

MEMORIAL

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Luxembourg



MEMORIAL

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Luxemburg

RECUEIL DES SOCIÉTÉS 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° 1296

1^{er} juin 2013

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Globaltex Investissements S.A., Société Anonyme.

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 44.360.

Les Actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *18 juin 2013* à 10:00 heures au siège social à Luxembourg, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire
2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2009, 2010, 2011 et 2012
3. Décharge aux Administrateurs et au Commissaire
4. Nominations statutaires
5. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
6. Divers

Le Conseil d'Administration.

Référence de publication: 2013065834/696/18.

Orco Property Group, Société Anonyme.

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

R.C.S. Luxembourg B 44.996.

The Company convened the

ANNUAL GENERAL MEETING

of the shareholders of the Company (the "Meeting") to be held at the registered office of the Company at 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on 30 May 2013 at 14:00 CET. The convening notice for the Meeting was published on 30 April 2013 and an amended convening notice was published on 15 May 2013 in the Luxembourg official gazette (Mémorial C, Recueil des Sociétés et Associations), and the Luxembourg newspaper Tageblatt.

The Meeting was held on 30 May 2013 at the registered office of the Company in Luxembourg. Pursuant to article 67 (5) of the 1915 law, Alchemy Special Opportunities Fund II LP and Kingstown Capital Management LP, shareholders together holding more than 20% of the share capital of the Company, requested that the Meeting be adjourned. Accordingly, no voting occurred on 30 May 2013 and the Meeting was adjourned until 27 June 2013 at 14:00 CET at which time all voting will take place on the same agenda.

Shareholders who have already submitted their Meeting documents (i.e. (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding) may participate at the Meeting on 27 June 2013 without resubmitting these documents. Shareholders who have not yet submitted their Meeting documents must submit their Meeting documents by noon on 21 June 2013 in order to participate at the Meeting on 27 June 2013, provided they were shareholders of the Company on the Record Date of 16 May 2013.

Shareholders who became shareholders of the Company on or after 17 May 2013 will not be able to participate at the Meeting on 27 June 2013.

Agenda:

1. Presentation of the reports of the Board of Directors and of the approved auditors (réviseurs d'entreprises agréé) of the Company for the financial year ended 31 December 2012.
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2012.
3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2012.
4. Allocation of the financial results in relation to the financial year ended 31 December 2012.
5. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2012.
6. Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2012.
7. Decision to appoint Mr. Ian Cash to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.

8. Decision to appoint Mr. Jiri Dederá to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
9. Decision to appoint Mr. Alexis Juan to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
10. Acknowledgement of resignation of Mr. Bernard Kleiner as Director of the Company.
11. Decision to appoint Mr. Alex Leicester to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
12. Decision to appoint Mr. Martin Nemecek to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
13. Decision to appoint Mr. Jean-François Ott to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
14. Decision to appoint Mr. Guy Shanon to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
15. Decision to appoint Mr. Nicolas Tommasini to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
16. Decision to appoint Mr. Radovan Vitek to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
17. Decision to appoint Mr. Guy Wallier to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
18. Subject to approval of item 13 of the agenda, decision to appoint Mr. Jean-François Ott as the Managing Director (administrateur délégué) of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
19. Decision to appoint the auditors (réviseurs d'entreprises) of the Company to be proposed to the Meeting by the Board of Directors, for a period of six months starting from the date of the Meeting.
Additional items proposed by Gamala Limited, a shareholder of the Company holding at least five percent of the share capital of the Company:
20. Decision to appoint Dr. Christian Kaltenbrunner, born on 3 December 1955, residing in Vienna, Glanzingasse 34, Postal Code 1190, Austria, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
21. Decision to appoint Mr. Gabriel A. Benezra, born on 23 April 1969, residing in Geneva, Switzerland, having the professional address in Geneva, 20, rue Sénebier, Postal Code 1205, Switzerland, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
22. Decision to appoint Mr. Philip Joseph Aim, born on 22 April 1973, residing in 16, rue d'Orléans, 92200 Neuilly, France, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
23. Decision to appoint Mr. Edward Moss Hughes, born on 31 October 1966, residing in Prague 6, U Vorlíku 320/13, Postal Code 160 00, Czech Republic, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.
24. Decision to appoint Mr. Ryan Brown, born on 14 May 1972, residing in Prague 6, Generala Píky 518/2, 160 00, Czech Republic, to the Board of Directors of the Company until the Annual General Meeting of 2014 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2013.

ATTENDING THE MEETING

In order to attend the Meeting, shareholders must provide the Company with the following three items as explained in greater detail below: (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding.

Record Date Confirmation: This document shall be provided to the Company by a shareholder at the latest by noon on Friday, 21 June 2013. The Record Date is still Thursday, 16 May 2013 (the "Record Date") which means that even though the Record Date Confirmation can be submitted to the Company on or before 21 June 2013, shareholders must still prove that they were shareholders as of 16 May 2013.

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at www.orcogroup.com.

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by noon on Friday, 21 June 2013, to:

Orco Property Group
42, rue de la Vallée
L-2661 Luxembourg
Tel: + 352 26 47 67 1;
Fax: + 352 26 47 67 67;

email: generalmeetings@orcogroup.com

Attendance and Proxy form: A template form is available on the Company's website at www.orcogroup.com and is to be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

Proof of Shareholding: This document must indicate the shareholder's name and the number of Company shares held at 23:59 on the Record Date of Thursday, 16 May 2013. The Proof of Shareholding shall be issued by the bank, the professional securities' depository or the financial institution where the shares are on deposit.

Shareholders wishing to attend the Meeting must send the Attendance and Proxy form together with the relevant Proof of Shareholding by post or electronic means so that they are received by the Company at the latest by noon (12:00 noon) on Friday, 21 June 2013, to:

Orco Property Group
42, rue de la Vallée
L-2661 Luxembourg
Tel: + 352 26 47 67 1;
Fax: + 352 26 47 67 67;

email: generalmeetings@orcogroup.com

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy form, and Proof of Shareholding shall have the right to participate and vote in the Meeting.

Documentation and information: The following documents and information are available for the shareholders on our website: www.orcogroup.com and, in particular, in the "Shareholder Corner":

- the amended convening notice;
- the total number of shares and the voting rights in the Company as at the date of this notice;
- the documents to be submitted to the Meeting (in particular the reports of the board of directors and of the approved auditors (réviseurs d'entreprises agréés), the statutory annual accounts for the financial year ended 31 December 2012 and the consolidated annual accounts for the financial year ended 31 December 2012);
- the draft resolutions of the Meeting;
- the Record Date Confirmation form; and
- the Attendance and Proxy form.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg.

For further information, visit our website: www.orcogroup.com and, in particular, the "Shareholder Corner".

Quorum Requirement: The Meeting shall validly deliberate regardless of the corporate capital represented. Resolutions, in order to be adopted, must be carried by a majority of the votes cast.

If you need further assistance or information, please contact: Orco Property Group, 42, rue de la Vallée, L-2661 Luxembourg, Tel: + 352 26 47 67 1; Fax: + 352 26 47 67 67; email: generalmeetings@orcogroup.com

Luxembourg, 30 May 2013.

The Board of Directors of the Company.

Référence de publication: 2013070199/144.

Espirito Santo International S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 22-24, boulevard Royal.

R.C.S. Luxembourg B 13.091.

Messieurs les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le mardi 18 juin 2013 à 10.00 heures dans les bureaux de SG GROUP au 231, Val des Bons-Malades, L-2121 Luxembourg-Kirchberg.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux comptes;
2. Approbation des bilan, compte de pertes et profits et attribution du résultat au 31 décembre 2012;
3. Décharge aux Administrateurs et au Commissaire aux comptes.

Le Conseil d'Administration.

Référence de publication: 2013067416/15.

Euro F.D. Holdings S.A., Société Anonyme.

Siège social: L-1160 Luxembourg, 32-36, boulevard d'Avranches.
R.C.S. Luxembourg B 57.475.

Messieurs les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 24 juin 2013 à 14.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2012;
2. approbation des comptes annuels au 31 décembre 2012;
3. affectation des résultats au 31 décembre 2012;
4. vote spécial conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. ratification de la cooptation d'un administrateur et décharge accordée à l'administrateur démissionnaire;
6. décharge aux Administrateurs et au Commissaire aux Comptes;
7. divers.

Le Conseil d'Administration.

Référence de publication: 2013068058/10/19.

COFI, Compagnie de l'Occident pour la Finance et l'Industrie, Société Anonyme.

Siège social: L-1449 Luxembourg, 2, rue de l'Eau.
R.C.S. Luxembourg B 9.539.

Messieurs les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra le 19 juin 2013 à 11:00 heures au siège social afin de débattre de l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'Administration et du Réviseur d'entreprises agréé sur les comptes annuels et consolidés au 31 décembre 2012;
2. Approbation des comptes annuels au 31 décembre 2012;
3. Affectation du résultat; attribution d'un dividende par action;
4. Approbation des comptes consolidés au 31 décembre 2012;
5. Décharge aux Administrateurs pour l'exercice de leurs fonctions pour l'année 2012;
6. Elections statutaires;
7. Rachat d'actions propres; autorisation à conférer au Conseil d'Administration;
8. Divers.

Pour pouvoir assister à l'assemblée générale, tout actionnaire doit effectuer le dépôt de ses titres au porteur cinq jours francs avant la date fixée pour l'assemblée, au siège social ou à l'un des établissements ci-après:

Luxembourg: Banque Internationale à Luxembourg, en abrégé BIL, Luxembourg

Suisse: PKB PRIVATBANK A.G., Lugano

Tout actionnaire pourra voter en personne ou par mandataire qui devra être actionnaire.

Pas de quorum de présence requis. Les résolutions seront adoptées à la majorité simple des votes des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2013064297/1017/27.

Goyaz S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.
R.C.S. Luxembourg B 67.872.

Messieurs les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 24 juin 2013 à 17.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2012;
2. approbation des comptes annuels au 31 décembre 2012;
3. affectation des résultats au 31 décembre 2012;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. ratification de la cooptation d'un administrateur et décharge accordée à l'administrateur démissionnaire;
6. décharge aux Administrateurs et au Commissaire aux Comptes;
7. divers.

Le Conseil d'Administration.

Référence de publication: 2013068736/10/19.

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

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 154.092.

Les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra lieu le 21 juin 2013 à 14:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Modification de la composition du Conseil d'Administration
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013070826/795/16.

Luxury Brand Development S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.
R.C.S. Luxembourg B 71.330.

Mesdames et Messieurs les Actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 21 juin 2013 à 11 heures 00 au siège social de la société, avec l'ordre du jour suivant:

Ordre du jour:

- Constatation de l'erreur matérielle du résultat de l'exercice consolidé clôturé au 31 décembre 2011 indiqué dans le rapport de gestion et du Conseil d'Administration.
- Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que du rapport de contrôle du Réviseur d'entreprise agréé relatifs à l'exercice clôturé au 31 décembre 2012.
- Approbation du bilan arrêté au 31 décembre 2012 et du compte de profits et pertes y relatif ; affectation du résultat.
- Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que du rapport de contrôle du Réviseur d'entreprise agréé relatifs aux comptes consolidés au 31 décembre 2012.
- Approbation du bilan et du compte de profits et pertes relatifs aux comptes consolidés au 31 décembre 2012 ; affectation du résultat.
- Décharge aux Administrateurs et au Commissaire pour l'exercice de leur mandat durant l'exercice clôturé au 31 décembre 2012.

- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi coordonnée du 10 août 1915 sur les sociétés commerciales.
- Renouvellement des mandats des Administrateurs et du Réviseur d'entreprise agréé.
- Renouvellement du mandat du délégué à la gestion journalière.
- Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2013067417/45/27.

C&MI Holding, Société Anonyme.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.
R.C.S. Luxembourg B 173.393.

Mesdames et Messieurs les actionnaires sont priés d'assister à une

ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra lundi, le 17 juin 2013 à 11 heures à L-1855 Luxembourg, Avenue John F. Kennedy 35, avec l'ordre du jour suivant:

Ordre du jour:

1. Examen des comptes annuels, du rapport du commissaire et du rapport de gestion du Conseil d'Administration.
2. Approbation des comptes annuels au 31 décembre 2012.
3. Affectation des résultats au 31 décembre 2012.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Nominations statutaires.

Le Conseil d'Administration.

Référence de publication: 2013070827/29/17.

MTE S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 144.801.

Les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le 21 juin 2013 à 14:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2013070831/795/15.

Comprehensive Holdings Corporation S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 9.954.

The Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held on June 24, 2013 at 3.00 p.m. at the registered office with the following

Agenda:

- Management report and Audit Report on the last financial year,
- Approval of the annual accounts as December 31, 2012 and appropriation of the earnings,
- Discharge to the Directors and the Statutory Auditor,
- Statutory appointments,
- Fixation of the remuneration of the Statutory Auditor.

To be present or represented to this Annual General Meeting, Messrs. Shareholders are requested to deposit their shares five working days before the meeting at the head office.

Référence de publication: 2013070828/755/19.

GSI S.A., Société Anonyme.

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

R.C.S. Luxembourg B 53.483.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 20 juin 2013 à 15.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels au 31 décembre 2010, au 31 décembre 2011 et au 31 décembre 2012 et des rapports du conseil d'administration et du commissaire aux comptes y relatifs.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2010, au 31 décembre 2011 et au 31 décembre 2012.
3. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales.
4. Décharge à donner aux administrateurs et au commissaire aux comptes.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2013070829/534/18.

Nivalcon Immo S.A., Société Anonyme.

Siège social: L-2241 Luxembourg, 4, rue Tony Neuman.

R.C.S. Luxembourg B 53.792.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 20.6.2013 à 15H00 au 4, rue Tony Neuman, L-2241 Luxembourg et qui aura pour ordre du jour:

Ordre du jour:

- rapports du Conseil d'Administration et du Commissaire aux Comptes
- approbation du bilan et du compte pertes et profits arrêtés au 31.12.2012
- affectation du résultat
- quitus aux Administrateurs et au Commissaire aux comptes
- nominations statutaires
- divers

Le Conseil d'Administration.

Référence de publication: 2013070832/560/17.

Intervalor S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 14.387.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 21 juin 2013 à 16.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2013070830/534/15.

Nelya Groupe S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 157.839.

The Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held on *June 18, 2013* at 5.30 p.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31, 2012
3. Ratification of the co-option of a Director
4. Discharge of the Directors and Statutory Auditor
5. Miscellaneous.

The Board of Directors.

Référence de publication: 2013070833/795/16.

Procobel S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.
R.C.S. Luxembourg B 15.214.

Messieurs les Actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra en date du *20 juin 2013* à 11.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Lecture du rapport de gestion de l'administrateur unique et du rapport du commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge à l'administrateur unique et au commissaire aux comptes
4. Nominations statutaires
5. Divers

L'administrateur unique.

Référence de publication: 2013070834/506/16.

Rawi S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 40.316.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra à l'adresse du siège social, le *20 juin 2013* à 11.00 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2013070835/534/15.

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

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 43.010.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le vendredi *21 juin 2013* à 15.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2012 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Nominations statutaires,
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2013070836/755/18.

NSV Investments S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.
R.C.S. Luxembourg B 103.164.

Messieurs les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *13 juin 2013* à 14.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2012;
2. approbation des comptes annuels au 31 décembre 2012;
3. affectation des résultats au 31 décembre 2012;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. ratification de la cooptation d'un administrateur et décharge accordée à l'administrateur démissionnaire;
6. décharge aux Administrateurs et au Commissaire aux Comptes;
7. divers.

Le Conseil d'Administration.

Référence de publication: 2013061166/10/19.

Alata Investment S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 132.822.

Les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *11 juin 2013* à 16.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Nominations Statutaires
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2013065803/795/16.

Cicerono Group S.A., Société Anonyme.

Siège social: L-1413 Luxembourg, 3, place Dargent.
R.C.S. Luxembourg B 35.932.

Les Actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *10 juin 2013* à 11:30 heures au siège social à Luxembourg, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire

2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2011 et 2012
3. Décharge aux Administrateurs et au Commissaire
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013062754/696/17.

Causerman Investissements S.A., Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 52.637.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *13 juin 2013* à 10.00 heures au siège social à l'effet de délibérer sur l'ordre de jour suivant:

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2012 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Décision à prendre quant à la poursuite de l'activité de la société.
- Nominations statutaires,
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2013065117/755/19.

Soleil Finance S.A., Société Anonyme Holding.

Siège social: L-1413 Luxembourg, 3, place Dargent.
R.C.S. Luxembourg B 57.732.

Les Actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *10 juin 2013* à 09:00 heures au siège social à Luxembourg, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire
2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2008, 2009, 2010, 2011 et 2012
3. Décharge aux Administrateurs et au Commissaire
4. Acceptation de la démission d'un Administrateur et nomination de son remplaçant
5. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
6. Divers

Le Conseil d'Administration.

Référence de publication: 2013062755/696/18.

Mineta S.A., Société Anonyme (en liquidation).

Siège social: L-2714 Luxembourg, 2, rue du Fort Wallis.
R.C.S. Luxembourg B 17.957.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des actionnaires qui aura lieu le lundi *10 juin 2013* à 10.00 heures au 163, rue du Kiem à L-8030 Strassen, avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation du bilan arrêté au 31 décembre 2012.

2. Présentation du rapport intermédiaire des liquidateurs.

Pour prendre part à cette assemblée, Messieurs les actionnaires sont priés de déposer leurs actions au porteur cinq jours francs avant la date de la réunion de l'Assemblée Générale Extraordinaire, soit le lundi 3 juin 2013 entre 13.00 et 16.00 heures au siège social 2, rue du Fort Wallis à Luxembourg.

Le Collège des Liquidateurs.

Référence de publication: 2013065133/17.

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

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

R.C.S. Luxembourg B 75.064.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *12 juin 2013* à 10.00 heures au siège social à l'effet de délibérer sur l'ordre de jour suivant:

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2012 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Nominations statutaires,
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2013065116/755/18.

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

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

R.C.S. Luxembourg B 51.616.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra exceptionnellement le *10 juin 2013* à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Constat du report de présentation des comptes annuels au 31 décembre 2012
2. Décharge spéciale aux Administrateurs pour leur retard dans la soumission aux Actionnaires des comptes annuels au 31 décembre 2012
3. Rapport de gestion du Conseil d'Administration et rapport du Commissaire sur les comptes annuels au 31 décembre 2011
4. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
5. Décharge aux Administrateurs et au Commissaire aux Comptes
6. Divers

Le Conseil d'Administration.

Référence de publication: 2013065806/795/19.

Société Financière d'Octobre S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 35.865.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le vendredi *14 juin 2013* à 10.00 heures au siège social avec pour

Ordre du jour:

1. Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux comptes,
2. Approbation des comptes annuels au 31 décembre 2012 et affectation des résultats,

3. Quitus à donner aux Administrateurs et au Commissaire aux comptes,
4. Nominations statutaires,
5. Fixation des émoluments du Commissaire aux comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2013064293/755/18.

Blader Holding S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.

R.C.S. Luxembourg B 35.263.

Messieurs les Actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra en date du *11 juin 2013* à 11.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Lecture du rapport de gestion et du rapport du commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge au conseil d'administration et au commissaire aux comptes
4. Nominations statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013065805/506/16.

Schroder Special Situations Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 58.066.

The quorum requirement that 50% of the Shares in issue of the Company be represented was not satisfied at the Extraordinary General Meeting of the Company which was held on 15 May 2013.

Notice is hereby given that a

SECOND EXTRAORDINARY GENERAL MEETING

of Shareholders of the Company will be held at the registered office of the Company on *17 June 2013* at 11:00 am (Luxembourg time) (the "Meeting") with the following agenda:

Agenda:

Sole Resolution

Restatement of the articles of incorporation of the Company (the "Articles") including principally but not limited to the amendments as detailed below:

1. Amendment of article 3 of the Articles to reflect that the Company is subject to the law of 17 December 2010 on undertakings for collective investment (the "Law") and so as to read as follows:
"The exclusive object of the Company is to place the funds available to it in transferable securities of any kind and other permitted assets, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.
The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by part I of the law of 17 December 2010 regarding undertakings for collective investment as may be amended (the "Law");"
2. Amendment of article 5 of the Articles to, inter alia:
 - clarify the definition of "class of shares";
 - provide that the minimum capital of the Company shall not be less than the amount prescribed by the Law;
 - clarify the provisions on mergers, liquidation and reorganisations of sub-funds and classes of shares;
3. Amendment of article 8 of the Articles to extend the power of the board of directors of the Company (the "Board") to impose restrictions as it may think necessary for the purpose of ensuring that no shares of the Company are acquired or held by (a) any person in breach of the law or requirement of any country or governmental or regulatory authority or (b) any person in circumstances which in the opinion of the Board might result in the Company incurring any liability to taxation or suffering any pecuniary disadvantage which the Company might not otherwise have suffered (including tax liabilities which might derive from FATCA);

4. Amendment of article 10 of the Articles to allow the Board to hold the annual general meeting of shareholders at a date, time or place other than those set forth in the Articles, if permitted by and under the conditions set forth in Luxembourg laws and regulations;
5. Amendment of article 12 of the Articles to, inter alia:
 - provide that shareholders will meet upon call by the Board or upon the written request of shareholders representing at least one tenth of the share capital of the Company, pursuant to notice setting forth the agenda sent, in accordance with the applicable laws and regulations at the shareholder's address in the register of shareholders; and
 - provide that a record date may be used to calculate the quorum and majority requirements applicable to general meetings of shareholders and to determine the rights of shareholders to participate and exercise their voting rights;
6. Amendments to article 16 to:
 - i. include OECD member states, Singapore or any member state of the G20 as countries which are acceptable for the Luxembourg supervisory authority for investing 100% of the net asset value of the Company in transferable securities and money market instruments issued or guaranteed by these countries.
 - ii. allow the Board to (i) create any sub-fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing sub-fund into a feeder UCITS sub-fund or (iii) change the master UCITS of any of its feeder UCITS sub-funds;
 - iii. to provide that a class may invest in one or more other sub-funds of the Company, to the extent permitted by the Luxembourg laws and regulations;
7. Amendment of article 17 of the Articles regarding conflict of interests in order to clarify the definition of the term "personal interest";
8. Amendment of article 22 of the Articles to inter alia:
 - provide that the Company may temporarily suspend the determination of the net asset value, the subscription price and the redemption price of any particular class and the issue and redemption of the shares in such class from its shareholder as well as conversion from and to shares of such class during any period when the determination of the net asset value per share of and/or the redemptions in the underlying investment funds representing a material part of the assets of the relevant class is suspended.
 - provide that, in accordance with the provisions on mergers of the Law, the Company may temporarily suspend the subscription, the redemption or the repurchase of its shares, provided that any such suspension is justified for the protection of the shareholders;
9. General update of the Articles by amending, inter alia, articles 3, 4, 5, 8, 10, 12, 13, 16, 17, 18, 20, 21, 22, 24, 25, 26 and 28.

VOTING

The Meeting will not require any specific minimum quorum other than those present at the meeting in person or otherwise represented and the resolution will be passed on a majority of at least two thirds of votes cast in person or represented at the Meeting.

Forms of proxy (please see below, under "VOTING ARRANGEMENTS") already received for the Meeting which was held on 15 May 2013 will remain valid for the Meeting, unless otherwise instructed.

VOTING ARRANGEMENTS

Shareholders who cannot attend the Meeting may vote by proxy, available at Schroder Investment Management (Luxembourg) S.A. at 5, rue Höhenhof, L-1736 Senningerberg, and return it duly completed either by mail to Schroder Investment Management (Luxembourg) S.A. at 5, rue Höhenhof, L-1736 Senningerberg, Grand Duchy of Luxembourg or by fax at the number + 352 341 342 342 not later than 5:00 pm Luxembourg time on 14 June 2013. Shareholders who return the form of proxy by fax are requested to send the executed original by mail to the addressee stated above.

On behalf of the Company

Noel Fessey / Gary Janaway

Référence de publication: 2013062412/755/80.

Colim S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.

R.C.S. Luxembourg B 16.607.

Messieurs les Actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra en date du *11 juin 2013* à 10.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Lecture du rapport de gestion et du rapport du commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012

3. Décharge au conseil d'administration et au commissaire aux comptes
4. Nominations statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013065807/506/16.

Costa dei Fiori S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.
R.C.S. Luxembourg B 39.245.

Messieurs les Actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra en date du *10 juin 2013* à 11.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Lecture du rapport de gestion et du rapport du commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge au conseil d'administration et au commissaire aux comptes
4. Nominations statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013065808/506/16.

E.S.A.R. Group S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 163.342.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *11 juin 2013* à 9.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2011 et 2012
3. Ratification de la cooptation d'un Administrateur
4. Décharge aux Administrateurs et au Commissaire aux Comptes
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013065810/795/16.

Desalline S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 49.195.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *12 juin 2013* à 9.30 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2013065809/534/15.

Procédés et Brevets Industriels S.A., Société Anonyme Soparfi.

Siège social: L-2241 Luxembourg, 4, rue Tony Neuman.

R.C.S. Luxembourg B 6.128.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 11.6.2013 à 14.00 heures au 4, rue Tony Neuman, L-2241 Luxembourg et qui aura pour ordre du jour:

Ordre du jour:

- rapports du Conseil d'Administration et du Commissaire aux Comptes
- approbation du bilan et du compte pertes et profits arrêtés au 31.12.2012
- affectation du résultat
- quitus aux Administrateurs et au Commissaire aux comptes
- divers

Le Conseil d'Administration.

Référence de publication: 2013065815/17.

Propreal S.A., Société Anonyme.

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

R.C.S. Luxembourg B 31.615.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le 10 juin 2013 à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Acceptation de la démission d'un Administrateur et nomination de son remplaçant
5. Décharge spéciale à l'Administrateur démissionnaire pour l'exercice de son mandat jusqu'à la date de sa démission
6. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
7. Divers

Le Conseil d'Administration.

Référence de publication: 2013065817/795/19.

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

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

R.C.S. Luxembourg B 58.681.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le 10 juin 2013 à 16.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Modification de la composition du Conseil d'Administration
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013065811/795/16.

Illinois Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 67.217.

The Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held on *June 10, 2013* at 10.00 a.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at April 30, 2013
3. Discharge of the Directors and Statutory Auditor
4. Miscellaneous.

The Board of Directors.

Référence de publication: 2013065814/795/15.

Locafer S.A., Société Anonyme.

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

R.C.S. Luxembourg B 9.595.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *11 juin 2013* à 14.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2013065816/534/15.

Nova Participation S.A., Société Anonyme.

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

R.C.S. Luxembourg B 132.821.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *11 juin 2013* à 14.30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Ratification de la cooptation d'un administrateur
4. Décharge aux Administrateurs et au Commissaire aux Comptes
5. Divers

Le Conseil d'Administration.

Référence de publication: 2013065818/795/16.

Tetrade S.A., Société Anonyme.

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

R.C.S. Luxembourg B 46.646.

Les actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le 10 juin 2013 à 8:30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Acceptation de la démission d'un Administrateur et nomination de son remplaçant
5. Décharge spéciale à l'Administrateur démissionnaire pour l'exercice de son mandat jusqu'à la date de sa démission
6. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
7. Divers

Le Conseil d'Administration.

Référence de publication: 2013065820/795/19.

StarTeq S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.

R.C.S. Luxembourg B 176.786.

— STATUTS

L'AN DEUX MILLE TREIZE, LE DIX-SEPT AVRIL.

Par-devant Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert.

A comparu:

- Monsieur Stanislas PONIATOWSKI, né le 21 mai 1952 à Boulogne-Billancourt (F), demeurant à Marrakech (Maroc), BP 12355 El Majal 104, Annakhil Nord,

ici représenté par Monsieur Xavier MANGIULLO, employé, demeurant professionnellement à Luxembourg, 5, avenue Gaston Diderich, L-1420 Luxembourg,

spécialement mandaté à cet effet par procuration en date du 10 avril 2013.

La prédite procuration, paraphée «ne varietur» par le comparant et le notaire instrumentant, restera annexée aux présentes avec lesquelles elle sera soumise à la formalité de l'enregistrement.

Lequel comparant, représenté comme dit ci-avant, a prié le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société anonyme à constituer.

Dénomination - Siège - Durée - Objet - Capital

Art. 1^{er}. Il est formé une société anonyme sous la dénomination de «StarTeq S.A.».

Art. 2. Le siège de la société est établi à Luxembourg-Ville.

Par simple décision du conseil d'administration respectivement de l'administrateur unique, la société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Sans préjudice des règles du droit commun en matière de résiliation contractuelle, au cas où le siège de la société est établi par contrat avec des tiers, le siège de la société pourra être transféré sur simple décision du conseil d'administration respectivement de l'administrateur unique de à tout autre endroit de la commune du siège. Le siège social pourra être transféré dans toute autre localité du Grand-Duché au moyen d'une résolution de l'actionnaire unique ou en cas de pluralité d'actionnaires au moyen d'une résolution de l'assemblée générale des actionnaires.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger, se sont produits ou seront imminents, le siège social pourra être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales, sans que toutefois cette mesure puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

Pareille déclaration de transfert du siège social sera faite et portée à la connaissance des tiers par l'un des organes exécutifs de la société ayant qualité de l'engager pour les actes de gestion courante et journalière.

Art. 3. La société est constituée pour une durée illimitée.

Art. 4. La Société a pour objet la participation, sous quelque forme que ce soit, dans toutes entreprises luxembourgeoises et étrangères, l'acquisition de tous titres et droits, par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière et entre autres l'acquisition de brevets et licences, leur gestion et leur mise en valeur ainsi que toutes opérations se rattachant directement ou indirectement à son objet.

La société a en outre pour objet l'achat, la vente, la gestion et la mise en valeur de tous biens immobiliers situés au Grand-Duché de Luxembourg ou à l'étranger.

La société peut emprunter et accorder aux sociétés dans lesquelles elle participe ou auxquelles elle s'intéresse directement ou indirectement, tous concours, prêts, avances ou garanties.

En outre, la société peut effectuer toutes opérations commerciales, financières, mobilières et immobilières se rattachant directement ou indirectement à son objet ou susceptibles d'en faciliter la réalisation.

Art. 5. Le capital souscrit de la société est fixé à EUR 822.058,- (huit cent vingt-deux mille cinquante-huit euros) représenté par 822.058 (huit cent vingt-deux mille cinquante-huit) actions d'une valeur nominale de EUR 1,- (un euro) chacune.

Toutes les actions sont au porteur ou nominatives ou choix de l'actionnaire.

Le capital autorisé est fixé à EUR 2.000.000,- (deux millions d'euros), représenté par 2.000.000 (deux millions) d'actions d'une valeur nominale de EUR 1,- (un euro) chacune.

Le capital autorisé et le capital souscrit de la société peuvent être augmentés ou réduits par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Le Conseil d'Administration est autorisé, pendant une période de cinq ans prenant fin le 17 avril 2018, à augmenter en temps qu'il appartiendra le capital souscrit à l'intérieur des limites du capital autorisé.

Ces augmentations du capital peuvent, ainsi qu'il sera déterminé par le conseil d'administration, être souscrites et émises sous forme d'actions avec ou sans prime d'émission à libérer totalement ou partiellement en espèces, en nature ou par compensation avec des créances certaines, liquides et immédiatement exigibles vis-à-vis de la société ou même, ou même par incorporation de bénéfices reportés, de réserves disponibles ou de primes d'émission, pour le cas où l'assemblée ayant décidé ces reports, réserves ou primes, l'a prévu, ainsi qu'il sera déterminé par le conseil d'administration.

Le conseil d'administration peut déléguer tout administrateur, directeur, fondé de pouvoir ou toute autre personne dûment autorisée pour recueillir les souscriptions et recevoir paiement du prix des actions représentant tout ou partie de cette augmentation de capital.

Chaque fois que le conseil d'administration aura fait constater authentiquement une augmentation du capital souscrit, le présent article sera à considérer comme automatiquement adapté à la modification intervenue.

Administration - Surveillance

Art. 6. En cas de pluralité d'actionnaires, la société doit être administrée par un conseil d'administration composé de trois membres au moins (chacun un «Administrateur»), actionnaires ou non.

Si la société est établie par un actionnaire unique ou si à l'occasion d'une assemblée générale des actionnaires, il est constaté que la société a seulement un actionnaire restant, la composition du conseil d'administration peut être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Les administrateurs ou l'administrateur unique seront élus par l'assemblée générale des actionnaires pour un terme qui ne peut excéder six ans et toujours révocables par elle.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Art. 7. Le conseil d'administration élit parmi ses membres un président. En cas d'empêchement du président, l'administrateur désigné à cet effet par les administrateurs présents, le remplace.

Le conseil d'administration se réunit sur la convocation du président ou sur la demande de deux administrateurs.

Le conseil d'administration ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou représentée. Le mandat entre administrateurs étant admis, un administrateur peut représenter plus d'un de ses collègues.

Les administrateurs peuvent émettre leur vote sur les questions à l'ordre du jour par lettre, télégramme, télex ou télécopie, ces trois derniers étant à confirmer par écrit.

Une décision prise par écrit, approuvée et signée par tous les administrateurs, produira effet au même titre qu'une décision prise à une réunion du conseil d'administration.

Art. 8. Toute décision du conseil est prise à la majorité absolue des membres présents ou représentés. En cas de partage, la voix de celui qui préside la réunion du conseil est prépondérante.

Art. 9. Les procès-verbaux des séances du conseil d'administration sont signés par les membres présents aux séances. Les copies ou extraits seront certifiés conformes par un administrateur ou par un mandataire.

Art. 10. Le conseil d'administration ou l'administrateur unique est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne

sont pas réservés expressément par la loi du 10 août 1915 et ses modifications ultérieures et les statuts à l'assemblée générale.

Art. 11. Le conseil d'administration ou l'administrateur unique pourra déléguer tout ou partie de ses pouvoirs de gestion journalière à des administrateurs ou à des tierces personnes qui ne doivent pas nécessairement être actionnaires.

Art. 12. Vis-à-vis des tiers, la société est engagée en toutes circonstances, en cas d'administrateur unique, par la signature individuelle de l'administrateur unique,

ou en cas de pluralité d'administrateurs, par la signature conjointe de deux administrateurs,

ou par la signature individuelle d'un délégué du conseil dans les limites de ses pouvoirs.

La signature d'un seul administrateur sera toutefois suffisante pour représenter valablement la société dans ses rapports avec les administrations publiques.

Art. 13. La société est surveillée par un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale qui fixe leur nombre et leur rémunération, et toujours révocables.

La durée du mandat de commissaire est fixée par l'assemblée générale. Elle ne pourra cependant dépasser six années.

Assemblée Générale

Art. 14. S'il y a seulement un actionnaire, l'actionnaire unique assure tous les pouvoirs conférés à l'assemblée générale des actionnaires et prend les décisions par écrit.

En cas de pluralité d'actionnaires, l'assemblée générale des actionnaires représente tous les actionnaires de la société. Elle a les pouvoirs les plus étendus pour décider des affaires sociales.

Les convocations se font dans les formes et délais prévus par la loi.

Art. 15. L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le troisième jeudi du mois de juin de chaque année à 10.00 heures.

Si la date de l'assemblée tombe sur un jour férié, elle se réunit le premier jour ouvrable qui suit.

Art. 16. Une assemblée générale extraordinaire peut être convoquée par le conseil d'administration respectivement par l'administrateur unique ou par le(s) commissaire(s). Elle doit être convoquée sur la demande écrite d'actionnaires représentant 10% du capital social.

Art. 17. Chaque action donne droit à une voix.

La société ne reconnaît qu'un propriétaire par action. Si une action de la société est détenue par plusieurs propriétaires en propriété indivise, la société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

Année sociale - Répartition des bénéfices

Art. 18. L'année sociale commence le 1^{er} janvier de chaque année et finit le 31 décembre de la même année.

Le conseil d'administration ou l'administrateur unique établit les comptes annuels tels que prévus par la loi.

Il remet ces pièces avec un rapport sur les opérations de la société un mois au moins avant l'assemblée générale ordinaire au(x) commissaire(s).

Art. 19. Sur le bénéfice net de l'exercice, il est prélevé 5% au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint 10% du capital social.

Le solde est à la disposition de l'assemblée générale.

Le conseil d'administration ou l'administrateur unique pourra verser des acomptes sur dividendes sous l'observation des règles y relatives.

L'assemblée générale peut décider que les bénéfices et réserves distribuables seront affectés à l'amortissement du capital sans que le capital exprimé soit réduit.

Dissolution - Liquidation

Art. 20. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

Lors de la dissolution de la société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale qui détermine leurs pouvoirs et leur rémunération.

Disposition générale

Art. 21. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Dispositions transitoires

Le premier exercice social commence le jour de la constitution de la société et se termine le 31 décembre 2013.

La première assemblée générale annuelle se tiendra en 2014.

Le(s) premier(s) administrateur(s) et le(s) premier(s) commissaire(s) sont élus par l'assemblée générale extraordinaire des actionnaires suivant immédiatement la constitution de la société.

Par dérogation à l'article 7 des statuts, le premier président du conseil d'administration est désigné par l'assemblée générale extraordinaire désignant le premier conseil d'administration de la société.

Souscription et Paiement

Les actions ont été souscrites comme suit:

M. Stanislas PONIATOWSKI, précité	822.058 actions
Total:	822.058 actions

Toutes les actions ont été libérées par un versement en espèces, de sorte que la somme de EUR 822.058,- (huit cent vingt-deux mille cinquante-huit euros) se trouve dès à présent à la libre disposition de la société, preuve en ayant été donnée au notaire instrumentant par certificat bancaire.

Constataion

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures ont été accomplies.

Frais

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ EUR 2.300,-.

Résolutions de l'actionnaire unique

L'actionnaire unique prénommé, représenté comme dit ci-avant, représentant l'intégralité du capital social a pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à TROIS et celui des commissaires à UN.
2. Ont été appelés aux fonctions d'administrateurs:

- Monsieur Stanislas PONIATOWSKI, entrepreneur, né le 21/05/1952 à Boulogne-Billancourt (France), demeurant à Marrakech (Maroc) BP 12355 El Majal 104, Annakhil Nord,
- Monsieur Pierre THIELEN, Avocat, né le 28/09/1947 à Ettelbruck, Luxembourg, résident professionnellement au 5, avenue Gaston Diderich, L-1420 Luxembourg,
- Monsieur Jean-Benoît LACHAISE, né le 16 avril 1965 à Villers-Semeuse, France, résident professionnellement au 84, Grand-rue, L-1660 Luxembourg.

3. La société FINSEV S.A. avec siège social à L-1420 Luxembourg, 5, avenue Gaston Diderich, R.C.S. Luxembourg B 103.749, est appelée aux fonctions de Commissaire aux Comptes.
4. Le siège de la société est fixé au 5, avenue Gaston Diderich à L-1420 Luxembourg.
5. Le mandat des administrateurs se terminera lors de l'assemblée générale annuelle à tenir en l'an 2019.
6. Le mandat du commissaire aux comptes se terminera lors de l'assemblée générale annuelle qui se tiendra en l'an 2019.

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate qu'à la demande des comparants, le présent acte est rédigé en langue anglaise suivi d'une traduction en français. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

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

Et après lecture faite au mandataire des sociétés comparantes, connu du notaire par ses nom, prénom usuel, état et demeure, le mandataire a signé avec Nous notaire le présent acte.

Suit la traduction anglaise de l'acte qui précède:

IN THE YEAR TWO THOUSAND AND THIRTEEN, ON THE SEVENTEENTH DAY OF APRIL.

Before Us, Maître Cosita DELVAUX, notary residing in Redange-sur-Attert.

There appeared:

- Mr. Stanislas PONIATOWSKI, born on the 21st of May 1952 in Boulogne-Billancourt (F), residing in Marrakech (Morocco), BP 12355 El Majal 104, Annakhil Nord,
represented by Mr Xavier MANGIULLO, employee, residing professionally in L-1420 Luxembourg, 5, avenue Gaston Diderich,
by virtue of a proxy dated 10th of April, 2013.

The proxy, signed “ne varietur” by the appearing party and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing party, acting in the above stated capacities, has drawn up the following articles of a joint stock company to be incorporated.

Name - Registered office - Duration - Object - Capital

Art. 1. A joint stock company is herewith formed under the name of “StarTeq S.A.”.

Art. 2. The registered office is established in Luxembourg-City.

The company may establish branches, subsidiaries, agencies or administrative offices in the Grand Duchy of Luxembourg as well as in foreign countries by a simple decision of the board of directors or of the sole director.

Without any prejudice of the general rules of law governing the termination of contracts, in case the registered office of the company has been determined by contract with third parties, the registered offices may be transferred to any other place within the municipality of the registered office, by a simple decision of the board of directors or of the sole director. The registered office may be transferred to any other municipality of the Grand Duchy of Luxembourg by means of a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of an extraordinary general meeting of its shareholders.

If extraordinary events of a political, economic or social character, likely to impair normal activity at the registered office or the easy communication between that office and foreign countries shall occur, or shall be imminent, the registered office may be provisionally transferred abroad until the complete cessation of these abnormal circumstances. Such temporary measure shall, however, have no effect on the nationality of the company which, notwithstanding the provisional transfer of its registered office, shall remain a Luxembourg company.

One of the executive organs of the company, which has powers to commit the company for acts of daily management, shall make this declaration of transfer of the registered office and inform third parties.

Art. 3. The company is established for an unlimited period.

Art. 4. The purpose of the Company is the acquisition of holdings, in any form whatsoever, in all types of other companies both in Luxembourg and abroad, the acquisition of all types of rights and titles, by means of shares, contributions or subscriptions, bought deals or purchase options, or in any other way and, inter alia, the acquisition of patents and licences and the management and exploitation thereof, as well as all and any operations directly or indirectly linked to the said object.

The company may furthermore realize all transactions pertaining directly or indirectly to the acquisition, sale, management and development, in whatever form of any real estate located in Luxembourg or abroad.

The Company may borrow or grant short or long-term loans, advances or guarantees to the companies in which it has a holding or in which it has a direct or indirect interest.

The Company may also carry out all types of commercial, financial, property or securities operations linked directly or indirectly to the said object or which may facilitate the realisation thereof.

Art. 5. The subscribed capital of the company is fixed at EUR 822,058.- (eight hundred twenty-two thousand and fifty-eight Euro) divided into 822,058 (eight hundred twenty-two thousand and fifty-eight) shares with a nominal value of EUR 1(one Euro) each.

All shares are bearer shares or registered shares, at the shareholder’s choice.

Authorized capital is fixed at EUR 2,000,000.- (two million Euro), represented by 2,000,000 (two million) shares having a face value of EUR 1.- (one Euro) each.

The company’s authorized capital and registered capital can be increased or reduced by a decision of the General Meeting of Shareholders deliberating as in an amendment to the articles of association.

The Board of Directors is authorized, for a period of five years ending April 17th, 2018 to increase registered capital within the limits of the authorized capital, at such time as it shall decide.

These capital increases, as determined by the Board of Directors, can be subscribed for and issued in the form of shares with or without share premium to be paid up in full or in part in cash, in kind or by offset with certain, liquid and immediately payable debts on the company or even, through the incorporation of deferred profits, available reserves or share premiums in the event that the Meeting having decided on these deferred profits, reserves or premiums has so stipulated, as determined by the Board of Directors.

The Board of Directors can delegate any member of the Board, director, authorized representative or other duly authorized person to collect subscriptions and receive payment of the price of the shares representing all or part of this capital increase.

Each time the Board of Directors has a registered capital increase duly recognized, the present article is to be considered automatically adapted to the change that has occurred.

Board of directors and statutory auditors

Art. 6. In case of plurality of shareholders, the company must be managed by a board of directors consisting of at least three members (each a “Director”), who need not be shareholders.

In case the company is established by a sole shareholder or if at the occasion of a general meeting of shareholders, it is established that the company has only one shareholder left, the company can be managed by a board of directors consisting of either one director until the next ordinary general meeting of the shareholders noticing the existence of more than one shareholder.

The directors or the sole director are appointed for a term which may not exceed six years by the general meeting of shareholders and who can be dismissed at any time by the general meeting.

If the post of a director elected by the general meeting becomes vacant, the remaining directors thus elected, may provisionally fill the vacancy. In this case, the next general meeting will proceed to the final election.

Art. 7. The board of directors chooses among its members a chairman. If the chairman is unable to be present, his place will be taken by one of the directors present at the meeting designated to that effect by the board.

The meetings of the board of directors are convened by the chairman or by any two directors.

The board of directors can only validly debate and take decisions if the majority of its members is present or represented, proxies between directors being permitted. A director can represent more than one of his colleagues.

The directors may cast their vote on the points of the agenda by letter, telegram, telex or telefax, confirmed by letter.

Written resolutions approved and signed by all directors shall have the same effect as resolutions voted at the board of directors' meetings.

Art. 8. Decisions of the board are taken by an absolute majority of the votes cast. In case of an equality of votes, the chairman has a casting vote.

Art. 9. The minutes of the meetings of the board of directors shall be signed by all the directors having assisted at the debates.

Copies or extracts shall be certified conform by one director or by a proxy.

Art. 10. The board of directors or the sole director is vested with the broadest powers to perform all acts of administration and disposition in the company's interest. All powers not expressly reserved to the general meeting by the law of August 10th, 1915, as subsequently modified, or by the present Articles of Incorporation of the company, fall within the competence of the board of directors.

Art. 11. The board of directors or the sole director may delegate all or part of its powers concerning the daily management to members of the board or to third persons who need not be shareholders.

Art. 12. Towards third parties, the company is in all circumstances committed, in case of a sole director by the sole signature of the sole director or,

in case of plurality of directors, by the signatures of any two directors,

or by the sole signature of a delegate of the board acting within the limits of his powers. In its current relations with the public administration, the company is validly represented by one director, whose signature legally commits the company.

Art. 13. The company is supervised by one or several statutory auditors, shareholders or not, who are appointed by the general meeting, which determines their number and their remuneration, and who can be dismissed at any time.

The term of the mandate of the statutory auditor(s) is fixed by the general meeting for a period not exceeding six years.

General meeting

Art. 14. If there is only one shareholder, that sole shareholder assumes all powers conferred to the general meeting of shareholders and takes the decision in writing.

In case of plurality of shareholders, the general meeting of shareholders shall represent the whole body of shareholders of the company. It has the most extensive powers to carry out or ratify such acts as may concern the corporation.

The convening notices are made in the form and delays prescribed by law.

Art. 15. The annual general meeting will be held in the municipality of the registered office at the place specified in the convening notice on the third Thursday of the month of June at 10.00 a.m..

If such day is a holiday, the general meeting will be held on the next following business day.

Art. 16. The board of directors or the sole director or the auditor(s) may convene an extraordinary general meeting. It must be convened at the written request of shareholders representing 10% of the company's share capital.

Art. 17. Each share entitles to the casting of one vote.

The company will recognize only one holder for each share; in case a share is held by more than one person, the company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole owner, in relation to the company.

Business year - Distribution of profits

Art. 18. The business year begins on the 1st of January of each year and ends on the 31st of December of the same year.

The board of directors or the sole director draws up the annual accounts according to the legal requirements.

It submits these documents with a report of the company's activities to the statutory auditor(s) at least one month before the statutory general meeting.

Art. 19. At least 5% of the net profit for the financial year have to be allocated to the legal reserve fund. Such contribution will cease to be compulsory when the reserve fund reaches 10% of the subscribed capital.

The remaining balance is at the disposal of the general meeting.

Advances on dividends may be paid by the board of directors or the sole director in compliance with the legal requirements.

The general meeting can decide to assign profits and distributable reserves to the amortization of the capital, without reducing the subscribed capital.

Dissolution - Liquidation

Art. 20. The company may be dissolved by a decision of the general meeting voting with the same quorum as for the amendment of the Articles of Incorporation.

Should the company be dissolved, the liquidation will be carried out by one or several liquidators, legal or physical persons, appointed by the general meeting which will specify their powers and remuneration.

General disposition

Art. 21. The law of August 10th, 1915 on Commercial Companies as subsequently amended shall apply in so far as these Articles of Incorporation do not provide for the contrary.

Transitory dispositions

The first financial year begins on the date of incorporation of the company and ends on December 31, 2013.

The first annual general meeting shall be held in 2014.

The first director(s) and the first auditor(s) are elected by the extraordinary general shareholders' meeting that shall take place immediately after the incorporation of the company.

By deviation from article 7 of the Articles of Incorporation, the first chairman of the board of directors is designated by the extraordinary general meeting that designates the first board of directors of the company.

Subscription and Payment

The shares have been subscribed by the shareholders as follows:

Mr. Stanislas PONIATOWSKI, prenamed	822,058 shares
Total:	822,058 shares

All the shares have been liberated and paid up in cash, so that the company has now at its disposal the sum of EUR 822,058.- (eight hundred twenty-two thousand and fifty-eight Euro) as was certified to the notary executing this deed by a bank certificate.

Verification

The notary executing this deed declares that the conditions prescribed in art. 26 of the law of August 10, 1915 on Commercial Companies as subsequently amended have been fulfilled and expressly bears witness to their fulfillment.

Expenses

The amount of the expenses for which the company is liable as a result of its incorporation is approximately fixed at EUR 2,300.-.

Resolutions of the sole shareholder

The sole shareholder, prenamed, represented as above-mentioned, representing the whole of the share capital passed the following resolutions:

1. The number of directors is fixed at 3 (three) and the statutory auditor at 1 (one).
2. has been appointed as director:

- Mr. Stanislas PONIATOWSKI, born on the 21/05/1952 in Boulogne-Billancourt (France), residing in Marrakech (Morocco), BP 12355 El Majal 104, Annakhil Nord

- Mr. Pierre THIELEN, born on the 28/09/1947 in Ettelbruck (Luxembourg), residing professionally in 5, avenue Gaston Diderich, L-1420 Luxembourg

- Mr. Jean-Benoit LACHAISE, born on the 16/04/1965 in Villers-Semeuse (France), residing professionally in 84, Grand-rue, L-1660 Luxembourg

3. FINSEV S.A. having its registered office in 5, avenue Gaston Diderich in L-1420 Luxembourg, R.C.S. Luxembourg B 103.749, has been appointed as statutory auditor.

4. The registered office of the Company will be established at 5, avenue Gaston Diderich in L-1420 Luxembourg.

5. The term of office of the director shall be ending with the general annual meeting to be held in 2019.

6. The term of office of the statutory auditor shall be ending with the general annual meeting to be held in 2019.

Declaration

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing parties, the present deed is worded in English followed by a French version. On request of the same appearing parties and 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, on the day indicated at the beginning of this deed.

The document having been read to the person appearing, whom is known to the notary by her surnames, Christian names, civil status and residences, said person appearing signed together with us, Notary, the present original deed.

Signé: X. MANGIULLO, C. DELVAUX.

Enregistré à Redange/Attert, le 19 avril 2013. Relation: RED/2013/633. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): T. KIRSCH.

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

Redange-sur-Attert, le 23 avril 2013.

Me Cosita DELVAUX.

Référence de publication: 2013052982/376.

(130064960) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 avril 2013.

Natixis AM Funds, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 177.509.

— STATUTES

In the year two thousand and thirteen, on the twenty first day of May.

Before Maître Henri Hellinckx, notary residing in Luxembourg, who shall remain depositary of the present deed.

THERE APPEARED:

NATIXIS Asset Management, a company existing and governed by the laws of France, having its registered office at 21, Quai d'Austerlitz, 75013 PARIS, registered at the Registre du Commerce et des Sociétés of Paris, under the number 329 450 738, having a corporate capital of € 50 434 604,76,

here represented by Mrs. Mai Truong, professionally residing in Luxembourg, address, by virtue of a power of attorney, given in Paris, on May 17, 2013.

Such power of attorney, after having been signed by the representative of the appearing party and the undersigned notary, will remain annexed to this deed.

The appearing party, represented as above, has requested the undersigned notary, to state as follows the articles of incorporation of a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable"), which is hereby incorporated:

Title 1. Name - Registered Office - Duration - Purpose

Art. 1. Name. There is hereby established among the subscribers 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 ("société d'investissement à capital variable") under the name of NATIXIS AM FUNDS (hereinafter the "SICAV"), subject to the provisions of Part I of the Law of 17 December 2010 governing undertaking of collective investment transposing the provisions of the EU Directive 2009/65/CE of the 13 July 2009 and its implementing directive (the "2010 Law").

In accordance with the 2010 Law, any Sub-Fund of the SICAV can be a master UCITS of a feeder UCITS established in Luxembourg or in any other country of the European Union.

Art. 2. Registered Office. The registered office of the SICAV is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the board of directors.

The registered office of the SICAV may be transferred to any other place in the municipality of Luxembourg by simple decision of the board of directors.

In the event that the board of directors determines that extraordinary political, military, economic or social events have occurred or are imminent which would interfere with the normal activities of the SICAV 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 SICAV which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

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

Art. 4. Purpose. The exclusive object of the SICAV is to place the funds available to it in transferable securities of any kind and other assets permitted by law with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The SICAV may take any measures and carry out any operation, which it may deem useful in the development and accomplishment of its purpose to the largest extent permitted under the 2010 Law.

Title 2. Share Capital - Shares - Net Asset Value

Art. 5. Share Capital - Classes of Shares. The capital of the SICAV 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 SICAV pursuant to Article 11 hereof. The capital must reach one million two hundred and fifty thousand euros (EUR 1,250,000) within the first six months following its incorporation, and thereafter may not be less than this amount.

The shares to be issued pursuant to Article 7 hereof may, as the board of directors shall determine, be of different classes. The proceeds of the issue of each class of shares shall be invested in transferable securities of any kind of assets permitted by the 2010 Law pursuant to the investment policy determined by the board of directors of the Sub-Fund (as defined hereinafter) established in respect of the relevant class or classes of shares, subject to the investment restrictions provided by law or determined by the board of directors.

The board of directors shall establish a portfolio of assets constituting a sub-fund ("Sub-Fund") within the meaning of Article 181 of the 2010 Law for one class of shares or for multiple classes of shares in the manner described in Article 11 hereof. As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant class or classes of shares. The SICAV constitutes a single legal entity. With regard to third parties, in particular towards the SICAV's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

Within each Sub-Fund, the shares to be issued pursuant to Article 7 hereafter may, as the board of directors shall determine, be of different classes, so as to correspond to classes including but not limited to:

- having a different currency of denomination
- and/or being targeted to different types of investors, i.e. retail investors and institutional investors
- and/or having a specific exchange-risk hedging policy
- and/or having different minimum investment and holding requirements
- and/or having a different fee structure
- and/or having a different distribution policy
- and/or having a different distribution channel
- and/or having such other features as may be determined by the board of directors from time to time.

The board of directors may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the board of directors may, at the expiry of the initial period of time, prorogate the duration of the relevant Sub-Fund once or several times. At the expiry of the duration of a Sub-Fund, the SICAV shall redeem all the shares in the relevant class (es) of shares, in accordance with Article 8 below, notwithstanding the provisions of Article 24 below.

At each prorogation of a Sub-Fund, the registered shareholders shall be duly notified in writing, by a notice sent to their registered address as recorded in the register of shares of the SICAV. The SICAV shall inform the bearer shareholders by a notice published in accordance with the law and applicable regulations by the board of directors, unless these shareholders and their addresses are known to the SICAV. The Prospectus of the SICAV or any documents that regulation shall substitute, shall indicate the duration of each Sub-Fund and, if appropriate, its prorogation.

For the purpose of determining the capital of the SICAV, the net assets attributable to each class of shares shall, if not expressed in EUR, be converted into EUR and the capital shall be the total of the net assets of all the classes of shares.

Art. 6. Form of Shares.

1) The board of directors shall determine whether the SICAV shall issue shares in bearer and/or registered form. If bearer share certificates are to be issued, they will be issued in such denominations as the board of directors shall prescribe

and shall provide on their face that they may not be transferred to any Prohibited Person, or entity organized by or for a Prohibited Person (as defined in Article 10 hereinafter).

2) All issued registered shares of the SICAV shall be registered in the register of shareholders which shall be kept by the SICAV or by one or more persons designated thereto by the SICAV, and such register shall contain the name of each owner of record of registered shares, residence or elected domicile as indicated to the SICAV, the number of registered shares held by the owner of record and the amount paid up on each fractional share.

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

If bearer shares are issued, registered shares may be exchanged for bearer shares and bearer shares may be exchanged for registered shares at the request of the holder of such shares. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer share certificates, if applicable, in lieu thereof, an entry shall be made in the register of shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, and, if it applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the board of directors, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be exchanged for bearer shares, the SICAV may require assurances satisfactory to the board of directors that such issuance or exchange shall not result in such shares being held by a "Prohibited Person".

The share certificates shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorized thereto by the board of directors; in the latter case, it shall be manual. The SICAV may issue temporary share certificates in such form as the board of directors may determine.

3) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates. Transfer of registered shares shall be effected

(i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the SICAV along with other instruments of transfer satisfactory to the SICAV and

(ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore.

Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the SICAV or by one or more other persons duly authorized thereto by the board of directors.

The SICAV will refuse to give effect to any transfer of shares and refuse any transfer of shares to be entered in the register in circumstances where such transfer would result in shares being held by any person not authorised.

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

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

5) and if any shareholder can prove to the satisfaction of the SICAV that the shareholder's share certificate has been mislaid, mutilated or destroyed, then, at the shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued an insurance company, as the SICAV may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued, shall become void.

Mutilated share certificates may be cancelled by the SICAV and replaced by new certificates.

The SICAV may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the SICAV in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

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

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

Art. 7. Issue of Shares. The board of directors is authorized without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential or pre-emptive right to subscribe for the share to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class of shares in any Sub-Fund; the board of directors may, in particular, decide that shares of any class in any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the Prospectus of the SICAV or any documents that regulation shall substitute.

Whenever the SICAV offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with Article 11 hereof as of such Valuation Day or Valuation Time during the course of a Valuation Day (defined in Article 12 hereof) as is determined in accordance with such policy as the board of directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the SICAV when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a period as determined by the board of directors which shall not exceed five business days from the relevant Valuation Day. If such price is received after such period, investors agree to indemnify and hold harmless the SICAV for the costs incurred by the failure or default by the investor so that the other shareholders of the relevant Sub-Fund be not harmed by such late settlement.

The board of directors may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them. If subscribed shares are not paid for, the SICAV may redeem the shares issued whilst retaining the right to claim its issue fees, commissions and any difference.

The board of directors may reject subscription requests in whole or in part at its full discretion.

The SICAV may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the SICAV (“réviseur d’entreprises agréé”) or an other auditor designed by the board of directors and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund.

Art. 8. Redemption of Shares. Any shareholder may require the redemption of all or part of his shares by the SICAV, under the terms and procedures set forth by the board of directors in the Prospectus or any documents that regulation shall substitute, and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the board of directors which shall not exceed five business days from the relevant Valuation Day, as is determined in accordance with such policy as the board of directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the SICAV, subject to the provision of Article 12 hereof.

The redemption price shall be equal to the net asset value per share of the relevant class, as determined in accordance with the provisions of Article 11 hereof, less such charges and commissions (if any) at the rate provided by the Prospectus of the SICAV or any documents that regulation shall substitute. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

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

Further, if on any given Valuation Day or Valuation Time during the course of a Valuation Day, redemption requests pursuant to this Article and conversion requests pursuant Article 9 hereof exceed a certain level determined by the board of directors in relation to the number of shares in issue in a specific class, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board of directors considers to be in the best interest of the SICAV. On the next Valuation Day, or on the next Valuation Time during the course of a Valuation Day, following that period, these redemption and conversion requests will be met in priority to later requests.

The SICAV shall have the right, if the board of directors so determines, to satisfy payment for the redemption price to any shareholder who agrees, in specie by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Article 11) as of the Valuation Day, or the Valuation Time during the course of a Valuation Day, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares and the valuation used shall be confirmed by a special report of the auditor of the SICAV. The costs of any such transfers shall be borne by the transferee.

All redeemed shares shall be cancelled.

Art. 9. Conversion of Shares. Unless otherwise determined by the board of directors for certain classes of shares, any shareholder is entitled to require the conversion of whole or part of his shares of one class, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the board of directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective net asset value of the two classes of shares, calculated on the same Valuation Day, or the same Valuation Time during the course of a Valuation day.

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

The shares which have been converted into shares of another class shall be cancelled.

Art. 10. Restrictions on Ownership of Shares. The SICAV may restrict or prevent the ownership of shares in the SICAV by any person, firm or corporate body, if in the opinion of the SICAV such holding may be detrimental to the SICAV, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the SICAV may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the board of directors being herein referred to as "Prohibited Persons").

For such purposes the SICAV may:

A - decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person; and

B - at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a Prohibited Person, or whether such registry will result in beneficial ownership of such shares by a Prohibited Person; and

C - decline to accept the vote of any Prohibited Person at any meeting of shareholders of the SICAV; and

D - where it appears to the SICAV that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the SICAV evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the SICAV may compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder in the following manner:

(1) The SICAV shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the SICAV. The said shareholder shall thereupon forthwith be obliged to deliver to the SICAV the share certificate or certificates representing the shares specified in the purchase notice.

Immediately after the close of business on the date specified in such notice and, in the case of registered shares, his name shall be removed from the register of shareholders, and in the case of bearer shares, the certificate or certificates representing such shares shall be cancelled.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the next asset value per share of the relevant class as at the Valuation Day or Valuation Time during the course of a Valuation Day specified by the board of directors for the redemption of shares in the SICAV next preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provide therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the board of directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the SICAV with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share certificate or certificates specified in such notice an unmatured dividend coupons attached thereto. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the SICAV or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the relevant class or classes of shares of the relevant Sub-Fund. The board of directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the SICAV.

(4) The exercise by the SICAV of the power conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the SICAV at the date of any purchase notice, provided in such case the said powers were exercised by the SICAV in good faith.

“Prohibited Person” as determined by the board in accordance with the Prospectus or any documents that regulation shall substitute, does neither include any subscriber to shares of the SICAV issued in connection with the incorporation of the SICAV while such subscriber holds such shares nor any securities dealer who acquires shares with the view to their distribution in connection with an issue of shares by the SICAV.

Art. 11. Calculation of Net Asset Value per Share. The net asset value per share of each class of shares shall be calculated in the reference currency (as defined in the Prospectus or any documents that regulation shall substitute) of the relevant Sub-Fund and, to the extent applicable within a Sub-Fund, expressed in the currency of quotation for the relevant class of shares. It shall be determined as of any Valuation Day, or any Valuation Time during the course of a Valuation Day, by dividing the net assets of the SICAV attributable to each class of shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Day, or any such Valuation Time during the course of a Valuation Day, by the number of shares in the relevant class then outstanding, in accordance with the Valuation Rules set forth below. The net asset value per share may be rounded up or down to the nearest 1/100 of the relevant currency as the board of directors shall determine. If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares are dealt in or quoted, the SICAV may, in order to safeguard the interests of the shareholders and the SICAV, cancel the first valuation and carry out a second valuation.

The valuation of the net asset value of the different classes of shares shall be made in the following manner:

I. The assets of the SICAV shall include:

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- 3) 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 or contracted for by the SICAV (provided that the SICAV may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- 4) all stock dividends, cash dividends and cash distributions receivable by the SICAV to the extent information thereon is reasonably available to the SICAV;
- 5) all interest accrued on any interest-bearing assets owned by the SICAV except to the extent that the same is included or reflected in the principal amount of such asset;
- 6) the preliminary expenses of the SICAV, including the cost of issuing and distributing shares of the SICAV, insofar as the same have not been written off;
- 7) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

(a) Securities and money market instruments traded on exchanges and regulated markets - last closing price (unless the Company believes that an occurrence after the publication of the last market price and before any Sub-Fund next calculates its net asset value will materially affect the security's value. In that case, the security may be fair valued at the time the administrative agent determines its net asset value by or pursuant to procedures approved by the Company).

(b) Securities and money market instruments not traded on a regulated market (other than short-term money market instruments) - based upon valuations provided by pricing vendors, which valuations are determined based on normal, institutional-size trading of such securities using market information, transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders.

(c) Short-term money market instruments (remaining maturity of less than 90 calendar days or less) - amortized cost (which approximates market value under normal conditions).

(d) Futures, options and forwards - unrealized gain or loss on the contract using current settlement price. When a settlement price is not used, future and forward contracts will be valued at their fair value as determined pursuant to procedures approved by the Company, as used on a consistent basis.

(e) Units or shares of open-ended funds - last published net asset value.

(f) Cash on hand or deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received - full amount, unless in any case such amount is unlikely to be paid or received in full, in which case the value thereof is arrived at after the Company or its agent makes such discount as it may consider appropriate in such case to reflect the true value thereof.

(g) All other assets - fair market value as determined pursuant to procedures approved by the Company.

The Company also may value securities at fair value or estimate their value pursuant to procedures approved by the Company in other circumstances such as when extraordinary events occur after the publication of the last market price but prior to the time the Sub-Funds' net asset value is calculated.

The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund will be converted into such currency at VWR rates (4.00 pm in London). If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the board of directors.

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 SICAV.

II. The liabilities of the SICAV shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the SICAV (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including but not limited to administrative expenses, management fees, incentive fees, custodian fees and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the SICAV;
- 5) on appropriate provision for future taxes based on capital and income of the Valuation Day or Valuation Time during the course of a Valuation Day, as determined from time to time by the SICAV, and other reserves (if any) authorized and approved by the board of directors, as well as such amount (if any) as the board of directors may consider to be an appropriate allowance in respect of any contingent liabilities of the SICAV;
- 6) all other liabilities of the SICAV of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the SICAV shall take into account all expenses payable by the SICAV which shall comprise formation expenses, fees payable to its investment advisers, fees on expenses payable to its auditors and accountants, custodian and its correspondents, domiciliary, administrative, registrar and transfer agent, listing agent, any paying agent, and permanent representatives in places of registration, as well as any other agent employed by the SICAV, the remuneration of the directors and officers and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the SICAV with any Governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any country, reporting and publishing expenses, the costs for the publication of the issue, conversion and redemption prices, including the cost of preparing, printing, translating, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, the costs of printing share certificates and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The SICAV may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III. The assets shall be allocated as follows:

The board of directors shall establish a Sub-Fund in respect of each class of shares and may establish a Sub-Fund in respect of multiple classes of shares in the following manner:

- (a) if multiple classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the board of directors is empowered to define classes of shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholders services or other fees and/or (v) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit and the reference currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to protect in the reference currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant class of shares against long-term movements of their currency of quotation and/or (vii) such other features as may be determined by the board of directors from time to time in compliance with applicable law;
- (b) the proceeds to be received from the issue of shares of a class shall be applied in the books of the SICAV to the class or classes of shares issued in respect of such Sub-Fund, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued;
- (c) the assets; liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or classes of shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);
- (d) where any asset is derived from another asset, such derivative asset shall be attributable in the books of the SICAV to the same class or classes of shares as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or classes of shares;
- (e) in the case where any asset or liability of the SICAV cannot be considered as being attributable to a particular class of shares, such asset or liability shall be allocated to all the classes of shares pro rata to their respective net asset values or in such other manner as determined by the board of directors acting in good faith, provided that (i) where assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the board of directors, the respective right of each class of shares shall correspond to the prorated portion resulting from the contribution of the relevant class of shares to the relevant account or pool, and (ii) the right shall vary in

accordance with the contributions and withdrawals made for the account of class of shares, as described in the Prospectus of the SICAV or any documents that regulation shall substitute;

(f) upon the payment of distributions to the holders of any class of shares, the net asset value of such class of shares shall be reduced by the amount of such distributions.

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

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

IV. For the purpose of this article:

1) shares of the SICAV to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the board of directors on the Valuation Day on which such valuation is made and from such time and until paid by the SICAV the price therefore shall be deemed to a liability of the SICAV;

2) shares to be issued by the SICAV shall be treated as being in issue as from the time specified by the board of directors on the Valuation Day on which such valuation is made and from such time and until received by the SICAV the price therefore shall be deemed to be a debt due to the SICAV;

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares; and

4) where on any Valuation Day or Valuation Time during the course of a Valuation Day the SICAV has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the SICAV and the value of the asset to be acquired shall be shown as an asset of the SICAV;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the SICAV and the asset to be delivered shall not be included in the assets of the SICAV;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Day or such Valuation Time during the course of a Valuation Day, then its value shall be estimated by the SICAV.

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conservation of Shares. With respect to each class of shares, the net asset value per share and the price for the issue, redemption and conversion of shares shall be calculated from time to time by the SICAV or any agent appointed thereto by the SICAV, at least twice a month at a frequency determined by the board of directors, such date being referred to herein as the “Valuation Day”; provided that to the extent the net asset value per share is calculated at several moments in time during the course of the same Valuation Day, each such moment shall be referred to herein as a “Valuation Time” during the course of the relevant Valuation Day.

The SICAV may suspend the determination of the net asset value per share of any particular class and the issue and redemption of its shares from its shareholders as well as the conversion from and to shares of each class:

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

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the board of directors as a result of which disposals or valuation of assets owned by the SICAV attributable to such class of shares would be impracticable; or

c) during any breakdown in the means of computation normally employed in determining the price or value of any of the investments of such class of shares or the current price or value on any stock exchange or other market in respect of the assets attributable to such class of shares; or

d) when for any other reason the prices of any investments owned by the SICAV attributable to any class of shares cannot promptly or accurately be ascertained; or

e) during any period when the SICAV is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such class [or such Sub-Fund] or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of shares cannot in the opinion of the board of directors be effected at normal rates of exchange;

f) from the time of publication of a notice convening an extraordinary general meeting of shareholders for the purpose of winding-up the SICAV;

h) following the suspension of the calculation of the net asset value per share/unit, the issue, redemption and/or conversion of shares/units at the level of a master fund in which a Sub-Fund invests in its quality of feeder fund of such master fund.

Any such suspension shall be published, if appropriate, by the SICAV and may be notified to shareholders having made an application for subscription redemption or conversion of shares for which the calculation of the net asset value has been suspended.

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

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the net asset value.

Title 3. Administration and Supervision

Art. 13. Directors. The SICAV shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the SICAV. They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders, in particular by shareholders at their annual general meeting for a period ending in principle at the next annual general meeting or until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders. The shareholders shall further determine the number of directors, their remuneration and the term of their office.

If a legal entity is appointed as director, such legal entity must designate a physical person as its permanent representative who shall perform the role in the name and on behalf of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints his successor at the same time.

Directors shall be elected by the majority of the votes validly cast.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may meet and elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders which shall take a final decision regarding such nomination.

Art. 14. Board Meetings. The board of directors shall choose from among its members a chairman and may choose from among its members one or more vice-chairmen. It may choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board of directors [shall decide by a majority vote that another director, or in case of shareholder's meeting, that any other person shall be in the chair of such meetings].

The board of directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the SICAV deems necessary for the operation and management of the SICAV. Such appointments may be cancelled at any time by the board of directors. The officers need not be directors or shareholders of the SICAV. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the board of directors.

Written notice of any meeting of the board of directors shall be given to all directors at least twenty-four hours prior to the date 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 consent in writing, by electronic message, telefax or any other similar means of communication. Separate notice shall not be required for meeting held at times and places fixed in a resolution adopted by the board of directors.

Any director may act at any meeting by appointing in writing, by or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the board of directors by conference-call or video-conference or by other similar means of communications equipment whereby all persons participating in the meeting can hear one another on a continuous basis and allowing an effective participation of all such persons in the meeting. A meeting held through such means of communication is deemed to be held at the registered office of the SICAV.

The directors may only act at duly convened meetings of the board of directors. The directors may not bind the SICAV by their individual signatures, except if specifically authorized thereto by resolution of the board of directors.

The board of directors can deliberate or act validly only if at least half of directors, or any other number of directors that the board may determine, are present or represented.

Resolutions of the board of directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented and voting at such meeting. In the event that at any meeting the number of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by electronic message, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. Powers of the Board of Directors. The board of directors is vested with the broadest powers to perform all acts of disposition and administration within the SICAV's purpose, in compliance with the investment policy as determined in Article 18 hereof.

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

Art. 16. Corporate Signature. Vis-à-vis third parties, the SICAV is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the board of directors.

Art. 17. Delegation of Power. The board of directors of the SICAV may delegate its powers to conduct the daily management and affairs of the SICAV (including the right to act as authorized signatory for the SICAV) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board of directors, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their power.

The SICAV has appointed a Management Company incorporated in France ("the Management Company") duly authorized as its management company and has delegated to the Management Company all powers related to the investment management, administration and distribution of the SICAV. The Management Company may delegate some of its responsibilities to affiliated and non affiliated parties.

In particular, the Management Company may enter into one or more investment management agreements with one or several investment managers (the "Investment Managers"), as further described in the Prospectus of the SICAV or any documents that regulation shall substitute, who shall supply the SICAV with recommendations and advice with respect to the SICAV's investment policy pursuant to Article 18 hereof and may, on a day-to-day basis and subject to the overall control of the board of directors, have actual discretion to purchase and sell securities and other assets of the SICAV pursuant to the terms of a written agreement.

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

Art. 18. Investment Policies and Restrictions. The board of directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy to be applied to specific classes of shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the SICAV, all within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

In compliance with the requirements set forth by the 2010 Law in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

- (i) transferable securities or money market instruments;
- (ii) shares or units of other UCITS and/or UCI, including shares/units of a master fund qualifying as UCITS to the extent permitted and at the conditions stipulated by the 2010 Law;
- (iii) shares of other Sub-Funds to the extent permitted and at the conditions stipulated by the 2010 Law;
- (iv) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 12 months;
- (v) financial derivative instruments.

The investment policy of the SICAV may replicate the composition of an index of stocks or debt securities recognized by the Luxembourg supervisory authority.

The SICAV may also use techniques and instruments relating to transferable securities and money market instruments, to the extent that these techniques and instruments are used in view of efficient portfolio management.

The SICAV may in particular purchase the above mentioned assets on any regulated market or other regulated market of a State of Europe, being or not member of the EU, of America, Africa, Asia, Australia or Oceania.

The SICAV may also invest in recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a regulated market or on another regulated market (as described above) and that such admission be secured within one year of issue.

In accordance with the principle of risk spreading, the SICAV is authorised to invest up to 100% of the net assets attributable to each Sub-Fund in transferable securities and money market instruments issued or guaranteed by an EU member State, its local authorities, another member State of the OECD, or another member State of the G 20, or Singapore, or public international bodies of which one or more member States of the EU are members provided that if the SICAV uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to

six different issues at least. The securities belonging to one issue can not exceed 30% of the total net assets attributable to that Sub-Fund.

The board of directors, acting in the best interest of the SICAV, may decide, in the manner described in the Prospectus of the SICAV or any documents that regulation shall substitute, that (i) all or part of the assets of the SICAV or of any Sub-Fund be co-managed on a segregate basis with other assets held by other investors, including other undertakings for collective investment and/or their sub-funds, or that (ii) all or part of the assets of two or more Sub-Funds of the SICAV be co-managed amongst themselves on a segregated or on a pooled basis.

Investments in each Sub-Fund of the SICAV may be made either directly or indirectly through wholly-owned subsidiaries, as the board of directors may from time to time decide and as described in the Prospectus of the SICAV or any documents that regulation shall substitute. Reference in these Articles to “investments” and “assets” shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

The SICAV is authorized (i) to employ techniques and instruments relating to transferable securities and money market instruments provided that such techniques and instruments are used for the purpose of efficient portfolio management and (ii) to employ techniques and instruments intended to provide protection against exchange risks in the context of the management of its assets and liabilities.

Art. 19. Conflict of Interest. No contract or other transaction between the SICAV 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 SICAV is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the SICAV who serves as a director, officer or employee of any company or firm with which the SICAV 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 SICAV may have in any transaction of the SICAV a personal interest or opposite interest to the interests of the SICAV, such director or officer shall make known to the board of directors such personal interest or 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 preceding paragraph does not apply where the decision of the board of directors or by the single director relates to current operations entered into under normal conditions.

The terms “personal interest” and “opposite interest”, as used in this Article, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the board of directors in its discretion.

Art. 20. Indemnification of Directors. The SICAV may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the SICAV or, at its request, of any other company of which the SICAV is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the SICAV is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The operations of the SICAV and its financial situation including particularly its books shall be supervised by an auditor, who shall satisfy the requirements of Luxembourg law as to honourableness and professional experience and who shall carry out the duties prescribed by the 2010 Law. The auditor shall be elected by the shareholders at their annual general meeting and until their successor is elected.

The auditor in office may be removed at any time further to a resolution by the general shareholder’s meeting with or without cause.

Title 4. General Meetings - Accounting Year - Distributions

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder’s address in the register of shareholders.

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

The annual general meeting shall be held in accordance with Luxembourg law at Luxembourg City at a place specified in the notice meeting, on the second Friday of the month of October at 10.00 a.m.

If such day is a legal or a 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. The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require (i.e. political or military requirements).

The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

One or several shareholders representing at least one tenth of the SICAV's share capital may request the adjunction of one or several items to the agenda of any general meeting of shareholders. Such a request must be sent to the registered office of the SICAV by registered mail at least five days before the relevant meeting.

If bearer shares are issued the notice of meeting shall in addition be published as provide by law in the "Mémorial, Recueil des Sociétés et Associations", in one or more Luxembourg newspapers, and in such other newspapers as the board of directors may decide.

If all shares are in registered form and if no publications are made, 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.

Each whole 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 post or telefax. Shareholders taking part in a meeting through video-conference or through other means of communication allowing their identification are deemed to be present for the computation of the quorums and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.

Each shareholder may vote through voting forms sent by post or telefax to the SICAV's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the SICAV and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal, three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms which show neither a vote in favour, nor against the proposed resolution, nor an abstention, are void. The SICAV will only take into account voting forms received prior the general meeting which they are related to.

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.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority of the votes validly cast.

Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares. The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

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

The provisions of Article 22, paragraphs 2, 3, 7, 8, 9, 10, 11 and 12 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation.

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

Art. 24. Termination of Sub-Funds or Classes of Shares. In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund, or such class of shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the board of directors may decide to redeem all the shares of the relevant class or classes at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day or Valuation Time during the course of a Valuation Day at which such decision shall take effect. The SICAV shall serve a notice to the holders of the relevant class or classes of shares prior to the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for redemption operations: registers holders shall be notified in writing; the SICAV shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless these shareholders and their address are known to the SICAV. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund concerned may continue to request redemption

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

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, the general meeting of shareholders of any one or all classes of shares issued in any Sub-Fund will, in any other circumstances, have the power, upon proposal from the board of directors, to redeem all the shares of the relevant class or classes and refund to the shareholders the net asset value of their shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day, or the Valuation Time during the course of a Valuation Day, at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of the votes validly cast.

Asset which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Caisse de Consignations on behalf of the persons entitled thereto.

All redeemed shares shall be cancelled.

Art. 25. Mergers. This article applies to both national mergers and cross-border mergers.

Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the shareholders.

A - The board of directors may decide to proceed with a merger (within the meaning of the 2010 Law) of the SICAV, either as receiving or absorbed UCITS, with:

- another existing or new Luxembourg or foreign UCITS (the "New UCITS"); or
- a Sub-Fund thereof,

and, as appropriate, to redesignate the shares of the SICAV concerned as shares of this New UCITS, or of the relevant Sub-Fund thereof as applicable.

In the case where the SICAV involved in a merger is the receiving UCITS (within the meaning of the 2010 Law), the board of directors will solely decide on the merger and effective date thereof.

In the case where the SICAV involved in a merger is the absorbed UCITS (within the meaning of the 2010 Law), and hence ceases to exist, the general meeting of the Shareholders, rather than the board of directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

B - The board of directors may also decide to proceed with a merger (within the meaning of the 2010 Law) of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing or new Sub-Fund within the SICAV or another Sub-Fund within an existing or new Luxembourg or foreign UCITS or
- an existing or New Luxembourg or foreign UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

In the case where the Sub-Fund involved in a merger is the receiving Sub-Fund (within the meaning of the 2010 Law), the board of directors will solely decide on the merger and effective date thereof.

In the case where the Sub-Fund involved in a merger is the absorbed Sub-Fund (within the meaning of the 2010 Law), and hence ceases to exist, the general meeting of the Shareholders of such Sub-Fund, rather than the board of directors, has to approve, and decide on the effective date of such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

C - The board of directors may also decide to proceed with a merger (within the meaning of the 2010 Law) of any class of shares, either as receiving or absorbed class of shares, with:

- another existing or new class of shares within the SICAV,
- or another class of shares within an existing or new Luxembourg or foreign UCITS,

and, as appropriate, to redesignate the class of shares concerned as shares of the New UCITS, or of the New Sub-Fund or of the new class of shares as applicable.

In the case where the class of shares involved in a merger is the receiving class of shares (within the meaning of the 2010 Law), the board of directors will solely decide on the merger and effective date thereof.

In the case where the class of shares involved in a merger is the absorbed class of shares (within the meaning of the 2010 Law), and hence ceases to exist, the general meeting of the Shareholders of such class of shares, rather than the board of directors, has to approve, and decide on the effective date of such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Art. 26. Accounting Year. The accounting year of the SICAV shall commence on the first of July of each year and shall terminate on the thirty of June of the following year. The SICAV first fiscal year shall end on the thirty of June 2014.

Art. 27. Distributions. The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of such

Sub-Fund shall be disposed of, and may from time to time declare, or authorize the board of directors to declare, distributions.

For any class of shares entitled to distributions, the board of directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon to the agent or agents therefore designated by the SICAV.

Distributions may be paid in such currency and at such time and place that the board of directors shall determine from time to time.

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

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class or classes of shares issued in respect of the relevant Sub-Fund.

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

Title 5. Final Provisions

Art. 28. Custodian. To the extent required by law, the SICAV shall enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993 on the financial sector, as amended (herein referred to as the "Custodian").

The Custodian shall fulfil the duties and responsibilities as provided for by the 2010 Law.

If the Custodian desires to retire, the board of directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 29. Dissolution of the SICAV. The SICAV 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 30 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the SICAV 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 SICAV shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof; 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 SICAV have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

As soon as the decision to wind up the SICAV is made, no further issue, conversion or redemption of shares will be permitted the net proceeds of liquidation corresponding to each Sub-Fund shall be distributed to the holders of shares in that Sub-Fund in proportion to their holdings of shares in that Sub-Fund.

Art. 30 - Liquidation. 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.

Art. 31. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 32. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships associations and any other organized group of persons whether incorporated or not.

Art. 33. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and 2010 Law as such laws have been or may be amended from time to time.

Transitory Dispositions

- a) The first accounting year shall begin on this date and shall end on 30 June 2014.
- b) The first annual general meeting shall be held in 2014.

Subscription and Payment

The share capital of the Company is subscribed as follows:

NATIXIS Asset Management for three hundred and ten (310) shares, resulting in a total payment of thirty one thousand euros (31,000 €).

Evidence of the above payment, totally thirty one thousand euros (31,000 €), was given to the undersigned notary, who expressly confirms this.

Statement

The notary drawing up the present deed declares that the conditions set forth in Articles 26, 26-3 and 26-5 of the Law of August 10, 1915 on Commercial Companies, as amended, have been fulfilled and expressly bears witness to their fulfilment.

Costs

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with its incorporation are estimated at approximately EUR 3,000.-.

Resolutions of the Sole Shareholder

The above named person, representing the entire subscribed capital has immediately proceeded to an extraordinary general meeting. Having first verified that it was regularly constituted, he has passed the following resolutions:

First Resolution

The meeting elected as directors:

- NATIXIS ASSET Management, a private limited liability company, having its registered office at 21, Quai d'Austerlitz, 75013 PARIS, registered at the Registre du Commerce et des Sociétés of Paris, under the number 329 450 738, having a corporate capital of € 50,434,604.76.

- NATIXIS BANK, a private limited liability company, having its registered office at 51, avenue J.F. Kennedy, L-1855 Luxembourg, registered under the number B 32.160 - Luxembourg, having a corporate capital of € 810,542,500.00.

- NATIXIS LIFE, a private limited liability company, having its registered office at 51, avenue J.F. Kennedy, L-1855 Luxembourg, registered under the number B 60.633 Luxembourg, having a corporate capital of € 90,000,000.00.

The term of office of these directors expires at the close of the general meeting to be held in 2014.

The sole shareholder acknowledges that the directors appointed the following persons as their permanent representatives within the board of directors of Natixis AM Funds:

- For NATIXIS ASSET Management: Mr. Pascal Voisin, born in Paris, on 15 March 1955, residing professionally at 21, Quai d'Austerlitz, 75013 Paris, France;

- For NATIXIS BANK: Mr. Eric Théron, born in Paris, on 12 May 1957, professionally residing at 51, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;

- For NATIXIS LIFE: Mr. Jean Marchès, born in Phnom Penh, on 1 June 1953, professionally residing at 51, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

Second Resolution

The meeting elected as independent auditor:

- KPMG Luxembourg, S.à r.l., a private limited liability company, having its registered office at 9, allée Scheffer, L-2520 Luxembourg (RCS n° B 149.133).

The term of office of the auditor expires at the close of the general meeting to be held in 2014.

Third Resolution

The registered office of the Corporation is fixed at 5, allée Scheffer, L-2520 Luxembourg.

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

The document having been read to the appearing person, who is known to the notary by their names, surnames, civil status and residences, the said person appearing signed together with us, the notary, the present original deed.

Signé: M. TRUONG et H. HELLINCKX.

Enregistré à Luxembourg, A.C., le 23 mai 2013. Relation: LAC/2013/23477. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 29 mai 2013.

Référence de publication: 2013069272/822.

(130085389) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2013.

Circle K Luxembourg, Société à responsabilité limitée.

Capital social: USD 25.001,00.

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

R.C.S. Luxembourg B 164.874.

In the year two thousand and thirteen, on the fifteenth day of May.

Before Maître Jean SECKLER, notary residing at Junglinster, Grand Duchy of Luxembourg, undersigned.

Is held an extraordinary general meeting of Circle K Luxembourg, a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, with registered office at 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg, with a share capital of USD 25,001 and registered with the Luxembourg Registre de Commerce et des Sociétés (Trade and Companies Register) under number B 164.874 (the "Company").

There appeared:

Mac's Convenience Stores Inc., a corporation duly incorporated and validly existing under the laws of Canada, with registered office at 305, avenue Milner, bâtiment Bureau 400, CDN - M1B 3V4 Toronto, Ontario, Canada and registered with the RCS Ontario under number 12649464 (the "Sole Shareholder"),

here represented by Mr Max MAYER, employee, residing professionally in Junglinster, 3, route de Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney.

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

The 25,001 shares representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Shareholder has been duly informed.

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

Agenda:

1. Transfer of the registered office of the Company;
2. Subsequent amendment to the article 5 of the articles of association of the Company to reflect the transfer of the registered office; and
3. Miscellaneous.

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

First resolution

It is resolved to transfer the registered office of the Company from its current address 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg to 5, rue Heienhaff, on the first floor (Wing A - Suite 1A), L-1736 Senningerberg, Grand Duchy of Luxembourg, effective as of June 1st, 2013.

Second resolution

As a consequence of the foregoing resolution it is resolved to amend, effective as of June 1st, 2013, article 5 of the articles of association of the Company to read as follows:

" Art. 5. Registered Office. The registered office of the Company is established in the municipality of Niederanven, Grand Duchy of Luxembourg. It may be transferred to any other place within the municipality, by means of a resolution of the sole manager, or in case of plurality of managers, by a decision of the board of managers in accordance with these Articles or to any other place in the Grand Duchy of Luxembourg by means of a resolution of the sole shareholder, or in case of plurality of shareholders, by a resolution taken by a vote of the majority of the shareholders representing at least seventy-five percent (75%) of the share capital.

The Company may have branches and offices, both in the Grand Duchy of Luxembourg or abroad."

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

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with the present deed, have been estimated at about EUR 900.-.

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le quinzième jour de mai.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

Se réunit une assemblée générale extraordinaire de l'associé unique de la société Circle K Luxembourg, une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 16, avenue Pasteur, L-2310 Luxembourg, Grand-Duché de Luxembourg, ayant un capital social de 25.001 USD, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 164.874 (la «Société»).

A comparu:

Mac's Convenience Stores Inc., une société dûment constituée en vertu des lois du Canada, ayant son siège social à 305, avenue Milner, bâtiment Bureau 400, CDN - M1B 3V4 Toronto, Ontario, Canada et étant immatriculée au RCS Ontario sous le numéro 12649464 (l'«Associé Unique»),

ici représentée par Monsieur Max MAYER, employé, résidant professionnellement à Junglinster, 3, route de Luxembourg, Grand-Duché de Luxembourg, en vertu de procurations sous seing privé.

Ladite procuration, après avoir été signée ne varietur, restera annexée au présent acte pour être enregistrée avec ce dernier.

Les 25.001 parts sociales, représentant l'intégralité du capital social de la Société, sont représentées, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont l'Associé Unique a été préalablement informée.

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

Ordre du jour:

1. Transfert du siège social de la Société;
 2. Modification subséquente de l'article 5 des statuts de la Société en vue de refléter l'augmentation de capital social;
- et
3. Divers.

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

Première résolution

Il est décidé de transférer le siège social de la Société de son adresse actuelle 16, avenue Pasteur, L-2310 Luxembourg, Grand-Duché de Luxembourg au 5, rue Heienhaff, premier étage (Aile A - Suite 1A), L-1736 Senningerberg, Grand-Duché de Luxembourg, à compter du 1^{er} juin 2013.

Deuxième résolution

En conséquence de la résolution qui précède, il est décidé de modifier, à compter du 1^{er} juin 2013, l'article 5 des statuts de la Société comme suit:

« **Art. 5. Siège.** Le siège social de la Société est établi dans la commune de Niederanven, Grand-Duché de Luxembourg. Il peut être transféré en tout autre lieu de la commune par décision du gérant unique ou en cas de pluralité de gérants, par décision du conseil de gérance conformément aux Statuts ou en tout autre lieu du Grand-Duché de Luxembourg par résolution de l'associé unique, ou, en cas de pluralité d'associés, par une résolution de la majorité des associés représentant plus de soixante-quinze pour cent (75%) du capital social de la Société.

La Société peut ouvrir des bureaux ou succursales, au Luxembourg ou à l'étranger.»

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

Estimation des frais

Le montant des frais, dépenses, honoraires ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui doivent être mis à sa charge en raison du présent acte, s'élève à environ 900,- EUR.

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

DONT ACTE, passé à Junglinster, les jour, mois et an qu'en tête des présentes.

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

Signé: Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher, le 23 mai 2013. Relation GRE/2013/2084. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): G. SCHLINK.

POUR COPIE CONFORME, délivrée à la société.

Junglinster, le 24 mai 2013.

Référence de publication: 2013066800/109.

(130082373) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 mai 2013.

Couche-Tard Luxembourg, Société à responsabilité limitée.

Capital social: USD 6.517.000,00.

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

R.C.S. Luxembourg B 168.586.

—
In the year two thousand and thirteen, on the fifteenth day of May.

Before Maître Jean SECKLER, notary residing at Junglinster, Grand Duchy of Luxembourg, undersigned.

Is held an extraordinary general meeting of Couche-Tard Luxembourg, a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, with registered office at 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg, with a share capital of USD 6,517,000 and registered with the Luxembourg Registre de Commerce et des Sociétés (Trade and Companies Register) under number B 168.586 (the "Company").

There appeared:

9121-2738 Québec Inc., a corporation duly incorporated and validly existing under the laws of the province of Québec, Canada, with registered office at 4204, boulevard Industriel, CDN - H7L 0E3 Laval, Québec and registered with the Registre des Entreprises du Québec under number 1161060372 (the "Sole Shareholder"),

here represented by Mr Max MAYER, employee, residing professionally in Junglinster, 3, route de Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney.

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

The 6,517,000 shares representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Shareholder has been duly informed.

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

Agenda:

1. Transfer of the registered office of the Company;
2. Subsequent amendment to the article 5 of the articles of association of the Company to reflect the transfer of the registered office; and
3. Miscellaneous.

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

First resolution

It is resolved to transfer the registered office of the Company from its current address 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg to 5, rue Heienhaff, on the first floor (Wing A - Suite 1A), L-1736 Senningerberg, Grand Duchy of Luxembourg, effective as of June 1st, 2013.

Second resolution

As a consequence of the foregoing resolution it is resolved to amend, effective as of June 1st, 2013, article 5 of the articles of association of the Company to read as follows:

“ Art. 5. Registered Office. The registered office of the Company is established in the municipality of Niederanven, Grand Duchy of Luxembourg. It may be transferred to any other place within the municipality, by means of a resolution of the sole manager, or in case of plurality of managers, by a decision of the board of managers in accordance with these Articles or to any other place in the Grand Duchy of Luxembourg by means of a resolution of the sole shareholder, or in case of plurality of shareholders, by a resolution taken by a vote of the majority of the shareholders representing at least seventy-five percent (75%) of the share capital.

The Company may have branches and offices, both in the Grand Duchy of Luxembourg or abroad.”

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

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with the present deed, have been estimated at about EUR 900.-.

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le quinzième jour de mai.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

Se réunit une assemblée générale extraordinaire de l'associé unique de la société Couche-Tard Luxembourg, une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 16, avenue Pasteur, L-2310 Luxembourg, Grand-Duché de Luxembourg, ayant un capital social de 6.517.000 USD, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 168.586 (la «Société»).

A comparu:

9121-2738 Québec Inc., une société dûment constituée en vertu des lois de la province du Québec, Canada, ayant son siège social à 4204, boulevard Industriel, CDN - H7L 0E3 Laval, Québec, et étant immatriculée au Registre des Entreprises du Québec sous le numéro 1161060372 (l'«Associé Unique»),

ici représentée par Monsieur Max MAYER, employé, résidant professionnellement à Junglinster, 3, route de Luxembourg, Grand-Duché de Luxembourg, en vertu de procuration sous seing privé.

Ladite procuration, après avoir été signée ne varietur, restera annexée au présent acte pour être enregistrée avec ce dernier.

Les 6.517.000 parts sociales, représentant l'intégralité du capital social de la Société, sont représentées, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont l'Associé Unique a été préalablement informée.

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

Ordre du jour:

1. Transfert du siège social de la Société;
 2. Modification subséquente de l'article 5 des statuts de la Société en vue de refléter l'augmentation de capital social;
- et
3. Divers.

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

Première résolution

Il est décidé de transférer le siège social de la Société de son adresse actuelle 16, avenue Pasteur, L-2310 Luxembourg, Grand-Duché de Luxembourg au 5, rue Heienhaff, premier étage (Aile A - Suite 1A), L-1736 Senningerberg, Grand-Duché de Luxembourg, à compter du 1^{er} juin 2013.

Deuxième résolution

En conséquence de la résolution qui précède, il est décidé de modifier, à compter du 1^{er} juin 2013, l'article 5 des statuts de la Société comme suit:

« **Art. 5. Siège.** Le siège social de la Société est établi dans la commune de Niederanven, Grand-Duché de Luxembourg. Il peut être transféré en tout autre lieu de la commune par décision du gérant unique ou en cas de pluralité de gérants, par décision du conseil de gérance conformément aux Statuts ou en tout autre lieu du Grand-Duché de Luxembourg par résolution de l'associé unique, ou, en cas de pluralité d'associés, par une résolution de la majorité des associés représentant plus de soixante-quinze pour cent (75%) du capital social de la Société.

La Société peut ouvrir des bureaux ou succursales, au Luxembourg ou à l'étranger.»

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

Estimation des frais

Le montant des frais, dépenses, honoraires ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui doivent être mis à sa charge en raison du présent acte, s'élève à environ 900,- EUR.

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

DONT ACTE, passé à Junglinster, les jour, mois et an qu'en tête des présentes.

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

Signé: Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher, le 23 mai 2013. Relation GRE/2013/2086. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME, délivrée à la société.

Junglinster, le 24 mai 2013.

Référence de publication: 2013066807/109.

(130082372) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 mai 2013.

Mac's Luxembourg, Société à responsabilité limitée.

Capital social: USD 2.700.000,00.

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

R.C.S. Luxembourg B 152.901.

In the year two thousand and thirteen, on the fifteenth day of May,

Before Maître Jean SECKLER, notary residing at Junglinster, Grand Duchy of Luxembourg, undersigned.

Is held an extraordinary general meeting of Mac's Luxembourg, a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, with registered office at 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg, with a share capital of USD 2,700,000 and registered with the Luxembourg Registre de Commerce et des Sociétés (Trade and Companies Register) under number B 152.901 (the "Company").

There appeared:

- 9121-2738 Québec Inc., a corporation duly incorporated and validly existing under the laws of the province of Québec, Canada, with registered office at 4204, boulevard Industriel, CDN - H7L 0E3 Laval, Québec, Canada and registered with the Registre des Entreprises du Québec under number 1161060372; and

- Mac's Convenience Stores Inc., a corporation duly incorporated and validly existing under the laws of Canada, with registered office at 305, avenue Milner, bâtiment Bureau 400, CDN - M1B 3V4 Toronto, Ontario, Canada and registered with the RCS Ontario under number 12649464;

(the "Shareholders")

here represented by Mr Max MAYER, employee, residing professionally in Junglinster, 3, route de Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney.

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

The 2,700,000 shares representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Shareholders have been duly informed.

The Shareholders through their proxy holder requests the notary to enact that the agenda of the meeting is the following:

Agenda:

1. Transfer of the registered office of the Company;
2. Subsequent amendment to the article 5 of the articles of association of the Company to reflect the transfer of the registered office; and
3. Miscellaneous.

After the foregoing was approved by the Shareholders the following resolutions have been taken:

First resolution

It is resolved to transfer the registered office of the Company from its current address 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg to 5, rue Heienhaff, on the first floor (Wing A - Suite 1A), L-1736 Senningerberg, Grand Duchy of Luxembourg, effective as of June 1st, 2013.

Second resolution

As a consequence of the foregoing resolution it is resolved to amend, effective as of June 1st, 2013, article 5 of the articles of association of the Company to read as follows:

“ **Art. 5. Registered Office.** The registered office of the Company is established in the municipality of Niederanven, Grand Duchy of Luxembourg. It may be transferred to any other place within the municipality, by means of a resolution of the sole manager, or in case of plurality of managers, by a decision of the board of managers in accordance with these Articles or to any other place in the Grand Duchy of Luxembourg by means of a resolution of the sole shareholder, or in case of plurality of shareholders, by a resolution taken by a vote of the majority of the shareholders representing at least seventy-five percent (75%) of the share capital.

The Company may have branches and offices, both in the Grand Duchy of Luxembourg or abroad.”

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

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with the present deed, have been estimated at about EUR 900.-.

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le quinzième jour de mai.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

Se réunit une assemblée générale extraordinaire des associés de la société Circle K Luxembourg, une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 16, avenue Pasteur, L-2310 Luxembourg, Grand-Duché de Luxembourg, ayant un capital social de 25.001 USD, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 164.874 (la «Société»).

Ont comparu:

- 9121-2738 Québec Inc., une société dûment constituée et existant valablement en vertu des lois de la province de Québec, Canada, ayant son siège social à 4204, boulevard Industriel, CDN - H7L 0E3 Laval, Québec, et étant immatriculée au Registre des Entreprises du Québec sous le numéro 1161060372; et

- Mac's Convenience Stores Inc., une société dûment constituée et existant valablement en vertu des lois du Canada, ayant son siège social à 305, avenue Milner, bâtiment Bureau 400, CDN - M1B 3V4 Toronto, Ontario, Canada et étant immatriculée au RCS Ontario sous le numéro 12649464;

(les «Associés»),

ici représentée par Monsieur Max MAYER, employé, résidant professionnellement à Junglinster, 3, route de Luxembourg, Grand-Duché de Luxembourg, en vertu de procurations sous seing privé.

Lesdites procurations, après avoir été signées ne varietur, resteront annexées au présent acte pour être enregistrées avec ce dernier.

Les 2.700.000 parts sociales, représentant l'intégralité du capital social de la Société, sont représentées, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les Associés ont été préalablement informés.

Les Associés représentés par leur mandataire prie le notaire d'acter que l'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1. Transfert du siège social de la Société;
 2. Modification subséquente de l'article 5 des statuts de la Société en vue de refléter l'augmentation de capital social;
- et
3. Divers.

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

Première résolution

Il est décidé de transférer le siège social de la Société de son adresse actuelle 16, avenue Pasteur, L-2310 Luxembourg, Grand-Duché de Luxembourg au 5, rue Heienhaff, premier étage (Aile A - Suite 1A), L-1736 Senningerberg, Grand-Duché de Luxembourg, à compter du 1^{er} juin 2013.

Deuxième résolution

En conséquence de la résolution qui précède, il est décidé de modifier, à compter du 1^{er} juin 2013, l'article 5 des statuts de la Société comme suit:

« **Art. 5. Siège.** Le siège social de la Société est établi dans la commune de Niederanven, Grand-Duché de Luxembourg. Il peut être transféré en tout autre lieu de la commune par décision du gérant unique ou en cas de pluralité de gérants, par décision du conseil de gérance conformément aux Statuts ou en tout autre lieu du Grand-Duché de Luxembourg par résolution de l'associé unique, ou, en cas de pluralité d'associés, par une résolution de la majorité des associés représentant plus de soixante-quinze pour cent (75%) du capital social de la Société.

La Société peut ouvrir des bureaux ou succursales, au Luxembourg ou à l'étranger.»

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

Estimation des frais

Le montant des frais, dépenses, honoraires ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui doivent être mis à sa charge en raison du présent acte, s'élève à environ 900,- EUR.

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

DONT ACTE, passé à Junglinster, les jour, mois et an qu'en tête des présentes.

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

Signé: Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher, le 23 mai 2013. Relation GRE/2013/2085. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): G. SCHLINK.

POUR COPIE CONFORME, délivrée à la société.

Junglinster, le 24 mai 2013.

Référence de publication: 2013067116/117.

(130082371) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 mai 2013.

**Jopoly S.A., Société Anonyme,
(anc. Jopoly Immobilière S.A.).**

Siège social: L-7246 Walferdange, 31, rue des Prés.

R.C.S. Luxembourg B 47.869.

L'an mil neuf cent quatre-vingt-dix-huit, le trente décembre.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, soussigné.

Se réunit une assemblée générale extraordinaire des actionnaires de la société anonyme «JOPOLY IMMOBILIERE S.A.», ayant son siège social à L-7246 Walferdange, 31, rue des Prés (précédemment 65, route de Diekirch), R.C. Luxembourg section B numéro 47.869, constituée suivant acte reçu le trois juin 1994, publié au Mémorial C numéro 390 du 11 octobre 1994, et dont les statuts n'ont jamais été modifiés.

L'assemblée est présidée par Monsieur Joseph ELVINGER, docteur en droit, demeurant à Luxembourg.

Le président désigne comme secrétaire Monsieur Patrick VAN HEES, juriste, demeurant à Messancy, Belgique.

L'assemblée choisit comme scrutateur Monsieur Hubert JANSSEN, juriste, demeurant à Torgny-Rouvroy, Belgique.

Le président prie le notaire d'acter que:

I.- Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées par les comparants, les actionnaires présents et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Il ressort de la liste de présence que les 80 (quatre-vingts) actions, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

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

Ordre du jour:

1. - Modification de la dénomination de la société en «JOPOLY S.A.».
- 2.- Modification de l'objet social pour lui donner la teneur suivante:
«La société a pour objet la gestion et la mise en valeur de son patrimoine immobilier au Luxembourg et à l'étranger.»
- 3.- Augmentation du capital social souscrit à concurrence de LUF 8.000.000,- en vue de le porter de son montant actuel de LUF 8.000.000,- à LUF 16.000.000,-, par la création et l'émission de 80 actions nouvelles d'une valeur nominale de LUF 100.000,- chacune, à souscrire et à libérer intégralement en numéraire.
- 4.- Modification afférente des articles 1^{er}, 4 et 5 des statuts.
- 5.- Changement de l'adresse du siège social.

Ces faits exposés et reconnus exacts par l'assemblée, les actionnaires décident ce qui suit à l'unanimité:

Première résolution:

L'assemblée décide que la société sera désormais dénommée «JOPOLY S.A.».

Deuxième résolution:

L'assemblée décide de modifier l'objet social de la société pour lui donner la teneur suivante:

«La société a pour objet la gestion et la mise en valeur de son patrimoine immobilier au Luxembourg et à l'étranger.»

Troisième résolution:

L'assemblée décide d'augmenter le capital social à concurrence de LUF 8.000.000,- (huit millions de francs luxembourgeois) en vue de le porter de son montant actuel de LUF 8.000.000,- (huit millions de francs luxembourgeois) à LUF 16.000.000,- (seize millions de francs luxembourgeois), par la création et l'émission de 80 (quatre-vingts) actions nouvelles d'une valeur nominale de LUF 100.000,- (cent mille francs luxembourgeois) chacune, à souscrire et à libérer intégralement en numéraire et jouissant des mêmes droits et avantages que les actions existantes.

Quatrième résolution:

L'assemblée décide que l'augmentation du capital sera souscrite par les actionnaires actuels au prorata de leur participation.

Intervention - Souscription - Libération

Sont ensuite intervenus aux présentes les actionnaires actuels, lesquels ont déclaré souscrire les 80 (quatre-vingts) actions nouvelles et les libérer intégralement en numéraire par versement à un compte bancaire au nom de la société «JOPOLY S.A.», prédésignée, de sorte que la somme de LUF 8.000.000,- (huit millions de francs luxembourgeois) se trouve dès à présent à la libre disposition de cette dernière, ce dont il a été justifié au notaire instrumentant par une attestation bancaire.

Cinquième résolution:

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, l'assemblée décide de modifier le premier alinéa de l'article 5 des statuts pour lui donner la teneur suivante:

« **Art. 5. Premier alinéa.** Le capital souscrit est fixé à LUF 16.000.000,- (seize millions de francs luxembourgeois), représenté par 160 (cent soixante) actions d'une valeur nominale de LUF 100.000,- (cent mille francs luxembourgeois) chacune, intégralement libérées.»

Sixième résolution:

L'assemblée décide de fixer l'adresse du siège social au L-7246 Walferdange, 31, rue des Prés.

Frais:

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

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

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

Et après lecture faite aux comparants, ils ont tous signé avec Nous notaire la présente minute.

Signé: ELVINGER - VAN HEES - JANSSEN - J. SECKLER.

Enregistré deux rôles sans renvoi à Grevenmacher, le 6 janvier 1999. Volume 505, folio 13, case 12. Reçu quatre-vingt mille francs (1% = 80.000,-).

Le Receveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au greffe.

Junglinster, le 1^{er} février 1999.

Jean SECKLER.

Référence de publication: 2013069549/75.

(990007108) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 février 1999.

Covis Pharma S.à.r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-2124 Luxembourg, 102, rue des Maraîchers.

R.C.S. Luxembourg B 164.403.

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Extrait de la résolution de l'associé unique de la Société en date du 22 avril 2013

En date du 22 avril 2013, l'associé unique de la Société a pris les résolutions suivantes:

D'accepter la démission de:

- Monsieur Michael Porter, en tant que gérant de la classe B, avec effet au 17 avril 2013.
- Monsieur Jack Thomas Davis, en tant que gérant de la classe B, avec effet au 17 avril 2013.

Depuis cette date, le conseil de gérance de la Société se compose des personnes suivantes:

Gérants de classe A:

Monsieur Faruk Durusu

Monsieur Philippe van den Avenne

Monsieur Pieter-Jan van der Meer

Madame Sandrine Bruzzo

Gérant de classe B:

Monsieur Barry Lewis Levinson

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

Luxembourg, le 17 avril 2013.

Covis Pharma Holdings S.à r.l.

Référence de publication: 2013049718/24.

(130060736) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2013.

D&G Holding S.A., Société Anonyme.

Capital social: EUR 31.000,00.

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

R.C.S. Luxembourg B 120.738.

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EXTRAIT

Il résulte du conseil d'administration de la Société tenu en date du 27 mars 2013 que:

- Jean Marc ALLET, administrateur délégué, a démissionné de ses fonctions d'administrateur-délégué.
- Dariusz JASICZEK, administrateur, dont l'adresse est située au Ul Sabaly, 11A, PL 34-500 Zakopane, a été nommé administrateur-délégué avec effet au 19 mars 2013 et jusqu'à l'assemblée générale devant se tenir en l'année 2016.

De plus, il est à noter que l'Administrateur dénommé JASICZEK Darius doit s'écrire JASICZEK Dariusz.

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

Munsbach, le 17 avril 2013.

Pour la société

Un mandataire

Référence de publication: 2013049758/18.

(130060712) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2013.
