minutes;

II. as appears from the attendance list, the thirty-one thousand (31,000) shares, having a nominal value of one (1) Euro each, representing the entire share capital of the Company in an amount of thirty-one thousand Euro (EUR 31,000), are represented at the present Meeting so that the Meeting can validly decide on all the items of the agenda of which the participants have been beforehand informed;

III. the agenda of the Meeting is the following:

1. Split of the shares of the Company currently on issue and creation of two classes of shares;

2. Restatement of the Articles (without amendment to the objects clause); and

3. Miscellaneous.

IV. the Sole Shareholder has taken the following resolutions, thereby waiving compliance with any and all requirements provided by law, the Articles or otherwise as to form and time for the announcing, convening and holding of an extraordinary general meeting:

First resolution

The Sole Shareholder resolves that each of the thirty-one thousand (31,000) shares of the Company currently on issue be split into one hundred shares (100), such that the share capital of the Company of thirty-one thousand euro (EUR 31,000) be henceforth represented by three million one hundred thousand (3,100,000) shares in registered form, having a per value of one eurocent (EUR 0.01) each.

The Sole Shareholder resolves to create two classes of shares, called the class A ordinary shares (the Class A Ordinary Shares) and the class B ordinary shares (the Class B Ordinary Shares). The Sole Shareholder further resolves that the shares numbered one (1) through 1,581,147 shall be the Class A Ordinary Shares, and the shares numbered 1,581,148 through three million one hundred thousand (3,100,000) the Class B Ordinary Shares.

Second resolution

The Sole Shareholder resolves to restate the Articles which shall read as follows:

I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is Atlantik S.A. (the Company). The Company is a limited liability company (société anonyme) governed by the laws of the Grand Duchy of Luxembourg and, in particular, the law of August 10, 1915, on commercial companies, as amended (the Law), and these articles of incorporation (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of directors of the Company (the Board). The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the general meeting of shareholders (the General Meeting), acting in accordance with the conditions prescribed for the amendment of the Articles as set out in article 10.2 (xii) hereof.

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

Art. 3. Corporate object.

3.1. The purpose of the Company is the acquisition, and as the case may be, the disposal of, participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase and exchange or in any other manner, and as the case may be, sell, transfer or otherwise dispose of, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management, control, sale or transfer of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form, except by way of public offer. It may issue, by way of private placement only notes, bonds and any kind of debt and equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. The Company may also

give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or some of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorisation.

3.3. The Company may generally employ any techniques and instruments to efficiently manage its investments and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

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

Art. 4. Duration.

4.1. The Company is formed for an unlimited duration.

4.2. The Company is not dissolved by reason of death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one (1) or several shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital of the Company is set at thirty-one thousand euro (EUR 31,000), represented by three million one hundred thousand (3,100,000) shares in registered form, having a par value of one cent (EUR 0.01) each, all subscribed and fully paid-up (individually a Share and collectively the Shares), divided into 1,581,147 class A ordinary shares of the Company (the Class A Ordinary Shares) and 1,518,853 class B ordinary shares of the Company (the Class B Ordinary Shares).

5.2. The share capital may be increased or decreased one (1) or several times by a resolution of the General Meeting, acting in accordance with the conditions prescribed for the amendment of the Articles.

5.3. The Class A Ordinary Shares and the Class B Ordinary Shares shall constitute separate classes in the Company, but shall rank pari passu in all respects save as for those specific rights attached to them such as those stated in article 7.1.(ii) below.

5.4. For the purpose of these Articles, the holder of the Class A Ordinary Shares will be referred to as the Shareholder A and the holder or the group of holders of the Class B Ordinary Shares will hereinafter be referred to as Shareholder B or the Shareholders B, respectively.

Art. 6. Shares.

6.1. The Shares are and will remain in registered form (actions nominatives).

6.2. A register of Shares is kept at the registered office and may be examined by each shareholder upon request.

6.3. Transfers of Shares are subject to any transfer restrictions included in any agreement entered into by the shareholders of the Company from time to time (if any) (a Shareholders Agreement), which transfer restrictions must have been notified to the Company.

6.4. A share transfer is registered in the register of Shares by notification to the Company of a declaration of transfer, duly dated and signed by the transferor and the transferee, or by their authorised representatives and acceptance by the Company of the registration of the transfer in accordance with article 1690 of the Civil Code. The Company may also accept, for the purposes of registration in the register of Shares, as evidence of a share transfer, other documents recording the agreement between the transferor and the transferee.

6.5. The Shares are indivisible and the Company recognises only one (1) owner per Share.

6.6. The Company may redeem its own Shares within the limits set forth by the Law.

III. Management - Representation

Art. 7. Board of directors.

7.1. Composition of the board of directors

(i) The Company is managed by a board of directors (the Board) composed of at least one (1) class A director (hereafter the Director A), one (1) class B director (hereafter the Director B) and one (1) class C director (hereafter the Director C) who need not be shareholders. The Company shall always have an equal number Directors A and Directors B.

(ii) Subject to the above, at all times,

1 the Shareholder A shall have the right to propose the required number of candidates for appointment as Director (s) A by the General Meeting in accordance with article 7.1 (i) and to suggest the term of his/their office;

2 the Shareholder(s) B shall have the right to propose the required number of candidates for appointment as Director (s) B by the General Meeting in accordance with article 7.1 (i) and to suggest the term of his/their office, the nomination of such Director(s) B to be decided at a class meeting of Shareholders B and then proposed to the General Meeting for election; and

3 when they have been appointed in accordance with clause 7.1. (v) below, the Director(s) A and the Director(s) B, acting jointly, shall have the right to propose one (1) Director C for appointment by the General Meeting and to suggest the term of his office.

(iii) The Shareholder A and the Shareholder(s) B shall notify the names of the suggested directors to be appointed as Director(s) A or Director(s) B to the Board.

(iv) Upon receipt of the notification mentioned in 7.1 (iii) above, the Board shall call for a General Meeting by giving written notice to the shareholders in the manner described in clause 10.2 (iii) below.

(v) The General Meeting appoints the director(s) only from the list of nominees determined in accordance with this article 7 and determines their number, remuneration and the term of their office. Directors cannot be appointed for more than six (6) years and are re-eligible.

(vi) The directors may be removed at any time, with or without cause, by a resolution of the General Meeting. The Shareholder A shall at any time be entitled to request the removal of the Director(s) A, the Shareholder(s) B shall at any time be entitled to request the removal of the Director(s) B (it being understood that, in case there is more than one Shareholder B, the removal request of the Director(s) B must be approved at a validly quorate class meeting of Shareholders B), and the Director(s) A and the Director(s) B, acting jointly shall at any time be entitled to request the removal of the Director C.

(vii) If a legal entity is appointed as a director, it must appoint a permanent representative who represents such entity in its duties as a director. The permanent representative is subject to the same rules and incurs the same liabilities as if it had exercised its functions in its own name and on its own behalf, without prejudice to the joint and several liability of the legal entity which it represents.

(viii) Should the permanent representative be unable to perform its duties, the legal entity must immediately appoint another permanent representative.

(ix) Subject to article 7.1 (ii) of these Articles, if the mandate of a director appointed upon the proposal of the shareholders of one particular class is terminated for any reason, such director shall be replaced by a mandate of a director chosen among candidates proposed by the shareholders of the same class and, as far as Director C is concerned, among candidates proposed by the Director(s) A and the Director(s) B acting jointly.

7.2. Powers of the board of directors

(i) Subject to the terms of any Shareholders Agreement concluded from time to time (if any), all powers not expressly reserved to the shareholder(s) by the Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one (1) or more agents by a resolution of the Board.

7.3. Procedure

(i) The Board may choose a secretary, who need not be a director, and who shall be responsible for keeping the minutes of the meetings of the Board and of the General Meetings.

(ii) The Board meets upon the request of either one (1) Director A or one (1) Director B, at the place indicated in the notice which, in principle, is in Luxembourg.

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

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

(v) A director may grant a power of attorney to any other director in order to be represented at any meeting of the Board.

(vi) The Board can validly deliberate and act only if one (1) Director A and one (1) Director B are present or represented, and if the number of Directors A and Directors B present or represented is equal. Resolutions of the Board are validly taken upon the approval of a majority of the votes of the directors present or represented, provided however that any and all resolutions of the Board - including any fundamental decisions - will be validly passed only with the approval of all the Directors A and all the Directors B present or represented. The resolutions of the Board are recorded in minutes signed by the directors present at the meeting, by the persons representing the directors at the meeting, or by the secretary (if any).

(vii) Any director may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

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

(ix) Any director having an interest conflicting with that of the Company in a transaction carried out otherwise than under normal conditions in the ordinary course of business, must advise the Board thereof and cause a record of his statement to be mentioned in the minutes of the meeting. The director concerned may not take part in these deliberations. A special report on the relevant transaction(s) is submitted to the shareholders before any vote, at the next General Meeting.

(x) Any Shareholders Agreement may provide for a list of designated matters, which designated matters can only be resolved upon, dealt with and implemented by the Board if approved by the General Meeting.

7.4. Representation

(i) The Company is bound towards third parties in all matters by the joint signature of one (1) Director A and one (1) Director B.

(ii) The Company is also bound towards third parties by the joint or single signature of any persons to whom special signatory powers have been delegated by resolution of the Board or by the joint signature of one (1) Director A and one (1) Director B.

Art. 8. Liability of the directors. The directors may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles and the Law.

Art. 9. Advisory Board. The Board shall have the right to create an advisory board (the Advisory Board) composed of two members and to delegate certain of its powers to the Advisory Board. The Board shall adopt internal rules for the Advisory Board setting forth its mode of operation and the powers with which it is vested.

IV. Shareholder(s)

Art. 10. General meetings of shareholders.

10.1. Powers and voting rights

(i) Resolutions of the shareholders are adopted at general meetings of shareholders (the General Meeting). The General Meeting has the broadest powers to adopt and ratify all acts and operations consistent with the corporate object.

(ii) Each Share entitles the holder to one (1) vote.

10.2. Notices, majority and voting proceedings

(i) General Meetings are held at the time and place indicated in the notices, which, in principle, is in Luxembourg.

(ii) Each of the shareholders holding at least 7,5% (seven point five per cent) of the Shares and any group of shareholders holding together at least 7,5% (seven point five per cent) of the Shares shall be entitled, to call for a General Meeting by giving written notice to the other shareholders and the Board. The notice needs to include an agenda for the General Meeting.

(iii) The Board shall be entitled, to call for a General Meeting by giving written notice to the shareholders. The notice needs to include an agenda for the General Meeting.

(iv) Written notice of any General Meeting, including an agenda, shall be given to all shareholders of the Company at least eight (8) Business Days in advance of the date set for such General Meeting. For purposes of these Articles, a Business Day shall mean any day other than a Saturday or Sunday or a bank or public holiday in Luxembourg.

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

(vi) A shareholder may grant a written power of attorney to another person (who need not be a shareholder) in order to be represented at any General Meeting.

(vii) Each shareholder may vote by way of voting forms provided by the Company. Voting forms contain the date, place and agenda of the meeting, the text of the proposed resolutions as well as for each resolution, three boxes allowing to vote in favour, against or abstain from voting. Voting forms must be sent back by the shareholders to the registered office. Only voting forms received prior to the General Meeting are taken into account for the calculation of the quorum. Voting forms which show neither a vote (in favour or against the proposed resolutions) nor an abstention are void.

(viii) Except as to more stringent voting requirements provided for by (i) the Law, (ii) any Shareholders Agreement concluded from time to time (if any) or (iii) these Articles, resolutions of the General Meeting are passed by a majority two thirds (2/3) of the outstanding share capital of the Company.

(ix) Resolutions of class meetings are passed by a simple majority of the Shares present or represented at such class meetings. Class meetings are convened in the same manner as a General Meeting as indicated in (iv) above.

(x) The following decisions to be taken by the Shareholders A at a class meeting shall require a majority of Class A Ordinary Shares, equal in percentage of Class A Ordinary Shares to at least 34% (thirty-four per cent) of the total issued share capital of the Company, to vote in favour of such decision:

(A) nomination of a person to be proposed to the general meeting of the Company for election and appointment as Director A in accordance with article 7.1 (ii) of these Articles; and

(B) request to the general meeting of the Company to remove a Director A from his position in accordance with 7.1 (vi) of these Articles.

(xi) The following decisions to be taken by the Shareholders B at a class meeting shall require a majority of Class B Ordinary Shares, equal in percentage of Class B Ordinary Shares at least 34% of the total issued share capital of the Company to vote in favour of such decision:

(A) nomination of a person to be proposed to the general meeting of the Company for election and appointment as Director B in accordance with article 7.1 (ii) of these Articles; and

(B) request to the General Meeting to remove a Director B from his position in accordance with article 7.1 (vi) of these Articles.

(xii) Except as to more stringent voting requirements provided for by (i) the Law, (ii) any Shareholders Agreement concluded from time to time (if any) or (iii) these Articles, the General Meeting may amend the Articles only at a meeting where at least two-thirds (2/3) of the issued share capital is present and the agenda indicates the proposed amendments to the Articles as well as the text of any proposed amendments to the object or form of the Company. Resolutions must be adopted by at least two-thirds of the issued share capital of the Company.

(xiii) Any change in the nationality of the Company and any increase of a shareholder's commitment in the Company require the unanimous consent of the shareholders and bondholders (if any).

(xiv) The legal counsels of the shareholders and the members of the Board shall be entitled to attend and participate in the General Meetings, it being understood that they - in their capacity as attendees - shall at no time have the right to vote at such General Meetings.

V. Annual accounts - Allocation of profits - Supervision

Art. 11. Financial year and Approval of annual accounts.

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

11.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts of the officers, directors and statutory auditors towards the Company.

11.3. One month before the annual General Meeting, the Board provides documentary evidence and a report on the operations of the Company to the statutory auditors, who then prepare a report setting forth their opinions, in particular on the fair view of the equity, the financial position and the results of the company.

11.4. The annual General Meeting is held at the address of the registered office or at such other place in the municipality of the registered office, as may be specified in the notice, on the third Friday of June of each year, at 10 a.m. If such day is not a Business Day, the annual General Meeting is held on the following Business Day.

11.5. The annual General Meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so require.

Art. 12. Statutory auditors / Réviseurs d'entreprises.

12.1. The operations of the Company are supervised by one or several statutory auditors (commissaires).

12.2. The operations of the Company are supervised by one or several réviseurs d'entreprises, when so required by law.

12.3. The General Meeting appoints the statutory auditors/réviseurs d'entreprises and determines their number, remuneration and the term of their office, which may not exceed six (6) years. Statutory auditors/réviseurs d'entreprises may be re-appointed.

Art. 13. Allocation of profits.

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

13.2. The General Meeting determines how the balance of the annual net profits is disposed of. It may allocate such balance to the payment of a dividend, transfer such balance to a reserve account or carry it forward.

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

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

(ii) these interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves and decreased by carried forward losses and sums to be allocated to the legal or a statutory reserve;

(iii) the decision to distribute interim dividends is taken by the Board within two (2) months from the date of the interim accounts; and

(iv) in their report to the Board, as applicable, the statutory auditors or the réviseurs d'entreprises must verify whether the above conditions have been satisfied.

VI. Dissolution - Liquidation

14.1. The Company may be dissolved at any time, by a resolution of the General Meeting, acting in accordance with the conditions prescribed for the amendment of the Articles. The General Meeting appoints one or several liquidators, who need not be shareholders, to carry out the liquidation and determines their number, powers and remuneration.

Unless otherwise decided by the General Meeting, the liquidators have the broadest powers to realise the assets and pay the liabilities of the Company.

14.2. The surplus after the realisation of the assets and the payment of the liabilities is distributed to the shareholders in proportion to the Shares held by each of them.

VII. General provisions

15.1. Notices and communications are made or waived and circular resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

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

15.3. Signatures may be in handwritten or electronic form, provided they fulfill all legal requirements to be deemed equivalent to handwritten signatures. Signatures of circular written resolutions are affixed on one original or on several counterparts of the same document, all of which taken together, constitute one and the same document.

15.4. All matters not expressly governed by the Articles shall be determined in accordance with the Law and, subject to any non waivable provisions of the Law, any Shareholders Agreement entered into by the shareholders from time to time (if any).

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 one thousand five hundred Euros (EUR 1,500.-).

Declaration

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

WHEREOF, this deed was drawn up in Luxembourg, on the day stated above.

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

Folgt die deutsche Übersetzung des vorstehenden Texts

Im Jahr zweitausenddreizehn, am neunundzwanzigsten Januar

wurde vor mir, Maître Henri Hellinckx, einem in Luxemburg, Großherzogtum Luxemburg, ansässigen Notar,

eine außerordentliche Hauptversammlung (die Versammlung) des Alleinaktionärs (der Alleinaktionär) der Atlantik S.A., einer Aktiengesellschaft (société anonyme) mit Sitz in 1, Allée Scheffer, L-2520 Luxemburg, eingetragen im Handels- und Gesellschaftsregister Luxemburgs unter B 170.670 und gegründet gemäß einer am 26. Juli 2012 unterzeichneten, am 11. September 2012 unter der Nummer 2252 im Mémorial C, Recueil des Sociétés et Associations veröffentlichten Urkunde des in Diekirch, Großherzogtum Luxemburg, ansässigen Maître Edouard Delosch (die Gesellschaft), abgehalten. Die Satzung der Gesellschaft (die Satzung) ist einmal, am 10. August 2012 gemäß einer am 4. Oktober 2012 unter der Nummer 2469 im Mémorial C, Recueil des Sociétés et Associations veröffentlichten Urkunde des in Luxemburg ansässigen Maître Carlo Wersandt geändert worden.

Die Versammlung wird um 12 Uhr eröffnet unter dem Vorsitz von Régis Galiotto, Privatbeamter, geschäftsansässig in Luxemburg.

Der Vorsitzende bestellt Solange Wolter, Privatbeamtin, geschäftsansässig in Luxemburg, zur Schriftführerin.

Die Versammlung wählt Valérie-Anne Demulier, Rechtsanwältin, geschäftsansässig in Luxemburg, zur Stimmenzählerin.

(Der Vorsitzende, die Schriftführerin und die Stimmenzählerin werden gemeinsam der Versammlungsvorstand genannt.)

Nachdem der Versammlungsvorstand somit eingesetzt ist, erklärt der Vorsitzende Folgendes:

I. Der Alleinaktionär und die von ihm gehaltenen Aktien sind in der Teilnehmerliste aufgeführt. Diese Teilnehmerliste wird, nachdem sie ne varietur von dem/den Vertreter/n des Alleinaktionärs und den Mitgliedern des Versammlungsvorstandes unterschrieben wurde, diesem Protokoll beigefügt bleiben.

II. Laut Teilnehmerliste sind die einunddreißigtausend (31.000) Aktien mit einem Nennwert von jeweils einem (1) Euro, die das gesamte Grundkapital der Gesellschaft in Höhe von einunddreißigtausend Euro (EUR 31.000) darstellen, auf der Versammlung vertreten, so dass die Versammlung gültige Entscheidungen über alle Tagesordnungspunkte, über die die Teilnehmer vorab unterrichtet wurden, treffen kann.

III. Die Tagesordnung der Versammlung umfasst die folgenden Punkte:

4. Split der gegenwärtig ausgegebenen Aktien der Gesellschaft und Bildung zweier Aktiengattungen;

5. Neufassung der Satzung (ohne Änderung der Gegenstandsklausel); und

6. Sonstiges.

IV. Der Alleinaktionär hat unter Verzicht auf die Einhaltung aller und sämtlicher gesetzlicher, satzungsmäßiger oder anderweitiger Form- und Fristvorschriften in Bezug auf die Ankündigung, Einberufung und Abhaltung einer außerordentlichen Hauptversammlung die folgenden Beschlüsse gefasst:

Erster Beschluss

Der Alleinaktionär beschließt, dass jede der gegenwärtig ausgegebenen einunddreißigtausend (31.000) Aktien der Gesellschaft in einhundert (100) Aktien gesplittet wird, so dass sich das Grundkapital der Gesellschaft in Höhe von einunddreißigtausend Euro (EUR 31.000) von nun an aus drei Millionen einhunderttausend (3.100.000) Namensaktien mit einem Nennwert von jeweils einem Eurocent (EUR 0,01) zusammensetzt.

Der Alleinaktionär beschließt, zwei Aktiengattungen zu bilden, die so genannten Stammaktien der Gattung A (die Stammaktien der Gattung A) und die so genannten Stammaktien der Gattung B (die Stammaktien der Gattung B). Der Alleinaktionär beschließt ferner, dass die Aktien mit den Nummern eins (1) bis 1.581.147 die Stammaktien der Gattung A sind und die Aktien mit den Nummern 1.581.148 bis drei Millionen einhunderttausend (3.100.000) die Stammaktien der Gattung B.

Zweiter Beschluss

Der Alleinaktionär beschließt die Satzung wie folgt neu zu fassen:

I. Firma - Sitz - Gegenstand - Dauer

Art. 1. Firma. Die Firma der Gesellschaft lautet Atlantik S.A. (die Gesellschaft). Die Gesellschaft ist eine Aktiengesellschaft (société anonyme) nach den Gesetzen des Großherzogtums Luxemburg und, insbesondere, dem Gesetz vom 10. August 1915 über Handelsgesellschaften in seiner jeweils geltenden Fassung (das Gesetz) und dieser Satzung (die Satzung).

Art. 2. Sitz.

2.1. Der Sitz der Gesellschaft ist in Luxemburg, Großherzogtum Luxemburg. Er kann durch einen Beschluss der Versammlung der Direktoren der Gesellschaft (die Direktorenversammlung) innerhalb des Stadtgebietes verlegt werden. Der Sitz kann durch einen Beschluss der Hauptversammlung (die Hauptversammlung) in Übereinstimmung mit den für eine Satzungsänderung in Artikel 10.2 (xii) dieser Urkunde vorgeschriebenen Bedingungen auch an einen anderen Ort im Großherzogtum Luxemburg verlegt werden.

2.2. Niederlassungen, Tochtergesellschaften oder andere Büros können im Großherzogtum Luxemburg oder im Ausland mittels Beschluss der Direktorenversammlung gegründet werden. Sollte die Direktorenversammlung feststellen, dass außergewöhnliche politische oder militärische Entwicklungen oder Ereignisse eingetreten sind oder bevorstehen und dass diese Entwicklungen oder Ereignisse die normalen Aktivitäten der Gesellschaft an ihrem Sitz oder auch die Kommunikation zwischen dem Sitz und im Ausland befindlichen Personen beeinträchtigen könnten, kann der Sitz bis zum vollständigen Ende dieser Umstände vorübergehend ins Ausland verlegt werden. Derartige vorübergehende Maßnahmen haben keine Auswirkung auf die Nationalität der Gesellschaft, die ungeachtet der vorübergehenden Verlegung ihres Sitzes eine luxemburgische Gesellschaft bleibt.

Art. 3. Gegenstand.

3.1. Gegenstand der Gesellschaft ist der Erwerb und gegebenenfalls die Veräußerung von Beteiligungen an Gesellschaften oder Unternehmen in jeglicher Form in Luxemburg oder im Ausland sowie die Verwaltung dieser Beteiligungen. Die Gesellschaft kann insbesondere Aktien, Gesellschaftsanteile und andere Beteiligungspapiere, Anleihen, Schuldverschreibungen, Einlagenzertifikate und andere Schuldurkunden sowie, ganz allgemein, jegliche von einer öffentlichen oder privaten Körperschaft ausgegebenen Wertpapiere und Finanzinstrumente mittels Zeichnung, Kauf oder Tausch oder in jeder beliebigen anderen Art erwerben und verkaufen, übertragen oder anderweitig veräußern. Sie kann sich an der Gründung, Entwicklung, Verwaltung, Kontrolle, Veräußerung oder Übertragung von Gesellschaften oder Unternehmen beteiligen. Sie kann ferner in den Erwerb und die Verwaltung eines Portfolios von Patenten oder anderen Rechten an geistigem Eigentum jeglicher Art oder Herkunft investieren.

3.2. Die Gesellschaft kann sich in jeglicher Form durch Fremdfinanzierung Geld beschaffen, ausgenommen im Wege öffentlichen Angebots. Sie kann, jedoch ausschließlich im Wege einer privaten Platzierung, Schuldscheine, Anleihen und jegliche Art von Schuldverschreibungen und Dividendenpapieren ausgeben. Die Gesellschaft kann Gelder, einschließlich (und ohne darauf beschränkt zu sein) durch Fremdfinanzierung erlangte Beträge, an ihre Tochtergesellschaften, verbundene Unternehmen oder jede andere Gesellschaft verleihen. Die Gesellschaft kann ferner Garantien abgeben und die Gesamtheit oder einen Teil ihrer Vermögenswerte verpfänden, übertragen, belasten oder anderweitig zur Besicherung eines Dritten verwenden, um für ihre eigenen Verpflichtungen und diejenigen anderer Gesellschaften zu garantieren, sowie, ganz allgemein, zu ihren Gunsten oder zu Gunsten einer anderen Gesellschaft oder Person. Zur Vermeidung von Zweifeln sei klargestellt, dass die Gesellschaft ohne die erforderliche Genehmigung keine der Regulierung unterliegenden Tätigkeiten im Finanzsektor ausüben darf.

3.3. Die Gesellschaft darf allgemein jegliche Techniken und Instrumente einsetzen, um ihre Investitionen effizient zu verwalten und sich vor Kreditrisiken, Währungsrisiken, Zinsrisiken und anderen Risiken zu schützen.

3.4. Die Gesellschaft kann jegliche kommerziellen, finanziellen oder industriellen Tätigkeiten sowie jegliche Rechtsgeschäfte in Bezug auf bewegliches oder unbewegliches Vermögen durchführen, die ihren Unternehmensgegenstand mittelbar oder unmittelbar begünstigen oder sich darauf beziehen.

Art 4. Dauer.

4.3. Die Gesellschaft wird für unbestimmte Dauer gegründet.

4.4. Die Gesellschaft wird durch den Tod, die Aussetzung der Bürgerrechte, die Geschäftsunfähigkeit, die Insolvenz, den Konkurs oder ein ähnliches Ereignis, das einen (1) oder mehrere Aktionäre betrifft, nicht aufgelöst.

II. Kapital - Aktien

Art. 5. Kapital.

5.1. Das Grundkapital der Gesellschaft beläuft sich auf einunddreißigtausend Euro (EUR 31.000) und setzt sich aus drei Millionen einhunderttausend (3.100.000) Namensaktien mit einem Nennwert von jeweils einem Eurocent (EUR 0,01) zusammen, die alle gezeichnet und vollständig eingezahlt sind (jeweils eine Aktie und gemeinsam die Aktien), aufgeteilt in 1.581.147 Stammaktien der Gattung A der Gesellschaft (die Stammaktien der Gattung A) und 1.518.853 Stammaktien der Gattung B der Gesellschaft (die Stammaktien der Gattung B) und

5.2. Das Grundkapital kann durch Beschluss der Hauptversammlung in Übereinstimmung mit den für eine Satzungsänderung vorgeschriebenen Bedingungen ein (1) oder mehrere Male erhöht oder herabgesetzt werden.

5.3 Die Stammaktien der Gattung A und die Stammaktien der Gattung B stellen gesonderte Aktiengattungen der Gesellschaft dar, sind jedoch mit Ausnahme der mit ihnen jeweils verbundenen, nachfolgend in Ziff. 7.1 (ii) angegebenen spezifischen Rechte in jeglicher Hinsicht gleichrangig.

5.4 Für die Zwecke dieser Satzung wird der Inhaber der Stammaktien der Gattung A A-Aktionär und der Inhaber oder die Gruppe der Inhaber der Stammaktien der Gattung B nachfolgend B-Aktionär bzw. B-Aktionäre genannt.

Art. 6. Aktien.

6.1. Die Aktien sind und bleiben Namensaktien (actions nominatives).

6.2. Ein Aktienregister wird am Sitz geführt und kann von jedem Aktionär auf Anfrage eingesehen werden.

6.3. Die Übertragung von Aktien unterliegt etwaigen Übertragungsbeschränkungen, die in einer von den Aktionären der Gesellschaft jeweils (gegebenenfalls) abgeschlossenen Vereinbarung (eine Aktionärsvereinbarung) enthalten sind und von denen die Gesellschaft unterrichtet wurde.

6.4. Die Eintragung einer Aktienübertragung im Aktienregister erfolgt durch Unterrichtung der Gesellschaft von einer ordnungsgemäß datierten und vom Übertragenden und vom Übertragungsempfänger oder von deren bevollmächtigten Vertretern unterzeichneten Übertragungserklärung und durch Annahme der Eintragung der Übertragung durch die Gesellschaft gemäß Artikel 1690 des Luxemburgischen Zivilgesetzbuches. Die Gesellschaft kann für die Zwecke der Eintragung im Aktienregister auch andere Dokumente als Nachweis einer Aktienübertragung akzeptieren, welche die Vereinbarung zwischen dem Übertragenden und dem Übertragungsempfänger dokumentieren.

6.5. Die Aktien sind unteilbar, und die Gesellschaft erkennt lediglich einen (1) Inhaber je Aktie an.

6.6. Die Gesellschaft kann ihre Aktien innerhalb des nach dem Gesetz zulässigen Rahmens zurückkaufen.

III. Unternehmensführung - Vertretung

Art. 7. Direktorenversammlung.

7.1. Zusammensetzung der Direktorenversammlung

(iii) Die Gesellschaft wird von einer Direktorenversammlung geführt, die sich aus mindestens einem (1) Klasse-A-Direktor (nachfolgend der A-Direktor, einem (1) Klasse-B-Direktor (nachfolgend B-Direktor und einem (1) Klasse-CDirektor (nachfolgend C-Direktor) zusammensetzt, die keine Aktionäre sein müssen. Die Gesellschaft muss stets die gleiche Anzahl von A-Direktoren und BDirektoren haben.

(iv) Vorbehaltlich des Vorstehenden gilt jederzeit Folgendes:

1 Der A-Aktionär hat das Recht, die erforderliche Anzahl von Kandidaten zur Bestellung als A-Direktor/en durch die Hauptversammlung in Übereinstimmung mit Ziff. 7.1 (i) sowie auch dessen/deren Amtsdauer vorzuschlagen;

2 der B-Aktionär/die B-Aktionäre haben das Recht, die erforderliche Anzahl von Kandidaten zur Bestellung als B-Direktor/en durch die Hauptversammlung in Übereinstimmung mit Ziff. 7.1 (i) sowie auch dessen/deren Amtsdauer vorzuschlagen, der/die daraufhin auf einer Versammlung der B-Aktionäre durch Beschlussfassung zu nominieren und dann der Hauptversammlung zur Wahl vorzuschlagen ist/sind; und

3 der/die in Übereinstimmung mit der nachstehenden Ziff. 7.1 (v) bestellte/n A-Direktor/en und B-Direktor/en haben, gemeinsam handelnd, das Recht, den C-Direktor zur Bestellung durch die Hauptversammlung sowie auch dessen Amtsdauer vorzuschlagen.

(v) Der A-Aktionär und der B-Aktionär/die B-Aktionäre haben der Direktorenversammlung die Namen der zur Bestellung als A-Direktor/en oder BDirektor/en vorgeschlagenen Direktoren mitzuteilen.

(vi) Nach Erhalt der vorstehend in Ziff. 7.1 (iii) erwähnten Mitteilung hat die Direktorenversammlung mittels schriftlicher Einladung der Aktionäre in Übereinstimmung mit der nachstehenden Ziff. 10.2 (iii) eine Hauptversammlung einzuberufen.

(vii) Die Hauptversammlung bestellt die Direktoren ausschließlich aus den Reihen der in Übereinstimmung mit dieser Ziff. 7 erstellten Liste von Kandidaten und bestimmt deren Anzahl, Vergütung und Amtsdauer. Direktoren können nicht für mehr als sechs (6) Jahre bestellt werden und können wiedergewählt werden.

(viii) Die Direktoren können jederzeit, mit oder ohne Grund, mittels Beschluss der Hauptversammlung abberufen werden. Der A-Aktionär ist jederzeit berechtigt, die Abberufung des/der A-Direktors/Direktoren zu verlangen, und der BAktionär/die B-Aktionäre sind jederzeit berechtigt, die Abberufung des/der B-Direktors/Direktoren zu verlangen (wobei die Abberufung des/der BDirektors/Direktoren bei mehr als einem B-Aktionär auf einer beschlussfähigen Versammlung der B-Aktionäre genehmigt werden muss), und der/die A-Direktor/en und der/die B-Direktor/en sind, gemeinsam handelnd, jederzeit berechtigt, die Abberufung des C-Direktors zu verlangen.

(ix) Wird eine juristische Person als Direktor bestellt, muss sie einen ständigen Vertreter bestellen, der sie bei ihren Pflichten als Direktor vertritt. Der ständige Vertreter unterliegt denselben Regeln und derselben Haftung, als würde er seine Funktionen im eigenen Namen und im eigenen Interesse ausüben, unbeschadet der gesamtschuldnerischen Haftung der juristischen Person, die er vertritt.

(x) Sollte der ständige Vertreter nicht in der Lage sein, seine Pflichten zu erfüllen, muss die juristische Person sofort einen anderen ständigen Vertreter bestellen.

(xi) Vorbehaltlich Ziff. 7.1 (ii) dieser Satzung gilt Folgendes: Scheidet ein auf Vorschlag der Aktionäre einer bestimmten Aktiengattung bestellter Direktor aus irgendeinem Grund aus seinem Amt aus, wird dieser Direktor durch einen aus den Reihen der von den Aktionären derselben Gattung vorgeschlagenen Kandidaten und, soweit es sich um einen C-Direktor handelt, durch einen aus den Reihen der von dem/den A-Direktor/en und dem/den B-Direktor/en gemeinsam vorgeschlagenen Kandidaten ersetzt.

7.2. Befugnisse der Direktorenversammlung

(i) Vorbehaltlich der Bestimmungen einer gegebenenfalls jeweils bestehenden Aktionärsvereinbarung fallen alle nicht ausdrücklich nach dem Gesetz oder der Satzung den Aktionären vorbehaltenen Befugnisse in den Zuständigkeitsbereich der Direktorenversammlung, die über alle Befugnisse verfügt, um sämtliche im Einklang mit dem Unternehmensgegenstand stehenden Handlungen und Tätigkeiten durchzuführen und zu genehmigen.

(ii) Durch Beschluss der Direktorenversammlung können Sonderbefugnisse und eingeschränkte Befugnisse für spezielle Angelegenheiten auf einen (1) oder mehrere Vertreter übertragen werden.

7.3. Verfahren

(i) Die Direktorenversammlung kann einen Schriftführer wählen, der kein Direktor sein muss und der für die Protokollführung bei der Direktorenversammlung und bei der Hauptversammlung zuständig ist.

(ii) Die Direktorenversammlung kommt auf Antrag eines (1) A-Direktors oder eines (1) B-Direktors an dem in der Einladung angegebenen Ort zusammen, der im Grundsatz in Luxemburg liegt.

(iii) Zu jeder Sitzung der Direktorenversammlung wird jeder Direktor mindestens vierundzwanzig (24) Stunden im Voraus schriftlich eingeladen, es sei denn es liegt ein Notfall vor; dessen Art und Umstände in der Einladung anzugeben sind.

(iv) Einer Ladung bedarf es nicht, wenn alle Direktoren anwesend oder vertreten sind und sie angeben, vollständig über die Tagesordnung der Sitzung informiert zu sein. Zudem kann ein Direktor sowohl vor als auch nach einer Sitzung auf die Ladung zur Sitzung verzichten. Für Sitzungen, die zu einer Zeit und an einem Ort stattfinden, die jeweils in einem zuvor von der Direktorenversammlung verabschiedeten Zeitplan angegeben wurden, sind keine schriftlichen Einladungen erforderlich.

(v) Ein Direktor kann sich von jedem anderen Direktor in jeder Direktorenversammlung vertreten lassen.

(vi) Die Direktorenversammlung kann nur wirksam beraten und handeln, wenn ein (1) A-Direktor und ein (1) B-Direktor anwesend oder vertreten sind und wenn die Anzahl der anwesenden oder vertretenen A-Direktoren und B-Direktoren gleich hoch ist. Beschlüsse der Direktorenversammlung werden mit der Mehrheit der Stimmen der anwesenden oder vertretenen Direktoren gefasst; dies gilt jedoch mit der Maßgabe, dass sämtliche Beschlüsse der Direktorenversammlung - einschließlich Grundlagenentscheidungen - nur gültig zu Stande kommen, wenn diesen alle anwesenden oder vertretenen A-Direktoren und B-Direktoren zustimmen. Die Beschlüsse der Direktorenversammlung werden in Protokollen festgehalten, die von den in der Sitzung anwesenden Direktoren, den Personen, die die Direktoren in der Versammlung vertreten oder dem Schriftführer (wenn gewählt) unterzeichnet werden.

(vii) Jeder Direktor kann an einer Direktorenversammlung mittels Telefonoder Videokonferenz oder eines anderen Kommunikationsmittels teilnehmen, das es allen an der Versammlung teilnehmenden Personen ermöglicht, einander zu identifizieren und zu hören und miteinander zu sprechen. Die Teilnahme mithilfe eines dieser Kommunikationsmittel ist gleichbedeutend mit der persönlichen Teilnahme an einer ordnungsgemäß einberufenen und abgehaltenen Versammlung.

(viii) Im Umlaufverfahren gefasste schriftliche Beschlüsse, die von allen Direktoren unterzeichnet sind, sind ebenso wirksam und bindend, als wenn sie auf einer ordnungsgemäß einberufenen und abgehaltenen Direktorenversammlung gefasst worden wären, und tragen das Datum der letzten Unterzeichnung.

(ix) Wenn bei einem Rechtsgeschäft, das nicht unter gewöhnlichen Umständen im Rahmen der gewöhnlichen Geschäftstätigkeit der Gesellschaft erfolgt, ein Interesse eines Direktors mit einem Interesse der Gesellschaft in Konflikt steht, muss dieser Direktor die Direktorenversammlung darüber informieren und veranlassen, dass diese Angaben im Versammlungsprotokoll festgehalten werden. Der betreffende Direktor darf nicht an den entsprechenden Beratungen teilnehmen. Ein Sonderbericht über das(die) relevante(n) Rechtsgeschäft(e) wird den Aktionären bei der nächsten Hauptversammlung vor der nächsten Abstimmung vorgelegt.

(x) Eine gegebenenfalls bestehende Aktionärsvereinbarung kann eine Liste bestimmter Angelegenheiten beinhalten, die nur mit Zustimmung der Hauptversammlung von der Direktorenversammlung beschlossen, behandelt und umgesetzt werden dürfen.

7.4. Vertretung

(i) Die Gesellschaft wird durch die gemeinsame Unterschrift von mindestens einem (1) A-Direktor und einem (1) B-Direktor Dritten gegenüber in allen Angelegenheiten verpflichtet.

(ii) Die Gesellschaft wird Dritten gegenüber auch durch die gemeinsame oder einzelne Unterschrift von Personen verpflichtet, denen durch Beschluss der Direktorenversammlung oder durch die gemeinsame Unterzeichnung durch einen (1) A-Direktor und einen (1) B-Direktor besondere Unterschriftsvollmachten übertragen wurden.

Art. 8. Haftung der Direktoren. Die Direktoren können nicht aufgrund ihres Mandats für Verpflichtungen haftbar gemacht werden, die sie wirksam im Namen der Gesellschaft eingegangen sind, vorausgesetzt diese Verpflichtungen stehen im Einklang mit der Satzung und dem Gesetz.

Art. 9. Beirat. Die Direktorenversammlung hat das Recht, einen aus zwei Mitgliedern bestehenden Beirat (der Beirat) einzusetzen und diesem bestimmte ihrer Befugnisse zu übertragen. Die Direktorenversammlung hat eine Geschäftsordnung für den Beirat zu erlassen, welche die Arbeitsweise und die Befugnisse des Beirats festlegt.

IV. Aktionär(e)

Art. 10. Hauptversammlung.

10.1. Befugnisse und Stimmrechte

(i) Beschlüsse der Aktionäre werden auf Aktionärshauptversammlungen gefasst (die Hauptversammlung). Die Hauptversammlung verfügt über die weitreichendsten Befugnisse, alle mit dem Unternehmensgegenstand im Einklang stehenden Handlungen und Maßnahmen zu beschließen und zu ratifizieren.

(ii) Jede Aktie gewährt eine (1) Stimme.

10.2. Einladungen, Mehrheit und Abstimmungsverfahren

(i) Hauptversammlungen finden zu der Zeit und an dem Ort statt, wie in den Einladungen angegeben, wobei der Ort prinzipiell Luxemburg ist.

(ii) Jeder Aktionär, der mindestens 7,5 % (sieben Komma fünf Prozent) der Aktien hält, und jede Gruppe von Aktionären, die zusammen mindestens 7,5 % (sieben Komma fünf Prozent) der Aktien halten, sind berechtigt, mittels schriftlicher Einladung an die anderen Aktionäre und an die Direktorenversammlung eine Hauptversammlung einzuberufen. Die Einladung muss eine Tagesordnung für die Hauptversammlung enthalten.

(iii) Die Direktorenversammlung ist berechtigt, mittels schriftlicher Einladung an die Aktionäre eine Hauptversammlung einzuberufen. Die Einladung muss eine Tagesordnung für die Hauptversammlung enthalten.

(iv) Die schriftliche Einladung zur Hauptversammlung ist allen Aktionären samt Tagesordnung mindestens acht (8) Werktage vor dem Termin der Hauptversammlung zuzustellen. Für die Zwecke dieser Satzung bezeichnet der Begriff Werktag jeden Tag mit Ausnahme von Samstagen, Sonntagen, gesetzlichen Feiertagen und Tagen, an denen die Banken in Luxemburg für den Publikumsverkehr geschlossen sind.

(v) Sind alle Aktionäre anwesend oder vertreten und sehen sie sich als ordnungsgemäß einberufen und über die Tagesordnung der Versammlung informiert an, kann die Hauptversammlung ohne vorherige Einladung abgehalten werden.

(vi) Ein Aktionär kann sich mittels einer schriftlichen Vollmacht durch eine andere Person (die kein Aktionär sein muss) bei einer Hauptversammlung vertreten lassen.

(vii) Jeder Aktionär kann mittels von der Gesellschaft bereitgestellten Abstimmungsformularen abstimmen. Die Abstimmungsformulare enthalten Datum, Ort und Tagesordnung der Versammlung, den Wortlaut des Beschlussvorschlags sowie für jeden Beschluss drei Kästchen, anhand derer Dafür, Dagegen gestimmt oder sich enthalten werden kann. Die Abstimmungsformulare sind von den Aktionären an den Sitz zurückzusenden. Nur vor der Hauptversammlung eingegangene Abstimmungsformulare finden bei der Berechnung des Quorums Berücksichtigung. Abstimmungsformulare, die weder eine Stimmabgabe (Für oder Gegen den Beschlussvorschlag) noch eine Stimmenthaltung angeben, sind ungültig.

(viii) Außer im Fall gemäß (i) Gesetz, (ii) einer (gegebenenfalls) jeweils bestehenden Aktionärsvereinbarung oder (iii) dieser Satzung geltender strengerer Mehrheitserfordernisse werden Beschlüsse der Hauptversammlung mit einer Zweidrittelmehrheit (2/3-Mehrheit) des ausstehenden Grundkapitals der Gesellschaft gefasst.

(ix) Beschlusse von Versammlungen einer bestimmten Aktiengattung werden mit einer einfachen Mehrheit der auf der betreffenden Versammlung anwesenden oder vertretenen Aktien gefasst. Versammlungen einer bestimmten Aktiengat-

tung werden in der gleichen Art und Weise einberufen, wie gemäß (iv) oben für die Einberufung einer Hauptversammlung vorgesehen.

(x) Die folgenden von den A-Aktionären auf einer Versammlung der AAktionäre zu treffenden Entscheidungen bedürfen der Zustimmung einer Mehrheit der Stammaktien der Gattung A, die dem prozentualen Anteil der Stammaktien der Gattung A an mindestens 34 % (vierunddreißig Prozent) des gesamten ausgegebenen Grundkapitals der Gesellschaft entspricht:

(A) Ernennung einer Person, die der Hauptversammlung der Gesellschaft zur Wahl und Bestellung als A-Direktor in Übereinstimmung mit Ziff. 7.1 (ii) dieser Satzung vorgeschlagen werden soll; und

(B) Antrag an die Hauptversammlung der Gesellschaft, einen A-Direktor in Übereinstimmung mit Ziff. 7.1 (vi) dieser Satzung abzuberufen.

(xi) Die folgenden von den B-Aktionären auf einer Versammlung der BAktionäre zu treffenden Entscheidungen bedürfen der Zustimmung einer Mehrheit der Stammaktien der Gattung B, die dem prozentualen Anteil der Stammaktien der Gattung B an mindestens 34 % des gesamten ausgegebenen Grundkapitals der Gesellschaft entspricht:

(A) Ernennung einer Person, die der Hauptversammlung der Gesellschaft zur Wahl und Bestellung als B-Direktor in Übereinstimmung mit Ziff. 7.1 (ii) dieser Satzung vorgeschlagen werden soll; und

(B) Antrag an die Hauptversammlung, einen B-Direktor in Übereinstimmung mit Ziff. 7.1 (vi) dieser Satzung abzuberufen.

(xii) Außer im Fall gemäß (i) Gesetz, (ii) einer (gegebenenfalls) jeweils bestehenden Aktionärsvereinbarung oder (iii) dieser Satzung geltender strengerer Mehrheitserfordernisse kann eine Hauptversammlung die Satzung nur dann ändern, wenn mindestens zwei Drittel (2/3) des ausgegebenen Grundkapitals anwesend ist und wenn in der Tagesordnung die vorgeschlagenen Satzungsänderungen sowie der Wortlaut der vorgeschlagenen Änderungen des Unternehmensgegenstandes oder der Unternehmensform angegeben sind. Beschlüsse müssen mit mindestens einer Zweidrittelmehrheit des ausgegebenen Grundkapitals der Gesellschaft gefasst werden.

(xiii) Eine Änderung der Nationalität der Gesellschaft und eine Erhöhung der Verpflichtung eines Aktionärs an der Gesellschaft erfordern die einstimmige Zustimmung der Aktionäre und Anleiheinhaber (falls vorhanden).

(xiv) Die Rechtsberater der Aktionäre und die Mitglieder der Direktorenversammlung sind zur Teilnahme an den Hauptversammlungen berechtigt; dies gilt jedoch mit der Maßgabe, dass sie - in ihrer Eigenschaft als Teilnehmer - zu keiner Zeit zur Abstimmung auf Hauptversammlungen berechtigt sind.

V. Jahresabschluss - Gewinnverwendung - Prüfung

Art. 11. Geschäftsjahr und Genehmigung des Jahresabschlusses.

11.1. Das Geschäftsjahr beginnt am ersten (1.) Januar und endet am einunddreißigsten (31.) Dezember eines jeden Jahres.

11.2. Jedes Jahr erstellt die Direktorenversammlung eine Bilanz und eine Gewinn- und Verlustrechnung sowie ein Bestandsverzeichnis, aus dem der Wert der Vermögenswerte und Verbindlichkeiten der Gesellschaft hervorgeht einschließlich einer Anlage, in der die Verpflichtungen der Gesellschaft und die Verbindlichkeiten der leitenden Angestellten, Direktoren und Rechnungsprüfer gegenüber der Gesellschaft zusammengefasst sind.

11.3. Einen Monat vor der Jahreshauptversammlung legt die Direktorenversammlung den Rechnungsprüfern Belege sowie einen Bericht über die Tätigkeiten der Gesellschaft vor. Diese erstellen daraufhin einen Bericht, in dem sie ihre Stellungnahme, insbesondere bezüglich der Bewertung des Eigenkapitals, der Finanzlage und der Ergebnisse der Gesellschaft unterbreiten.

11.4. Die Jahreshauptversammlung wird am dritten Freitag im Juni eines jeden Jahres um 10.00 Uhr am Gesellschaftssitz oder an einem Ort im Stadtgebiet des Gesellschaftssitzes abgehalten, wie in der Einladung angegeben. Wenn der betreffende Tag kein Werktag ist, wird die Jahreshauptversammlung am folgenden Werktag abgehalten.

11.5. Die Jahreshauptversammlung kann dann im Ausland abgehalten werden, wenn nach dem uneingeschränkten und endgültigen Urteil der Direktorenversammlung außergewöhnliche Umstände dies erfordern.

Art. 12. Rechnungsprüfer / Abschlussprüfer.

12.1. Die Tätigkeiten der Gesellschaft werden von einem oder mehreren Rechnungsprüfern (commissaires) geprüft.

12.2. Die Tätigkeiten der Gesellschaft werden von einem oder mehreren Abschlussprüfern (réviseurs d'entreprises) geprüft, wenn dies gesetzlich erforderlich ist.

12.3. Die Hauptversammlung bestellt die Rechnungsprüfer / Abschlussprüfer und bestimmt ihre Anzahl, Vergütung und Dauer der Bestellung, die nicht mehr als sechs (6) Jahre betragen darf. Rechnungsprüfer / Abschlussprüfer können wiederbestellt werden.

Art. 13. Gewinnverwendung.

13.1. Vom Jahresnettogewinn der Gesellschaft werden fünf Prozent (5 %) den gesetzlich vorgeschriebenen Rücklagen zugewiesen. Diese Zuweisung ist nicht mehr erforderlich, wenn die gesetzliche Rücklage einen zehn Prozent (10 %) des Grundkapitals entsprechenden Betrag erreicht.

13.2. Die Hauptversammlung entscheidet über die Verwendung des Saldos des Jahresnettogewinns. Sie kann diesen Saldo für die Zahlung einer Dividende verwenden, ihn auf ein Rücklagenkonto überweisen oder ihn vortragen.

13.3. Zu jeder Zeit können Zwischendividenden gemäß folgenden Bedingungen ausgeschüttet werden:

(i) Die Direktorenversammlung erstellt Zwischenabschlüsse;

(ii) diese Zwischenabschlüsse zeigen, dass ausreichende Gewinne und andere Rücklagen (einschließlich Agio) zur Ausschüttung verfügbar sind; wobei Einvernehmen besteht, dass der auszuschüttende Betrag nicht höher sein darf als die Gewinne, die seit dem Ende des letzten Geschäftsjahres erzielt wurden, für das der Jahresabschluss ggf. genehmigt wurde, erhöht um die vorgetragenen Gewinne und ausschüttbaren Rücklagen und verringert um vorgetragene Verluste und Beträge, die der gesetzlichen oder satzungsmäßigen Rücklage zuzuweisen sind;

(iii) die Entscheidung zur Ausschüttung von Zwischendividenden wird von der Direktorenversammlung innerhalb von zwei (2) Monaten ab dem Datum der Zwischenabschlüsse getroffen; und

(iv) die Rechnungsprüfer oder die Abschlussprüfer müssen in ihrem Bericht an die Direktorenversammlung ggf. nachprüfen, ob die vorstehenden Bedingungen eingehalten wurden.

VI. Auflösung - Liquidation

14.1. Die Gesellschaft kann zu jeder Zeit durch einen Beschluss der Hauptversammlung aufgelöst werden, der in Übereinstimmung mit den Bestimmungen zur Satzungsänderung gefasst wird. Die Hauptversammlung bestellt zur Durchführung der Auflösung einen oder mehrere Liquidatoren, die keine Aktionäre sein müssen, und legt ihre Anzahl, Befugnisse und Vergütung fest. Sofern die Hauptversammlung nichts anderes bestimmt, verfügen die Liquidatoren über die weitest gehenden Befugnisse, die Vermögenswerte zu realisieren und die Verbindlichkeiten der Gesellschaft zu zahlen.

14.2. Der Überschuss nach der Realisierung der Vermögenswerte und der Zahlung der Verbindlichkeiten wird im Verhältnis der jeweils gehaltenen Aktien an die Aktionäre ausgeschüttet.

VII. Allgemeine Bestimmungen

15.1. Einladungen und Mitteilungen bzw. Verzichtserklärungen und Nachweise von Beschlüssen im Umlaufverfahren erfolgen schriftlich, per Telegramm, Telefax, E-Mail oder durch sonstige elektronische Kommunikationsmittel.

15.2. Vollmachten werden durch eine vorstehend beschriebenen Maßnahmen erteilt. Vollmachten im Zusammenhang mit der Direktorenversammlung kann ein Direktor auch nach solchen Bedingungen erteilen, wie sie ggf. von der Direktorenversammlung anerkannt sind.

15.3. Unterschriften können in handschriftlicher oder elektronischer Form geleistet werden, vorausgesetzt sie genügen allen rechtlichen Voraussetzungen, um als einer handschriftlichen Unterschrift gleichwertig zu gelten. Unterschriften auf schriftlichen Beschlüssen im Umlaufverfahren werden auf einem Original oder auf mehreren Ausfertigungen desselben geleistet, die dann gemeinsam ein und dasselbe Dokument verkörpern.

15.4. Alle Angelegenheiten, die nicht ausdrücklich in der Satzung geregelt sind, werden nach Maßgabe des Gesetzes und, vorbehaltlich etwaiger nach dem Gesetz nicht abbedingbarer Bestimmungen, gemäß einer (gegebenenfalls) von den Aktionären von Zeit zu Zeit abgeschlossenen Aktionärsvereinbarung geregelt.

Kostenschätzung

Die Auslagen, Kosten, Honorare und Gebühren in jedweder Form, die von der Gesellschaft infolge der vorliegenden Urkunde zu tragen sind, werden auf ca. ein tausend fünfhundert Euro (EUR 1.500,-) geschätzt.

Erklärung

Der unterzeichnende Notar, der Englisch versteht und spricht, stellt fest, dass auf Ansuchen der Erschienenen diese Urkunde in englischer Sprache erstellt wurde, gefolgt von einer deutschen Fassung, und dass im Falle von Abweichungen zwischen dem englischen Wortlaut und deutschen Wortlaut der englische Wortlaut maßgeblich ist.

WORÜBER diese Urkunde in Luxemburg am vorstehend genannten Datum erstellt wurde.

Diese Urkunde wurde dem Vertreter der Erschienenen vorgelesen und von Letzterem zusammen mit dem unterzeichnenden Notar unterschrieben.

Gezeichnet: V.-A. DEMULIER, S. WOLTER-SCHIERES, R. GALIOTTO und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 6 février 2013. Relation: LAC/2013/5659. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, Der Gesellschaft auf Begehr erteilt.

Luxemburg, den 28. Februar 2013.

Référence de publication: 2013029634/685.

(130036518) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er mars 2013.

Aurora Multistrategy, Fonds Commun de Placement.

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Le règlement de gestion de Aurora Multistrategy modifié au 28 janvier 2013 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.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013029161/9.

(130035312) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

ABAKUS, Fonds Commun de Placement.

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Le règlement de gestion de ABAKUS World Dividend Fund modifié au 28 janvier 2013 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.

HSBC Trinkaus Investment Managers SA

Référence de publication: 2013029162/9.

(130035313) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

The Carnegie Global Healthcare Fund, Fonds Commun de Placement.

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Le règlement de gestion de The Carnegie Global Healthcare Fund consolidé effectif au 1 er mars 2013 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 1 er mars 2013.

Carnegie Fund Management Company S.A.

Référence de publication: 2013030363/10.

(130036959) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mars 2013.

Kingfisher Investments SICAV-FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 162.730.

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Rectificatif de l'extrait déposé en date du 24.12.2012 N° de dépôt L120223563

Extrait

Il résulte d'un acte de clôture de liquidation reçu par le notaire Martine SCHAEFFER, de résidence à Luxembourg, en date du 18 février 2013, enregistré à Luxembourg A.C., le 26 février 2013, LAC/2013/8885, aux droits de soixante-quinze euros (75.- EUR), que la société «Kingfisher Investments SICAV-FIS (en liquidation)», une société d'investissement à capital variable, régie par le droit luxembourgeois, établie et ayant son siège social au 58, rue Charles Martel, L-2134 Luxembourg, constituée suivant acte reçu par Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette, en date du 21 avril 2011, publié au Mémorial C, Recueil des Sociétés et Associations N° 1992 du 30 août 2011, dont les statuts n'ont pas été modifiés depuis.

La société a été mis en liquidation par du acte de Maître Marc Loesch, notaire de résidence à Luxembourg, agissant en remplacement de Maître Martine Schaeffer en date du 14 novembre 2012, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

a été clôturée et que par conséquence la société est dissoute.

Les livres et documents sociaux resteront déposés et conservés pendant une durée de cinq ans à compter de la date de publication de la clôture de liquidation au Mémorial C, Recueil des Sociétés et Associations à l'ancien siège social de la Société dissoute.

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

Luxembourg, le 1 er mars 2013.

Référence de publication: 2013029895/26.

(130036238) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er mars 2013.

SGAM Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 25.970.

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

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

Was held a general meeting of shareholders of SGAM Fund (the "Company"), an investment company with variable capital ("SICAV") having its registered office at L-2449 Luxembourg, 16, boulevard royal, registered at the companies' Register of Luxembourg under the number B 25.970, incorporated pursuant to a notarial deed on 22 May 1987, published in the Memorial C, number 178 on 18 June 1987. The articles of incorporation have been amended for the last time by a notarial deed on 9 November 2005, published in the Memorial C, number 474 of 04 March 2006.

The general meeting was opened at 3.00 p.m Luxembourg time with Mr Benoît Ernst, private employee, professionally residing in Luxembourg, as chairman (the "Chairman");

Who appointed Mrs Stéphanie Doeble as secretary to the meeting, private employee, professionally residing in Luxembourg (the "Secretary").

The meeting elected Mr Conrado Van den Berghe as scrutineer, professionally residing in Luxembourg (the "Scrutineer").

The bureau of the meeting (the "Meeting") having thus been constituted, the Chairman declared and requested the notary to state:

I. That the present Meeting has been convened by notices containing the agenda, sent to the shareholders by registered mail on 13 April 2012.

II. That the shareholders present or represented and the number of shares held by each of them are shown on an attendance list, signed by the Chairman, the secretary and the scrutineer. The said list as well as the proxies will be annexed to this document, to be filed with the registration authorities.

That it appears from the attendance list that out of 813,045.447 shares in circulation, 532,050.413 shares are present or represented at the present Meeting.

According to article 66 of the law of 17 December 2010 concerning Undertakings for Collective Investment, as amended from time to time, this Meeting is authorized to take resolutions, whatever the proportion of the represented capital may be, by a simple majority of the shares present and/or represented and voting. However, according to the articles of incorporation of the SICAV, the quorum required for any meeting of shareholders debating on ordinary matters shall be equal to ten per cent of outstanding shares.

III. That the agenda of the Meeting is the following:

1 To approve the Common Draft Terms of Merger drawn up by the board of directors of both SGAM Fund and Amundi Funds.

2 To approve the merger of the Company into Amundi Funds.

3 To fix the effective date of the merger on 24 May 2012.

4 To approve that on the effective date, Amundi Funds will issue to the holders of shares of SGAM Fund, new shares with no par value. The number of shares to be issued will be determined on the basis of the respective net asset values per share of the respective sub-funds dated 24 May 2012.

5 To discharge the Directors of SGAM Fund with respect to their performance of duties during all or part of the financial year ending on the effective date of the merger.

6 Miscellaneous.

After the foregoing has been approved by the Meeting, the same took the following resolutions:

First resolution

The general meeting resolves to approve the Common Draft Terms of Merger drawn up by the board of directors of both SGAM Fund and Amundi Funds on 12 April 2012.

Second resolution

The general meeting resolves to approve the merger of the Company into Amundi Funds, and states that SGAM Fund/ Equities India being the sole remaining Sub-fund of the Company, the Company will be dissolved without going into liquidation.

The general meeting resolves to keep all the books and records of the Company during a period of five years at the former registered office of the Company at L-2449 Luxembourg, 16, boulevard Royal.

Third resolution

The general meeting resolves to fix the effective date of the merger on 24 May 2012.

Fourth resolution

The general meeting resolves to the fact that, on the effective date, Amundi Funds will issue to the holders of shares of SGAM Fund, new shares with no par value. The number of shares to be issued will be determined on the basis of the respective net asset values per share of the respective sub-funds dated 24 May 2012.

Fifth resolution

The general meeting resolves to discharge the Directors of SGAM Fund with respect to their performance of duties during all or part of the financial year ending on the effective date of the merger.

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

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

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

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

Signé: S. DOEBLE, B. ERNST, C. VAN DEN BERGHE et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 1 er juin 2012. Relation: LAC/2012/25216. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 1 er mars 2013.

Référence de publication: 2013030774/75.

(130036874) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mars 2013.

1798 Funds II, Fonds Commun de Placement.

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The board of directors of the management company Lombard Odier Funds (Europe) S.A., a société anonyme which registered office is at 5 allée Scheffer, L-2520 Luxembourg, registered on the Registre de commerce et des sociétés under No. B152886, has decided to put the Fund into liquidation with effect as of 26 February 2013 (close of business) following the liquidation of the last sub-fund of the Fund.

Référence de publication: 2013032047/755/8.

UBS (Lux) Islamic Fund, Fonds Commun de Placement.

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Der Liquidator von UBS (Lux) Islamic Fund (nachfolgend der "Fonds"), möchte Sie hiermit davon in Kenntnis setzen, dass das Liquidationsverfahren des Fonds am 7. März 2013 beendet wurde.

Der Fonds wurde mit Wirkung zum 17. Oktober 2011 durch UBS Fund Management (Luxembourg) S.A., die Verwaltungsgesellschaft des Fonds, in Liquidation gesetzt, und UBS Fund Services (Luxembourg) als Liquidator ernannt. Die Liquidation wurde gemäß Art. 181 Abs. 6 des Gesetzes von 2010 über die Organismen für gemeinsame Anlagen mit Liquidation des letzten verbleibenden Subfonds des Fonds eingeleitet.

Der Liquidationserlös wurde zwischenzeitlich vollständig an die Anteilinhaber ausgekehrt. Daher wurden keine Vermögenswerte bei der öffentlichen Hinterlegungsstelle ("Caisse de Consignation") hinterlegt.

Der Bericht über die Verwendung der Vermögenswerte einschließlich der Schlussrechnung kann von den Anteilinhabern am Sitz des Liquidators eingesehen werden.

Luxemburg, den 8. März 2013. *Der Liquidator .*

Référence de publication: 2013032056/755/15.

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nicko tours S.à r.l., Société à responsabilité limitée,

(anc. Polyusus Lux 1 S.à r.l.).

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

R.C.S. Luxembourg B 173.800.

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

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

Luxembourg, le 1 er février 2013.

Référence de publication: 2013016812/11.

(130020504) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Alpro European Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 153.727.

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

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

Diekirch, le 1 er février 2013.

Référence de publication: 2013016821/10.

(130020478) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Amdipharm Holdings, Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 9, rue Gabriel Lippmann, Parc d'Activité Syrdall.

R.C.S. Luxembourg B 105.086.

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Les statuts coordonnés suivant l'acte n° 65762 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: 2013016826/10.

(130020526) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Azelis Holding S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 9, rue Sainte Zithe.

R.C.S. Luxembourg B 122.714.

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

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

Luxembourg, le 31 janvier 2013.

Référence de publication: 2013016833/10.

(130020237) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Avaros S.A., Société Anonyme.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 147.288.

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

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

Luxembourg, le 1 er février 2013.

Référence de publication: 2013016867/10.

(130020426) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Blumary Corporate, Société Anonyme.

Siège social: L-8011 Strassen, 283, route d'Arlon.

R.C.S. Luxembourg B 164.027.

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

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

Luxembourg, le 1 er février 2013.

POUR COPIE CONFORME

Référence de publication: 2013016894/11.

(130020494) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

BR Gaming Development S.A., Société Anonyme.

Siège social: L-3670 Kayl, 208, rue de Noertzange.

R.C.S. Luxembourg B 168.397.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 31 janvier 2013.

Référence de publication: 2013016897/10.

(130020281) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

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

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

R.C.S. Luxembourg B 175.582.

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STATUTES

In the year two thousand and thirteen, on the nineteenth day of February.

Before us Maître Gérard LECUIT, notary residing in Luxembourg.

There Appeared:

Andbank Asset Management Luxembourg, a public limited liability company ("société anonyme"), having its registered office at 7A, Rue Robert Stümper, L-2557 Luxembourg and being registered with the Luxembourg Trade and Companies Register under number B -147.174,

here represented by Ms Martine VERMEERSCH, Funds Legal adviser, residing professionally in Luxembourg,

by virtue of proxy given on 13 February 2013, which, after having been signed "ne varietur" by the proxyholder of the appearing party and the notary, will remain attached to the present deed in order to be registered with it.

Such appearing party, acting in the hereabove stated capacity, has requested the notary to inscribe as follows the Articles of Incorporation of a société anonyme:

Art. 1. Name. There exists among the subscriber and all those who may become owners of shares hereafter issued, a public limited company ("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 "AURYN" (the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

The registered office may be transferred within the Luxembourg municipality by a decision of the Board of Directors.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors of the Company (the "Board of Directors").

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

Art. 3. Duration. The Company is established for an unlimited period of time.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities of all types, units or shares of other undertakings for collective investment and all other permitted assets according to the law of 13 February 2007 relating to specialised investment funds, as amended from time to time (the "Law of 2007"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the Law of 2007.

The Company is dedicated to institutional investors, professional investors and other well-informed investors as these categories of eligible investors are defined in the Law of 2007 (collectively the "well-informed investors").

Art. 5. Investment objectives, Policies and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine the investment policy and strategies to be applied 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 the applicable laws and regulations.

Each Sub-Fund is authorised, to the largest extent permitted under the Law of 2007 and subject to the conditions set forth in the Offering Document, to subscribe, purchase and/or hold shares issued by one or more other Sub-Fund(s) of the Company.

The Company offers a choice of sub-funds (the "Sub-Funds") as described in the offering document of the Company (the "Offering Document"), which allow investors to make their own strategic allocation.

The specific investment policies and risk spreading rules applicable to any particular Sub-Fund shall be determined by the Board of Directors and disclosed in the Offering Document.

Art. 6. Share Capital, Sub-Funds, Classes and Categories of Shares. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company.

The minimum capital shall be as provided by law, i.e. the equivalent of one million two hundred and fifty thousand euro (EUR 1,250,000.-) and shall be reached within a period of twelve months following the date on which the Company has been authorised as an undertaking for collective investment - specialised investment fund under the Law of 2007.

The initial capital is thirty one thousand Euro (EUR 31,000.-) divided into three hundred and ten (310) shares of no par value.

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

For each Sub-Fund, a separate portfolio of investments and assets will be maintained. The different portfolios will be separately invested in accordance with their specific features as described in the Offering Document of the Company.

The Company is one single entity; however, the rights of investors and creditors regarding a Sub-Fund or raised by the constitution, operation or liquidation of a Sub-Fund are limited to the assets of this Sub-Fund, and the assets of a Sub-Fund will be answerable exclusively for the rights of the shareholders relating to this Sub-Fund and for those of the creditors whose claim arose in relation to the constitution, operation or liquidation of this Sub-Fund. In the relations between the Company's shareholders, each Sub-Fund is treated as a separate entity. The assets, commitments, charges and expenses that cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds pro rata to their respective net assets, if appropriate due to the amounts considered.

The Board of Directors of the Company may decide at any time to create new Sub-Funds.

The Board of Directors of the Company may also decide to issue, within each Sub-Fund, different classes of shares (the "Classes") having e.g. (i) a specific sales and redemption charge structure and/or (ii) a specific management or advisory fee structure and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted investors and/or (v) different currencies and/or such other features as may be determined by the Board of Directors from time to time.

The currency in which the Classes of shares are denominated may differ from the Reference Currency of the relevant Sub-Fund. The Board of Directors may, at the expense of the relevant Class of shares, use instruments such as forward currency contracts to hedge the exposure of the investments denominated in other currencies than the currency in which the relevant Class of shares is denominated.

The Classes of shares may be sub-divided into Categories of shares (the "Categories") which may differ in respect of their specific features.

Art. 7. Shares.

7.1 The Company is restricted solely to well-informed investors, as defined under article 2 of the Law of 2007.

The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all the 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 all rights attached to such share(s).

All issued registered shares of the Company shall be registered into the register of shareholders which shall be kept by the Company or by one or more persons 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, the number of registered shares held by him.

Shareholders 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.

7.2 Form, Ownership and Transfer of Shares

Shares of any Class or Category in any Sub-Fund will be issued, upon decision of the Board of Directors, in registered form only.

The inscription of the shareholder's name into the register of shareholders evidences his or her right of ownership of such shares. The shareholder shall receive a written confirmation of his or her shareholding upon request; no certificates shall be issued.

Fractions of registered shares will be issued, whether resulting from subscription or conversion of shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the distributions and/or net assets on a pro rata basis.

Title to shares is transferred by the inscription of the name of the transferee into the register of shareholders upon delivery to the Board of Directors of a transfer document, duly completed and executed by the transferor and the transferee.

The Board of Directors will not issue or give effect to any transfer of shares of the Company to any investor who may not be considered as a well-informed investor. The Board of Directors may, at its discretion, delay the acceptance of any subscription until such date as it has received sufficient evidence on the qualification of the investor as well-informed investor. If it appears at any time that a holder of shares of a Class or Category or Sub-Fund is not a well-informed investor, the Board of Directors will redeem the relevant shares in accordance with the provisions under Article 8 hereof.

The Board of Directors will refuse the issue of shares or the transfer of shares, if there is not sufficient evidence that the person or company to which the shares are sold or transferred is a well-informed investor. In considering the qualification of a subscriber or a transferee as a well-informed Investor, the Board of Directors will have due regard to the guidelines or recommendations (if any) of the competent supervisory authorities in Luxembourg.

Well-informed investors subscribing in their own name, but on behalf of a third party, must certify to the Board of Directors that such subscription is made on behalf of a well-informed investor as aforesaid and the Board of Directors may require evidence that the beneficial owner of the shares is a well-informed investor.

7.3 Restrictions on Subscription and Ownership

The Board of Directors may, at any time and at its discretion, temporarily discontinue, terminate or limit the issue of shares to persons or corporate bodies residing or established in certain countries or territories. The Board of Directors may also prohibit certain persons or corporate bodies from directly or beneficially acquiring or holding shares if such a measure is necessary for the protection of the Company or any Sub-Fund, the shareholders of the Company or any Sub-Fund.

In addition, the Board of Directors may:

- reject in whole or in part at its discretion any application for shares; or

- redeem at any time shares held by shareholders who are excluded from purchasing or holding such shares.

In the event that the Board of Directors gives notice of a compulsory redemption for any of the reasons set forth above to a shareholder, such shareholder shall cease to be entitled to the shares specified in the redemption notice immediately after the close of business on the date specified therein.

If it appears at any time that a holder of shares of a Class or Category or Sub-Fund is not a well-informed investor, the Board of Directors will redeem the relevant shares.

Art. 8. Issue and Redemption of Shares.

8.1 Issue of Shares

The Board of Directors may issue shares of any Class or Category within each separate Sub-Fund.

Shares are made available through the Board of Directors on a continuous basis in each Sub-Fund without limitation and 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 Sub-Fund.

Shares shall be issued on the relevant Luxembourg bank business day (a "Business Day") having been designated by the Board of Directors to be a valuation day for the relevant Sub-Fund (the "Valuation Day"), subject to the right of the Board of Directors to discontinue temporarily such issue as provided in Article 13 hereof.

The price per share will be the net asset value ("NAV") per share of the relevant Class or Category of shares within each Sub-Fund as of the applicable Valuation Day together with any applicable sales charges. Subject to the laws, regulations, stock exchange rules or banking practices in a country where a subscription is made, taxes or costs may be charged additionally. The NAV per share of each Class or Category or Sub-Fund will be available within the period of time determined by the Board of Directors and specified in the Offering Document.

Investors may be required to complete a subscription agreement/form for shares or other documentation satisfactory to the Board of Directors indicating that the purchaser or the beneficial owner is not a "U.S. Person" and that he is a well-informed investor. Subscription agreements/forms containing such representations are available from the Board of Directors or the Company's duly appointed agents. For subsequent subscriptions, instructions may be given in writing by fax, telex or by post.

Payments shall be made within the period of time determined by the Board of Directors and specified in the Offering Document by electronic bank transfer net of all bank charges (except where local banking practices do not allow electronic bank transfers) and in the Reference Currency of the relevant Sub-Fund or in any other currency to the extent provided for in the Offering Document to the order of the Custodian. Failing these payment applications will be considered as cancelled.

The Board of Directors will not issue shares as of a particular Valuation Day unless the application for subscription of such shares has been received by the registrar and transfer agent (on behalf of the Company or directly from the subscriber) by a time dictated by the Board of Directors as more fully described in the Offering Document; otherwise such application shall be deemed to have been received on the next following Business Day. Applications for subscription may

also be made through the distributors, in such a case investors should note that other subscription procedures or time limits may apply.

The Board of Directors reserves the right to reject any subscription in whole or in part, in which case subscription monies paid, or the balance thereof, as appropriate, will normally be returned to the applicant within the timeframe as indicated in the Offering Document, provided such subscription monies have been cleared.

No shares of any Class or Category and Sub-Fund will be issued during any period when the calculation of the NAV per share in such Class or Category or Sub-Fund is suspended by the Board of Directors.

In the case of suspension of dealings in shares, the subscription will be dealt with on the first Valuation Day following the end of such suspension period.

The Board of Directors may agree to issue shares as consideration for a contribution in kind of securities or other permitted assets in compliance with the conditions set forth by Luxembourg law, in particular the obligation for the auditor of the Company ("réviseur d'entreprises agréé") to deliver a valuation report and provided that such securities or other permitted assets comply with the investment objectives, policies and restrictions of the relevant Sub-Fund as described in the Offering Document. Any costs incurred in connection with a contribution in kind of securities shall in principle be borne by the relevant shareholders.

To the extent that a subscription does not result in the acquisition of a full number of shares, fractions of registered shares shall be issued to one thousandth of a share.

8.2 Minimum Investment and Holding

Minimum amounts of initial and subsequent investments as well as of holding may be set by the Board of Directors and disclosed in the Offering Document.

8.3 Redemption of Shares

Except as provided in Article 13 hereof, shareholders may at any time request redemption of their shares.

Redemptions will be made at the NAV per share in the relevant Sub-Fund and Class or Category on any Valuation Day, provided that the applications have been received by the registrar and transfer agent (on behalf of the Company or directly from the shareholder) by a time dictated by the Board of Directors of the Company in Luxembourg, as more specifically described in the Offering Document. Applications received after that time will be deemed to have been received on the next following Business Day. Applications for redemption may also be made through the distributors, in such a case shareholders should note that other redemption procedures and time limits may apply.

Further to potential fluctuations, the redemption price may be higher or lower than the price paid at the time of the subscription or purchase.

Instructions for the redemption of shares may be made in writing by fax, telex or by post. Applications for redemption should contain the following information (if applicable): the identity and address of the shareholder requesting the redemption, the relevant Sub-Fund, the relevant Class or Category, the number of shares or currency amount to be redeemed, the name in which such shares are registered and full payment details, including name of beneficiary, bank and account number. All necessary documents to fulfil the redemption should be enclosed with such application.

Redemption requests must be accompanied by a document evidencing authority to act on behalf of such shareholder or power of attorney which is acceptable in form and substance to the Board of Directors. Redemption requests made in accordance with the foregoing procedure shall be irrevocable, except that a shareholder may revoke such request in the event that it cannot be honoured for any of the reasons specified in Article 13 hereof.

The Board of Directors shall ensure that an appropriate level of liquidity is maintained in each Sub-Fund in order to make certain at any time, under normal circumstances, the redemption of shares of a Sub-Fund.

Upon instruction received from the Board of Directors, payment of the redemption price will be made within the period of time determined by the Board of Directors and specified in the Offering Document. Payment for such shares will be made in the

Reference Currency of the relevant Sub-Fund or, if applicable, in the denomination currency of the relevant Class as disclosed in the Offering Document or in any freely convertible currency specified by the shareholder. In the last case, any conversion cost shall be borne by the relevant shareholder.

The Board of Directors may, at the request of a shareholder, agree to make, in whole or in part, a payment in kind of securities of the relevant Sub-Fund to that shareholder in lieu of paying to that shareholder redemption proceeds in cash, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company ("réviseur d'entreprises agréé"). The total or partial in kind payment of the redemption proceeds may only be made (i) with the consent of the relevant shareholder which consent may be indicated in the shareholder's application form or otherwise and (ii) by taking into account the fair and equal treatment of the interests of all shareholders. In addition, in kind payments of the redemption proceeds will only be made provided that the shareholders who receive the in kind payments are legally entitled to receive and dispose of the redemption proceeds for the redeemed shares of the relevant Sub-Fund. In the event of an in kind payment, the costs of any transfers of securities to the redeeming shareholder shall be borne by that shareholder. To the extent that the Company makes in kind payments in whole or in part, the Company will undertake its reasonable efforts, consistent with both applicable law and the terms

of the in kind securities being distributed, to distribute such in kind securities to each redeeming shareholder pro rata on the basis of the redeeming shareholder's shares of the relevant Sub-Fund.

If on any Valuation Day redemption requests and conversion requests relate to more than 10% of the shares in issue in a specific Class or Category or Sub-Fund, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for such period as the Board of Directors considers to be in the best interest of the relevant Sub-Fund, but normally not exceeding one Valuation Day. On the next Valuation Day following such period, these redemption and conversion requests will be met in priority to later requests.

Any redemption request may furthermore be deferred in special circumstances if the Board of Directors considers that the implementation of the redemption request on such Valuation Day would adversely affect or prejudice the interests of the Company.

If, as a result of any request for redemption, the aggregate NAV of all the shares held by any shareholder in any Sub-Fund would fall below the minimum amount referred to in "Minimum Investment and Holding" hereof, the Board of Directors may treat such request as a request to redeem the entire shareholding of such shareholder in the relevant Sub-Fund.

Art. 9. Conversion of Shares. Except as otherwise specified in the Offering Document, shareholders who wish to convert all or part of their shares of a particular Class or Category into shares of other Class(es) or Category(ies) of shares (as far as available) within the same Sub-Fund or shares of the same or different Classes or Categories of shares (as far as available) of another Sub-Fund must submit an application in writing by fax, telex or by post to the registrar and transfer agent on behalf of the Company, specifying the Sub-Fund or Sub-Funds, the Class/Category or Classes/Categories concerned and the number of shares they wish to convert.

A conversion of shares of a particular Class or Category of one Sub-Fund for shares of another Class or Category in the same Sub-Fund and/or for shares of the same or different Class or Category in another Sub-Fund will be treated as redemption of shares and a simultaneous purchase of shares of the acquired Sub-Fund. A converting shareholder may, therefore, realise a taxable gain or loss in connection with the conversion under the laws of the country of the shareholder's citizenship, residence or domicile.

Shares may be tendered for conversion on any Business Day.

All terms and conditions regarding the redemption of shares shall equally apply to the conversion of shares.

No conversion of shares will be effected until a duly completed conversion request form or other written notification acceptable to the registrar and transfer agent on behalf of the Company has been received at the registered office of the registrar and transfer agent (on behalf of the Company or directly from the shareholder) by a time dictated by the Board of Directors in Luxembourg, as more specifically described in the Offering Document. Applications received after that time will be deemed to have been received on the next following Business Day.

In converting shares, the shareholder must where applicable meet the minimum investment requirements referred to in Article 8.2 hereof.

If, as a result of any request for conversion, the aggregate NAV of all the shares held by any shareholder in any Sub-Fund would fall below the minimum amount referred to in "Minimum Investment and Holding" hereof, the Board of Directors may treat such request as a request to convert the entire holding of such shareholder in the relevant Sub-Fund.

Conversions will be made on the basis of the respective NAVs of the relevant shares of the relevant Class or Category of shares or Sub-Fund, as of the relevant Valuation Day(s) following receipt by the registrar and transfer agent on behalf of the Company, of the documents mentioned in the Offering Document, less any conversion charge specified in the Offering Document.

Art. 10. Charges of the Company.

10.1 General

The Company shall pay out of the assets of the relevant Sub-Fund all expenses payable by the Sub-Fund which shall include but not be limited to:

- fees payable to and reasonable disbursements and out-of-pocket expenses incurred by the service providers as applicable;

- all taxes which may be due on the assets and the income of the Sub-Fund;

- usual banking fees due on transactions involving securities held in the Sub-Fund;

- legal expenses reasonably incurred by the service providers while acting in the interests of the shareholders;

- the cost of any liability insurance or fidelity bonds covering any costs, expenses or losses arising out of any liability of, or claim for damage or other relief asserted against the service providers and/or other agents of the Company for violation of any law or failure to comply with their respective obligations under these Articles of Incorporation or otherwise with respect to the Company;

- the costs and expenses of the preparation and printing of written confirmations of shares; the costs and expenses of preparing and/or filing and printing all other documents concerning the Company, including registration statements and Offering Documents and explanatory memoranda with all authorities (including local securities dealers' associations) having jurisdiction over the Company or the offering of shares of the Company; the costs and expenses of preparing, in

such languages as are necessary for the benefit of the shareholders, including the beneficial holders of the shares, and distributing annual reports and such other reports or documents as may be required under the applicable laws or regulations of the above-cited authorities; the cost of accounting, bookkeeping and calculating the NAV; the cost of preparing and distributing public notices to the shareholders; lawyers' and auditor's fees; and all similar administrative charges, including all advertising expenses and other expenses directly incurred in offering or distributing the shares.

All recurring charges will be charged first against income, then against capital gains and then against assets. Other charges may be amortised over a period not exceeding 5 years.

10.2 Formation and launching expenses of the Company

The costs and expenses of the formation of the Company and the initial issue of its shares will be borne by the Company and amortised over a period not exceeding 5 years from the formation of the Company and in such amounts in each year as determined by the Board of Directors on an equitable basis.

10.3 Formation and launching expenses of additional Sub-Funds

The costs and expenses incurred in connection with the creation of a new Sub-Fund shall be written off over a period not exceeding 5 years against the assets of such Sub-Fund only and in such amounts each year as determined by the Board of Directors on an equitable basis. The newly created Sub-Fund shall not bear a pro-rata of the costs and expenses incurred in connection with the formation of the Fund and the initial issue of shares, which have not already been written off at the time of the creation of the new Sub-Fund.

Art. 11. Accounting year. The accounting year of the Company shall begin on the 1 st January and shall terminate on the 31 st December of each year.

The consolidated accounts of the Company shall be kept in the Reference Currency of the Company, being the euro. The financial statements relating to the separate Sub-Funds shall also be expressed in the Reference Currency of the relevant Sub-Fund.

Art. 12. Publications. Audited annual reports will be made available to the shareholders at no cost to them at the offices of the Company, the Custodian and any paying agent.

Any other financial information to be published concerning the Company, including the NAV, the issue, conversion and redemption price of the shares for each Sub-Fund and any suspension of such valuation, will be made available to the public at the offices of the Company, the Custodian and any paying agent.

To the extent required by Luxembourg law or decided by the Board of Directors, all notices to shareholders will be sent to shareholders at their address indicated in the register of shareholders, sent to the shareholders via e-mail, published on the website of the Company, in one or more newspapers and/or in the Memorial.

Art. 13. Determination of the Net Asset Value per Share.

13.1 Frequency of Calculation

The NAV per share for each Class or Category within the relevant Sub-Fund will be calculated at a frequency determined by the Board of Directors as more fully described in the Offering Document (a "Valuation Day"), in accordance with the provisions hereinafter. Such calculation will be done by the administrative agent appointed thereto by the Company.

13.2 Calculation

The NAV per share for each Class or Category within the relevant Sub-Fund shall be expressed in the Reference Currency of each relevant Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Sub-Fund attributable to the relevant Class or Category, being the value of the total assets of that Sub-Fund properly allocable to such Class or Category less the portion of liabilities of such Sub-Fund properly allocable to such Class or Category, on any such Valuation Day, by the total number of shares of such Class or Category then outstanding on the relevant Valuation Day, in accordance with the valuation rules set forth hereinafter.

The assets and liabilities of each Sub-Fund are valued in its Reference Currency.

13.3 Temporary Suspension of the Calculation

The Board of Directors may temporarily suspend the determination of the NAV per share of any Sub-Fund and in consequence the issue and redemption of its shares from its shareholders as well as the conversion from and to shares of each Sub-Fund:

- when one or more Regulated Markets, stock exchanges or other regulated markets, which provide the basis for valuing a substantial portion of the assets of the Company attributable to such Sub-Fund, or when one or more Regulated Markets, stock exchanges or other regulated markets in the currency in which a substantial portion of the assets of the Company attributable to such Sub-Fund is denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

- when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and control of the Company, disposal or valuation of the assets of the Company attributable to such Sub-Fund is not reasonably or normally practicable without being seriously detrimental to the interests of the shareholders;

- in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Company attributable to such Sub-Fund, or if, for any exceptional circumstances, the value of any asset of the Company attributable to such Sub-Fund may not be determined as rapidly and accurately as required;

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

- during any period when the calculation of the net asset value per unit or share of a substantial part of UCIs a Sub-Fund is investing in, is suspended and this suspension has a material impact on the NAV per share of the relevant Sub-Fund;

- upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the dissolution of the Company.

Any such suspension shall be published and shall be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the NAV has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the NAV per share, the issue, redemption and conversion of shares of any other Sub-Fund.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the NAV per share in the relevant Sub-Fund.

13.4 Valuation of the Assets

The assets of the Company, in relation to each Sub-Fund, shall be deemed to include:

(i) All cash on hand or on deposit, including any interest accrued thereon;

(ii) All bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);

(iii) All bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned by the Company;

(iv) All stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

(v) All interest accrued on any interest bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;

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

(vii) The liquidating value of all forward contracts and all call or put options the Company has an open position in;

(viii) All other assets of any kind and nature including expenses paid in advance.

The value of the assets of each Sub-Fund shall be determined as follows:

a) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is 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 is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;

b) The value of securities listed or dealt in on a Regulated Market, stock exchange or other regulated markets will be valued at the last available price on such markets. If a security is listed or traded on several markets, the closing price at the market which constitutes the main market for such securities, will be determining;

c) In the event that the securities are not listed or dealt in on a Regulated Market, stock exchange or other regulated markets or if, in the opinion of the Board of Directors, the latest available price does not truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Board of Directors based on the reasonably foreseeable sales proceeds determined prudently and in good faith by the Board of Directors;

d) The liquidating value of futures, forward or options contracts not dealt in on Regulated Markets, stock exchange or other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts dealt in on Regulated Markets, stock exchange or other regulated markets shall be based upon the last available settlement prices of these contracts on Regulated Markets, stock exchange or other regulated markets on which the particular futures, forward or options contracts are dealt in by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable;

(e) Credit Default Swaps will be valued at their present value of future cash flows by reference to standard market conventions, where the cash flows are adjusted for default probability or such other method determined in good faith by the Company if it considers that such valuation better reflects the fair value of the relevant Credit Default Swaps. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve. Other swaps will be valued at fair market value as determined in good faith pursuant to the procedures established by the Company and recognised by the auditor of the Company;

(f) Units or shares of open-ended UCIs will be valued at their last official net asset value, as reported or provided by such UCIs or their agents, or at their unofficial net asset values (i.e. estimates of net asset values) if more recent that their last official net asset values provided that a due diligence process has been carried out, in accordance with instructions and under the overall control and responsibility of the Company, as to the reliability of such unofficial net asset values. The NAV per share calculated on the basis of unofficial net asset values of target UCIs may differ from the net asset value which would have been calculated, on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the target UCIs. The NAV is final and binding notwithstanding any different later determination. Units or shares of closed-ended UCIs shall be valued at their last available stock market value;

g) The NAV per share of any Sub-Fund may be determined by using an amortised cost method for all investments with a known short term maturity date. This involves valuing an investment at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the market value of the investments. While this method provides certainty in valuation, it may result in periods during which value, as determined by amortisation cost, is higher or lower than the price such Sub-Fund would receive if it sold the investment. The Company will continually assess this method of valuation and recommend changes, where necessary, to ensure that the relevant Sub-Fund's investments will be valued at their fair value as determined in good faith by the Company. If the Company believes that a deviation from the amortised cost per share may result in material dilution or other unfair results to shareholders, the Company shall take such corrective action, if any, as they deem appropriate to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

The relevant Sub-Fund shall, in principle, keep in its portfolio the investments determined by the amortisation cost method until their respective maturity date;

h) Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement shall be based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Board of Directors;

i) All other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors;

j) The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

In the event that extraordinary circumstances render valuations as aforesaid impracticable or inadequate, the Central Administrator is authorised, prudently and in good faith, to follow other rules in order to achieve a fair valuation of the assets of the Company.

If since the time of determination of the NAV per share of any Class or Category in a particular Sub-Fund there has been a material change in the quotations in the markets on which a substantial portion of the investments of such Sub-Fund are dealt in or quoted, the administrative agent may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation of the NAV per share and carry out a second valuation. All the subscription, redemption and conversion orders received on such day will be dealt at the second NAV per share.

The liabilities of the Company shall be deemed to include:

(i) All loans, bills and accounts payable;

(ii) All accrued interest on loans of the Company (including accrued fees for commitment for such loans);

(iii) All accrued or payable administrative expenses;

(iv) All known liabilities, present and future, including all matured contractual obligations for payment of money or property;

(v) An appropriate provision for future taxes based on capital and income to the relevant Valuation Day, as determined from time to time by the Board of Directors, and other reserves, if any, authorized and approved by the Board of Directors; and

(vi) All other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares of the Company. In determining the amount of such liabilities, the Board of Directors shall take into account all expenses payable and all costs incurred by the Company, which shall comprise inter alia the fees and expenses detailed in Article 10 hereof.

The NAV per share for each Sub-Fund is determined by the administrative agent appointed thereto by the Board of Directors and made available at its registered office.

Each Sub-Fund shall be valued so that all agreements to purchase or sell securities are reflected as of the date of execution, and all dividends receivable and distributions receivable are accrued as of the relevant ex-dividend dates.

Art. 14. Distribution policy. The general meeting of shareholders shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of the Company shall be disposed of, and may from time to time declare distributions.

The Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Notwithstanding the above, no distribution may be made as a result of which the total net assets of the Company would fall below the equivalent in the Reference Currency of the Company of the minimum capital as required by law.

Distributions made and not claimed within five years from their due date will lapse and revert to the relevant Sub-Fund.

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

Art. 15. Amendments to the Articles of Incorporation. The general meeting of shareholders and in accordance with Luxembourg law, subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended, may do such amendments to these Articles of Incorporation as it may deem necessary in the interest of the shareholders.

Art. 16. Duration, Liquidation and Amalgamation of the Company or of any Sub-Fund, Class or Category. The Company and each of the Sub-Funds have been established for an unlimited period of time. 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 15 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital indicated; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting. The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

The liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

The event leading to the dissolution of the Company must be announced by a notice published in the Memorial. In addition, the event leading to the dissolution of the Company must be announced in at least two newspapers with appropriate distribution, at least one of which must be a Luxembourg newspaper. Such event will also be notified to the shareholders in such other manner as may be deemed appropriate by the Board of Directors.

The general meeting or, as the case may be, the liquidator it has appointed, will realise the assets of the Company or of the relevant Class(es), Category(ies) and/or Sub-Fund(s) in the best interest of the shareholders thereof, and upon instructions given by the general meeting, the Custodian will distribute the net proceeds from such liquidation, after deducting all liquidation expenses relating thereto, amongst the shareholders of the relevant Class(es), Category(ies) and/or Sub-Fund(s) in proportion to the number of shares held by them. The general meeting may distribute the assets of the Company or of the relevant Class(es), Category(ies) and/or Sub-Funds wholly or partly in kind to any shareholder who agrees in compliance with the conditions set forth by the general meeting (including, without limitation, delivery of independent valuation report issued by the auditor of the Company) and the principle of equal treatment of shareholders.

At the close of liquidation of the Company, the proceeds thereof corresponding to shares not surrendered will be kept in safe custody with the Luxembourg Caisse de Consignation until the prescription period has elapsed. As far as the liquidation of any Class, Category and/or Sub-Fund is concerned, the proceeds thereof corresponding to shares not surrendered for repayment at the close of liquidation will be kept in safe custody with the Custodian during a period not exceeding 9 months as from the date of the related decision; after this delay, these proceeds shall be kept in safe custody at the Caisse de Consignation.

Shares may be redeemed, provided that shareholders are treated equally.

In the event that for any reason whatsoever, the value of the assets of a Class, Category or Sub-Fund should fall down to or not reach such an amount considered by the Board of Directors as the minimum level under which the Class, Category or Sub-Fund may no longer operate in an economic efficient way, or in the event that a significant change in the economic or political situation impacting such Class, Category or Sub-Fund should have negative consequences on the investments of such Class, Category or Sub-Fund or when the range of products offered to clients is rationalized, the Board of Directors may decide to conduct a compulsory redemption operation on all shares of a Class, Category or Sub-Fund, at the net asset value per share applicable on the Valuation Day corresponding to the date on which the decision shall come into effect (including effective prices and expenses incurred for the realisation of investments). The Company shall send a notice to the shareholders of the relevant Class, Category or Sub-Fund, before the effective date of compulsory redemption. Such notice shall indicate the reasons for such redemption as well as the procedures to be enforced. Unless otherwise stated by the Board of Directors, shareholders of such Class, Category or Sub-Fund, may not continue to apply for the redemption or the conversion of their shares while awaiting for the enforcement of the decision to liquidate. If the Board of Directors authorizes the redemption or conversion of shares, such redemption and conversion operations shall be carried out according to the clauses provided by the Board of Directors in the Offering Document, free of charge (but including actual prices and expenses incurred for the realisation of the investments, closing expenses and non paid-off setting-up expenses) until the effective date of the compulsory redemption.

Under the same circumstances as provided in the paragraph above in relation to the liquidation of Class(es), Category (ies) and/or Sub-Funds, the Board of Directors may decide to amalgamate a Class, Category and/or Sub-Fund into another

Class, Category and/or Sub-Fund. Shareholders will be informed of such decision by a notice sent to the shareholders at their address indicated in the register of shareholders or in such manner as may be deemed appropriate by the Board of Directors and, in addition, the publication will contain information in relation to the new Class, Category and/or Sub-Fund. Such publication will be made at least one month before the date on which the amalgamation becomes effective in order to enable shareholders to request redemption of their shares, free of charge, before the operation involving contribution into the new Class, Category and/or Sub-Fund becomes effective.

The Board of Directors may decide to allocate the assets of any Class, Category and/or Sub-Fund to those of another UCI submitted to the Law of 2007 or to another sub-fund within such other UCI (such other UCI or sub-fund within such other UCI being the "new Fund") (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders) where the value of the net assets of any Class, Category and/or Sub-Fund has decreased to or not reached an amount determined by the Board of Directors to be the minimum level for the Class, Category and/or Sub-Fund to be operated in an economically efficient manner, or in case of a significant change of the economic or political situation or as a matter of rationalisation. Such decision will be announced by a notice sent to the shareholders at their address indicated in the register of shareholders or in such manner as may be deemed appropriate by the Board of Directors (and, in addition, the notice will contain information in relation to the new Fund), one month before the date on which the amalgamation becomes effective in order to enable shareholders to request redemption of their shares, free of charge, during such period. After such period, shareholders having not requested the redemption of their shares will be bound by the decision of the Board of Directors, provided that only the shareholders having expressly consented thereto may be transferred to a foreign UCI.

Art. 17. 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 more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any Director or officer of the Company who serves as a director, associate, officer 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 considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such Director or officer shall make known to the Board of Directors such opposite 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 general meeting of shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any affiliated or associated company, or such other person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

Art. 18. Directors. The Company shall be managed by a board of directors composed of not less than three members who need not be shareholders of the Company.

The directors shall be elected by the general meeting of shareholders for a period up to six years. They shall be eligible for re-election.

If a legal entity is appointed director, it must appoint an individual through whom it shall exercise its director's duties. In this respect, a third party shall have no right to demand the justification of powers; the mere qualification of representative or of delegate of the legal entity being sufficient.

The term of office of outgoing directors not re-elected shall end immediately after the general meeting which has replaced them.

Any director may be removed from office with or without giving a reason or be replaced at any time by a resolution adopted by the general meeting of shareholders.

In the event a seat on the board falls vacant because of death, resignation or otherwise, the remaining directors may appoint a director to temporarily fill such vacancy until the next general meeting of shareholders, which shall ratify such appointment.

Art. 19. Chairmanship and Meetings of the Board of Directors. The Board of Directors may choose a Chairman from among its members and may also choose one or more vice-chairman from among its members. It may also appoint a secretary, who needs not to be a director, who shall write and keep the minutes of the meetings of the Board of Directors.

Meetings of the Board of Directors shall be called by the Chairman, if any, or any two directors, and held at the place, date and time indicated in the notice of meeting. Written notice of any meeting of the Board of Directors shall be given to all directors by e-mail, fax or by post at least two Business Days prior to the date set for such meeting, except in case of emergency, in which case the nature of such circumstances shall be set forth in the convening notice.

Any director may take part in any meeting by appointing another director as his proxy, in writing, by e-mail, telegram, telex or telefax or any other similar written means of communication. Any director may represent one or more of his colleagues.

Meetings of the Board of Directors shall be chaired by its Chairman, or failing that, any other director attending the meeting.

The Board of Directors can deliberate or act validly only if at least the majority of the directors are present or represented. Resolutions shall be adopted by a majority vote of the directors present or represented. In the event that, at any meeting of the Board of

Directors, the number of votes for and against a resolution is equal, the person chairing the Board of Directors' meeting shall have a casting vote.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications whereby all persons participating in a meeting can hear each other. Participation in a meeting by such means shall be equivalent to a physical presence at such meeting.

Notwithstanding the foregoing clauses, directors may also vote by means of a circular document. The resolution shall be approved by all the directors by each of them signing either a single document or multiple copies of the same document. Such resolutions shall have the same validity and force as if they had been voted during a Board meeting, duly convened and held, and can be proven by letter, fax, telegram or any similar means.

The minutes of the meetings of the Board of Directors shall be signed by the Chairman or by the person who chaired such meeting in his absence.

Copies or extracts of such minutes needed as evidence in court or otherwise shall be signed by the Chairman, or by the secretary, or by two directors or by any person authorised by the Board of Directors.

Art. 20. Powers of the Board of Directors. The Board of Directors has the most extensive powers to perform all acts of administration and disposal in the Company's interest. All powers no expressly reserved by law or by these Articles of Incorporation for the general meeting of shareholders shall fall within the competence of the Board of Directors.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the investment policy.

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

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

Art. 21. Signatory Powers. Vis-à-vis third parties, the Company will be validly bound by joint signatures of any two Directors or by the joint or single signature of any officer(s) or other person(s) to whom authority has been delegated by the Board of Directors.

Art. 22. General Meetings of Shareholders of the Company. The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the Class or Category of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law in Luxembourg at the registered office, on the last Thursday in the month of June at 10.00 a.m..

If such day is a legal or bank holiday in Luxembourg, the annual general meeting shall be held on the next following Business Day.

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

Shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders or at such other address indicated by the relevant shareholder. The giving of such notice to registered shareholders need not to 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.

As all shares are in registered form, notices to shareholders may be mailed by registered mail only.

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 of whatever Class or Category or Sub-Fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or facsimile transmission, who need not to be a shareholder and who may be a director of the Company.

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.

Art. 23. Auditor. In accordance with the Law of 2007, the accounting data related in the annual reports of the Company shall be examined by an independent auditor ("réviseur d'entreprises agréé") who shall be appointed by the general meeting of shareholders of the Company and remunerated by the Company.

Art. 24. Custody of the assets of the Company. To the extent required by the Law of 2007, the Company shall enter into a custody agreement with a banking or savings institution as defined by the law of 5 April 1993 on the supervision of the financial sector, as amended (the "Custodian").

The Custodian shall have the powers and responsibilities provided for by the Law of 2007.

If the Custodian wishes to resign, the Board of Directors shall use its best endeavours to find a replacement within two months of the effectiveness of such resignation. The Board of Directors may terminate the custody agreement but may not remove the Custodian from office unless a replacement has been found.

Art. 25. Applicable law, Jurisdiction, Language. These Articles of Incorporation are pursuant to the laws of the Grand Duchy of Luxembourg.

Any claim arising between the shareholders and the service providers shall be settled according to the laws of the Grand Duchy of Luxembourg and subject to the jurisdiction of the District Court of Luxembourg, provided, however, that the service providers may subject themselves and the Company (i) to the jurisdiction of courts of the countries in which the shares are offered or sold, with respect to claims by investors resident in such countries and, (ii) with respect to matters relating to subscriptions, redemptions and conversions by shareholders resident in such countries, to the laws of such countries.

English shall be the governing language of these Articles of Incorporation.

Art. 26. Miscellaneous. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law of 2007 and the law of 10 th August 1915 on commercial companies and amendments thereto.

Transitory Dispositions

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

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

Subscription and Payment

The Articles of Incorporation of the Company having thus been drawn up by the appearing party, the said appearing party, here represented as stated here above, declares to subscribe to the shares as follows:

Shareholder	Capital subscribed	Number of shares
Andbank Asset Management Luxembourg	EUR 31.000,-	310
Total:	EUR 31.000,-	310

Evidence of the above payment, i.e. thirty-one thousand euros (EUR 31,000.-) was given to the undersigned notary.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in Article 26 of the Law of 1915 and expressly states that they have been fulfilled.

Expenses

The expenses which shall be borne by the Company as a result of its organisation are estimated at approximately two thousand five hundred euros (EUR 2,500.-).

Extraordinary General Meeting of Shareholders

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

I. The following are elected as directors, their term of office expiring at the annual general meeting of shareholders which will deliberate on the annual accounts as at 31 December 2013:

Mr. Juan Antonio Vivar Piera, born in Valencia (Spain) on 17 February 1961, Managing Partner, Vivar y Asociados, Valencia, Spain, residing professionally in Calle de la Paz n.7, p.9, 46003 Valencia, Spain.

Mr Ernesto Fuster Torres, born in Oliva-Valencia (Spain) on 17 September 1962, Treasurer, Farmamundi, Valencia, Spain, residing professionally in Calle Pasaje Ventura Feliu n.19, p.1, 46007 Valencia, Spain.

Ms. Martine Vermeersch, born in Bastogne (Belgium) on 1st February 1966, Funds legal adviser, Andbank Asset Management Luxembourg, Luxembourg, residing professionally in 7A, rue Robert Stumper, L-2557 Luxembourg.

II. The following is elected as independent auditor (réviseur d'entreprises agréé), its term of office expiring at the annual general meeting of shareholders which will deliberate on the annual accounts as at 31 December 2013:

Deloitte Audit, a private limited liability company ("société à responsabilité limitée"), having its registered office at L-2220 Luxembourg, 560, rue de Neudorf and being registered with the Luxembourg Trade and Companies Register under number B 67.895.

III. The address of the registered office of the Company is set at 7A, rue Robert Stumper, L-2557 Luxembourg.

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 with no need of further translation in accordance with Article 26(2) of the Law of 2007.

Whereof this notarial deed was drawn up in Luxembourg on the date at the beginning of this deed.

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

Signé: M. VERMEERSCH, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 22 février 2013. Relation: LAC/2013/8325. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 27 février 2013.

Référence de publication: 2013030294/691.

(130037076) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mars 2013.

CEB Amenagement S.à r.l., Société à responsabilité limitée.

Siège social: L-4149 Schifflange, 70, rue Romain Fandel.

R.C.S. Luxembourg B 158.048.

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

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

Echternach, le 1 er février 2013.

Référence de publication: 2013016923/10.

(130020440) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

C.E.B., Compagnie Européenne de Bureautique S.A., Société Anonyme.

Siège social: L-4149 Schifflange, 70, rue Romain Fandel.

R.C.S. Luxembourg B 101.160.

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

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

Echternach, le 1 er février 2013.

Référence de publication: 2013016935/10.

(130020441) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Elvith Investment Group, Société Anonyme.

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

R.C.S. Luxembourg B 150.346.

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Les statuts coordonnés au 24/01/2013 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.

Redange-sur-Attert, le 01/02/2013.
Me Cosita Delvaux
Notaire

Référence de publication: 2013016976/12.

(130020409) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

FMV & Partners, Société Anonyme.

Siège social: L-8011 Strassen, 283, route d'Arlon.

R.C.S. Luxembourg B 157.263.

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

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

Luxembourg, le 31 janvier 2013.

POUR COPIE CONFORME

Référence de publication: 2013017009/11.

(130020016) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

France Invest S.A., Société Anonyme.

Siège social: L-1818 Howald, 4, rue des Joncs.

R.C.S. Luxembourg B 113.690.

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

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

Luxembourg, le 31 janvier 2013.

POUR COPIE CONFORME

Référence de publication: 2013017014/11.

(130020018) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

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

Siège social: L-9638 Pommerloch, 19, route de Bastogne.

R.C.S. Luxembourg B 167.031.

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

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

Luxembourg, le 1 er février 2013.

Référence de publication: 2013017027/10.

(130020481) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Glischke Bedachungen Sàrl, Société à responsabilité limitée.

Siège social: L-6633 Wasserbillig, 19, route de Luxembourg.

R.C.S. Luxembourg B 93.838.

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

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

Echternach, le 31 janvier 2013.

Référence de publication: 2013017032/10.

(130020273) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er février 2013.

Graham Thomas Invest, Société Anonyme.

Siège social: L-8011 Strassen, 283, route d'Arlon.

R.C.S. Luxembourg B 121.824.

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

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

Luxembourg, le 31 janvier 2013.

POUR COPIE CONFORME

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