

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
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° 1786

25 juillet 2013

SOMMAIRE

3Si Re S.A.	85726	Shark Capital S.A.	85717
A.P.F. Promotion S.à.r.l.	85726	SICAV-FIS Europe LBO V Porte Neuve	
Camelias	85722		85695
Caravanes a.s.b.l.	85727	SICAV-FIS Europe LBO V Porte Neuve	
D. Aronson Corporation S.A.	85726		85722
Dream GP S.à r.l.	85726	Sisters Soparfi S.A.	85717
Entente des Gestionnaires des Institutions		Sloop S.A.	85718
pour Personnes Agées a.s.b.l. (E.G.I.P.A.)		SLP III Cayman DS III S.à.r.l.	85718
.....	85726	SMC Development	85718
GIPH S.à r.l.	85712	Sobephil s.à r.l.	85718
Global Forestry Capital Sàrl	85712	Société Financière Immobilière S.A.	85719
Global Outsourcing S.A.	85713	Sofadem Finances S.A.	85719
Globesoft International S.à r.l.	85713	Sortalogic (Lux) Holding Company S.à r.l.	
GPB Asset Management S.A.	85713		85682
Gremir S.A. S.P.F.	85715	Special Projects Luxembourg S.A.	85721
GT Local Invest 8 (Lux) S.à r.l.	85715	Spice Industries Luxembourg S.à r.l.	85682
H.09 Roeser "Novus"	85696	SPU Holding S.à r.l.	85719
H.10 Dalheim	85715	SPX Clyde Luxembourg S.à r.l.	85719
H. 11 Pontpierre	85716	Star Fashion S.A.	85682
H.12 Schuttrange "Novus"	85716	Stateland International S.A.	85721
H.13 FRISANGE "Novus"	85716	Sterisys S.à r.l.	85719
H.14 Luxembourg "Novus"	85716	StrakoLux GmbH	85717
Hannover Finance (Luxembourg) S.A. ...	85715	Tecnodia International S.A.	85721
HA S.à r.l.	85712	Tellux Invest S.A.	85720
Heerendam S.A./N.V.	85696	Tibre S.A.	85720
Hellebore Credit SICAV-FIS	85696	Top Ten International s.à r.l.	85720
Highland VIIB - PRI (1) S.à r.l.	85682	Two Three Four S.A.	85722
Holdimmo S.A.	85716	Wesimmo S.à r.l.	85721
L'Arancino S.à r.l.	85712	Wilmsdorfer Arcaden Luxco	85720
SA Torre Sàrl	85717	Zigolo	85718
Servimat S.A.	85717		

Sortalogic (Lux) Holding Company S.à r.l., Société à responsabilité limitée.

Capital social: EUR 2.282.775,00.

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

R.C.S. Luxembourg B 140.194.

Il résulte d'une résolution prise par l'actionnaire unique en date du 28 mai 2013 que:

- Monsieur Henri A. THOMPSONShareholder_resolution a démissionné de ses fonctions de gérant B; Munsbach, le 7 juin 2013.

Référence de publication: 2013074605/11.

(130091659) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Spice Industries Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 8.028.500,00.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 160.104.

Extrait des résolutions prises par l'associé unique de la société à Luxembourg le 07 June 2013

1. L'associé unique de la Société a accepté la démission de Monsieur Laurent GODINEAU de son mandat de gérant de la Société, ayant un pouvoir de signature B, avec effet au 19 avril 2013.

2. L'associé unique de la Société a décidé de nommer, pour une durée illimitée, Monsieur Daniel ADAM, employé privé, né le 23 avril 1971 à Messancy, Belgique, demeurant professionnellement à L-1130 Luxembourg, 37, rue d'Anvers, en qualité de gérant de la Société, ayant un pouvoir de signature B avec effet au 20 avril 2013.

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

Référence de publication: 2013074606/15.

(130091527) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Star Fashion S.A., Société Anonyme.

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

R.C.S. Luxembourg B 171.801.

Les statuts coordonnés au 27 mai 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Marc Loesch

Notaire

Référence de publication: 2013074607/11.

(130091553) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Highland VIIB - PRI (1) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 90.841,00.

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

R.C.S. Luxembourg B 146.565.

In the year two thousand and thirteen, on the twenty-fifth day of April,

before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held an extraordinary general meeting (the Meeting) of the sole shareholder of Highland VIIB - PRI (1) S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 6, rue Guillaume Schneider, L-2522 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 146.565 (the Company). The Company was incorporated on May 14, 2009, pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand-Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations number 1278 dated July 2, 2009. The articles of association of the Company (the Articles) have been amended for the last time on December 10, 2012, pursuant to a deed of Maître Henri Hellinckx, prenamed, published in the Mémorial C, Recueil des Sociétés et Associations number 843 dated April 10, 2013.

There appeared:

Highland Capital Partners VII-B Limited Partnership, a limited partnership organised under the laws of the State of Delaware, having its registered office at One Broadway, 16th Floor, Cambridge, Massachusetts 02142, USA, registered with the Registrar of Companies of the State of Delaware under number 050884122-4052601 (the Sole Shareholder),

here represented by Maître Tulay Sonmez, attorney-at-law, professionally residing in Luxembourg, by virtue of a power of attorney given under private seal,

which power of attorney, after having been signed *ne varietur* by the proxyholder acting on behalf of the appearing parties and the undersigned notary, was attached to this deed for the purpose of registration.

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

I. The Sole Shareholder holds all of the twelve thousand five hundred (12,500) ordinary shares, thirteen thousand four hundred and twenty-seven (13,427) class A shares, one thousand eight hundred and fifty (1,850) class A1 shares, five thousand eight hundred and sixty-nine (5,869) class A2 shares, ten thousand seven hundred and five (10,705) class B shares, three thousand nine hundred and thirty-one (3,931) class C shares, six thousand two hundred and forty-five (6,245) class D shares, four thousand and thirty-five (4,035) class E shares and ten thousand four hundred and sixty-two (10,462) class F shares, all in registered form, having a nominal value of one euro (EUR 1) each, subscribed and fully paid-up, representing the entirety of the share capital of the Company.

II. The agenda of the Meeting is as follows:

1. Waiver of convening notices;

2. Decrease of the subscribed share capital of the Company by an amount of ten thousand four hundred and sixty-two euro (EUR 10,462), in order to bring the said share capital from its current amount of sixty-nine thousand and twenty-four euro (EUR 69,024), represented by twelve thousand five hundred (12,500) ordinary shares, thirteen thousand four hundred and twenty-seven (13,427) class A shares, one thousand eight hundred and fifty (1,850) class A1 shares, five thousand eight hundred and sixty-nine (5,869) class A2 shares, ten thousand seven hundred and five (10,705) class B shares, three thousand nine hundred and thirty-one (3,931) class C shares, six thousand two hundred and forty-five (6,245) class D shares, four thousand and thirty-five (4,035) class E shares and ten thousand four hundred and sixty-two (10,462) class F shares, all in registered form, having a nominal value of one euro (EUR 1) each, to an amount of fifty-eight thousand five hundred and sixty-two euro (EUR 58,562), by way of the redemption and cancellation of ten thousand four hundred and sixty-two (10,462) class F shares, being the entirety of the class F shares of the Company;

3. Creation of a new classes of shares, being the class A3 "tracker" shares (the Class A3 Shares), the class B1 "tracker" shares (the Class B1 Shares), the class E1 "tracker" shares (the Class E1 Shares), the class G "tracker" shares (the Class G Shares), the class H "tracker" shares (the Class H Shares) and the class I "tracker" shares (the Class I Shares), having a nominal value of one euro (EUR 1) each, which will have such rights and features as set out in the Articles as they are proposed to be amended in items 5. and 6. of this agenda;

4. Increase of the subscribed share capital of the Company by an amount of thirty-two thousand two hundred and seventy-nine euro (EUR 32,279) in order to bring the said share capital from its current amount of fifty-eight thousand five hundred and sixty-two euro (EUR 58,562), represented by twelve thousand five hundred (12,500) ordinary shares, thirteen thousand four hundred and twenty-seven (13,427) class A shares, one thousand eight hundred and fifty (1,850) class A1 shares, five thousand eight hundred and sixty-nine (5,869) class A2 shares, ten thousand seven hundred and five (10,705) class B shares, three thousand nine hundred and thirty-one (3,931) class C shares, six thousand two hundred and forty-five (6,245) class D shares and four thousand and thirty-five (4,035) class E shares, all in registered form, having a nominal value of one euro (EUR 1) each, to an amount of ninety thousand eight hundred and forty-one euro (EUR 90,841), by way of the issue of eleven thousand one hundred and seventy-six (11,176) new Class A3 Shares, six thousand seven hundred and four (6,704) new Class B1 Shares, three thousand and twenty-four (3,024) new Class E1 Shares, five thousand five hundred and three (5,503) new Class G Shares, four thousand six hundred and ninety-five (4,695) new Class H Shares and one thousand one hundred and seventy-seven (1,177) new Class I Shares;

5. Subscription for the new shares and payment of the share capital increase specified under item 4. above;

6. Amendment to article 5.1. of the Articles in order to reflect (i) the redemption and cancellation of the class F shares and (ii) the creation and issuance of new Class A3 Shares, Class B1 Shares, Class E1 Shares, Class G Shares, Class H Shares and Class I Shares, as proposed above;

7. Amendment to article 16.2. of the Articles;

8. Amendment to the shareholder's register of the Company in order to reflect the above changes with power and authority given to any manager of the Company, to any lawyer or employee of Stibbe Avocats in Luxembourg and to any partner or employee of Capita Fiduciary Group, acting individually, to proceed on behalf of the Company with the registration of the newly issued shares in the shareholder's register of the Company; and

9. Miscellaneous.

Now, therefore, the appearing party, acting through its proxyholder, has requested the undersigned notary to record the following resolutions:

First resolution

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

Second resolution

The Meeting resolves to decrease the subscribed share capital of the Company by an amount of ten thousand four hundred and sixty-two euro (EUR 10,462), in order to bring the said share capital from its current amount of sixty-nine thousand and twenty-four euro (EUR 69,024), represented by twelve thousand five hundred (12,500) ordinary shares, thirteen thousand four hundred and twenty-seven (13,427) class A shares, one thousand eight hundred and fifty (1,850) class A1 shares, five thousand eight hundred and sixty-nine (5,869) class A2 shares, ten thousand seven hundred and five (10,705) class B shares, three thousand nine hundred and thirty-one (3,931) class C shares, six thousand two hundred and forty-five (6,245) class D shares, four thousand and thirty-five (4,035) class E shares and ten thousand four hundred and sixty-two (10,462) class F shares, all in registered form, having a nominal value of one euro (EUR 1) each, to an amount of fifty-eight thousand five hundred and sixty-two euro (EUR 58,562), by way of the redemption at the nominal value and cancellation of ten thousand four hundred and sixty-two (10,462) class F shares, being the entirety of the class F shares of the Company.

Third resolution

The Meeting further resolves to create new classes of shares of the Company, being the class A3 "tracker" shares (the Class A3 Shares), the class B1 "tracker" shares (the Class B1 Shares), the class E1 "tracker" shares (the Class E1 Shares), the class G "tracker" shares (the Class G Shares), the class H "tracker" shares (the Class H Shares) and the class I "tracker" shares (the Class I Shares), having a nominal value of one euro (EUR 1) each, which will have such rights and features as set out in the Articles as they will be amended pursuant to the below resolutions.

Fourth resolution

The Meeting resolves to increase the share capital of the Company by an amount of thirty-two thousand two hundred and seventy-nine euro (EUR 32,279) in order to bring the said share capital from its current amount of fifty-eight thousand five hundred and sixty-two euro (EUR 58,562), represented by twelve thousand five hundred (12,500) ordinary shares, thirteen thousand four hundred and twenty-seven (13,427) class A shares, one thousand eight hundred and fifty (1,850) class A1 shares, five thousand eight hundred and sixty-nine (5,869) class A2 shares, ten thousand seven hundred and five (10,705) class B shares, three thousand nine hundred and thirty-one (3,931) class C shares, six thousand two hundred and forty-five (6,245) class D shares and four thousand and thirty-five (4,035) class E shares, all in registered form, having a nominal value of one euro (EUR 1) each, to an amount of ninety thousand eight hundred and forty-one euro (EUR 90,841), by way of the issue of eleven thousand one hundred and seventy-six (11,176) new Class A3 Shares, six thousand seven hundred and four (6,704) new Class B1 Shares, three thousand and twenty-four (3,024) new Class E1 Shares, five thousand five hundred and three (5,503) new Class G Shares, four thousand six hundred and ninety-five (4,695) new Class H Shares and one thousand one hundred and seventy-seven (1,177) new Class I Shares.

Fifth resolution

The Meeting resolves to accept and record the following subscriptions to and full payment of the share capital increase as follows:

Subscription and Payment

Highland Capital Partners VII-B Limited Partnership, prenamed and represented as stated above, declares to subscribe to:

(i) eleven thousand one hundred and seventy-six (11,176) newly issued Class A3 Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of eleven thousand one hundred seventy-six euro and seventy-five cents (EUR 11,176.75), of which (i) eleven thousand one hundred and seventy-six euro (EUR 11,176) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. seventy-five cents (EUR 0.75) to the share premium account of the Company connected to the Class A3 Shares, by way of a contribution in kind consisting of a receivable in an amount of eleven thousand one hundred seventy-six euro and seventy-five cents (EUR 11,176.75) that it held against the Company (the Receivable 1);

(ii) six thousand seven hundred and four (6,704) newly issued Class B1 Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of six thousand seven hundred four euro and eighty cents (EUR 6,704.80), of which (i) six thousand seven hundred and four euro (EUR 6,704) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. eighty cents (EUR 0.80) to the share premium account of the Company connected to the Class B1 Shares, by way of a contribution in kind consisting of a receivable in an amount of six thousand seven hundred four euro and eighty cents (EUR 6,704.80) that it held against the Company (the Receivable 2);

(iii) three thousand and twenty-four (3,024) newly issued Class E1 Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of three thousand twenty-four euro and ninety-five cents (EUR 3,024.95), of which (i) three thousand and twenty-four euro (EUR 3,024) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. ninety-five cents (EUR 0.95) to the share premium account of the Company connected to the Class E1 Shares, by way of a contribution in kind consisting of a receivable in an amount of three thousand twenty-four euro and ninety-five cents (EUR 3,024.95) that it held against the Company (the Receivable 3);

(iv) five thousand five hundred and three (5,503) newly issued Class G Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of five thousand five hundred three euro and eighty-nine cents (EUR 5,503.89), of which (i) five thousand five hundred and three euro (EUR 5,503) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. eighty-nine cents (EUR 0.89) to the share premium account of the Company connected to the Class G Shares, by way of a contribution in kind consisting of a receivable in an amount of five thousand five hundred three euro and eighty-nine cents (EUR 5,503.89) that it held against the Company (the Receivable 4);

(v) four thousand six hundred and ninety-five (4,695) newly issued Class H Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of four thousand six hundred ninety-five euro and twenty-six cents (EUR 4,695.26), of which (i) four thousand six hundred and ninety-five euro (EUR 4,695) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. twenty-six cents (EUR 0.26) to the share premium account of the Company connected to the Class H Shares, by way of a contribution in kind consisting of a receivable in an amount of four thousand six hundred ninety-five euro and twenty-six cents (EUR 4,695.26) that it held against the Company (the Receivable 5); and

(vi) one thousand one hundred and seventy-seven (1,177) newly issued Class I Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of one thousand one hundred seventy-seven euro and thirteen cents (EUR 1,177.13), of which (i) one thousand one hundred and seventy-seven euro (EUR 1,177) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. thirteen cents (EUR 0.13) to the share premium account of the Company connected to the Class I Shares, by way of a contribution in kind consisting of a receivable in an amount of one thousand one hundred seventy-seven euro and thirteen cents (EUR 1,177.13) that it held against the Company (the Receivable 6, and together with the Receivable 1, the Receivable 2, the Receivable 3, the Receivable 4 and the Receivable 5, the Receivables).

Further, it was evidenced by a certificate dated April 24, 2013, issued jointly by Highland Capital Partners VII-B Limited Partnership and the Company, that at the date of such certificate:

«1. the Sole Shareholder is the owner of the Receivables;

2. the Sole Shareholder is solely entitled to the Receivables and possesses the power to dispose of the Receivables, which are freely transferable; and

3. the value of the Receivable 1 is eleven thousand one hundred seventy-six euro and seventy-five cents (EUR 11,176.75), the value of the Receivable 2 is six thousand seven hundred four euro and eighty cents (EUR 6,704.80), the value of the Receivable 3 is three thousand twenty-four euro and ninety-five cents (EUR 3,024.95), the value of the Receivable 4 is five thousand five hundred three euro and eighty-nine cents (EUR 5,503.89), the value of the Receivable 5 is four thousand six hundred ninety-five euro and twenty-six cents (EUR 4,695.26) and the value of the Receivable 6 is one thousand one hundred seventy-seven euro and thirteen cents (EUR 1,177.13).»

Said certificate, after having been signed *ne varietur* by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to the present deed for the purpose of registration.

The Sole Shareholder resolves to record that the shareholding in the Company is, further the increase in share capital, as follows:

	Shares
Highland Capital Partners VII-B Limited Partnership	12,500 Ordinary Shares
	13,427 Class A Shares
	1,850 Class A1 Shares
	5,869 Class A2 Shares
	11,176 Class A3 Shares
	10,705 Class B Shares
	6,704 Class B1 Shares
	3,931 Class C Shares
	6,245 Class D Shares
	4,035 Class E Shares
	3,024 Class E1 Shares
	5,503 Class G Shares
	4,695 Class H Shares
	1,177 Class I Shares
Total:	90,841 Shares

Sixth resolution

As a consequence of the above resolutions, the Meeting resolves to amend Article 5.1. of the Articles which shall be reworded as follows:

" **5.1.** The Company's corporate capital is set at ninety thousand eight hundred and forty-one euro (EUR 90,841) represented by twelve thousand five hundred (12,500) ordinary shares in registered form, having a nominal value of one euro (EUR 1) each (the Ordinary Shares, and individually, an Ordinary Share), thirteen thousand four hundred and twenty-seven (13,427) class A shares in registered form having a nominal value of one euro (EUR 1) each (the Class A Shares, and individually, a Class A Share), one thousand eight hundred and fifty (1,850) class A1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A1 Shares, and individually, a Class A1 Share), five thousand eight hundred and sixty-nine (5,869) class A2 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A2 Shares, and individually, a Class A2 Share), eleven thousand one hundred and seventy-six (11,176) class A3 Shares in registered form having a nominal value of one euro (EUR 1) each (the Class A3 Shares, and individually, a Class A3 Share), ten thousand seven hundred and five (10,705) class B shares in registered form having a nominal value of one euro (EUR 1) each (the Class B Shares, and individually, a Class B Share), six thousand seven hundred and four (6,704) class B1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class B1 Shares, and individually, a Class B1 Share), three thousand nine hundred and thirty-one (3,931) class C shares in registered form having a nominal value of one euro (EUR 1) each (the Class C Shares, and individually, a Class C Share), six thousand two hundred and forty-five (6,245) class D shares in registered form having a nominal value of one euro (EUR 1) each (the Class D Shares, and individually, a Class D Share), four thousand and thirty-five (4,035) class E shares in registered form having a nominal value of one euro (EUR 1) each (the Class E Shares, and individually, a Class E Share), three thousand and twenty-four (3,024) class E1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class E1 Shares, and individually, a Class E1 Share), five thousand five hundred and three (5,503) class G shares in registered form having a nominal value of one euro (EUR 1) each (the Class G Shares, and individually, a Class G Share), four thousand six hundred and ninety-five (4,695) class H shares in registered form having a nominal value of one euro (EUR 1) each (the Class H Shares, and individually, a Class H Share) and one thousand one hundred and seventy-seven (1,177) class I shares in registered form having a nominal value of one euro (EUR 1) each (the Class I Shares, and individually, a Class I Share and together with the Ordinary Shares, the Class A Shares, the Class A1 Shares, the Class A2 Shares, the Class A3 Shares, the Class B Shares, the Class B1 Shares, the Class C Shares, the Class D Shares, the Class E Shares, the Class E1 Shares, the Class G Shares, the Class H Shares and the Class I Shares, the Shares, and individually and irrespectively to the class of shares it belongs, a Share).

The Company may also create and issue additional classes of shares to be designated distinctively as a class that will track the performance and returns of the underlying assets that they will track. The Ordinary Shares, the Class A Shares, the Class A1 Shares, the Class A2 Shares, the Class A3 Shares, the Class B Shares, the Class B1 Shares, the Class C Shares, the Class D Shares, the Class E Shares, the Class E1 Shares, the Class G Shares, the Class H Shares and the Class I Shares constitute separate classes of shares in the Company, but rank *pari passu* in all respects save as hereinafter specifically provided.

The Class A Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A shares of its fully owned subsidiary, Highland VIIB - PRI (2) S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and organized under the laws of the Grand Duchy of Luxembourg, with its registered office at 6, rue Guillaume Schneider, L-2522 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 146.566 (the Subsidiary).

The Class A1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A1 shares of the Subsidiary.

The Class A2 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A2 shares of the Subsidiary.

The Class A3 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A3 shares of the Subsidiary.

The Class B Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class B shares of the Subsidiary.

The Class B1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class B1 shares of the Subsidiary.

The Class C Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class C shares of the Subsidiary.

The Class D Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class D shares of the Subsidiary.

The Class E Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class E shares of the Subsidiary.

The Class E1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class E1 shares of the Subsidiary.

The Class G Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class G shares of the Subsidiary.

The Class H Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class H shares of the Subsidiary.

The Class I Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class I shares of the Subsidiary."

Seventh resolution

As a consequence of the above resolutions, the Meeting further resolves to amend Article 16.2. of the Articles which shall be reworded as follows:

" **16.2.** After the allocation of any profits to the statutory reserve account and subject to any mandatory provisions of the law, all further profits shall be distributed and paid as follows:

(a) the holders of the shares of each class, pro rata to the capital invested by each of them in respect of their shares (nominal value and, as the case may be, share premium), shall be entitled to a dividend equal to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the assets acquired with the proceeds of the subscription for the shares of such class, minus (ii) any costs directly related to such investment, items (i) and (ii) to be determined by the board of managers;

(b) for the avoidance of any doubt:

- the holders of the Class A Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A shares of the Subsidiary (the Class A Investment Net Income), minus (ii) any costs directly related to the Class A Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A1 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A1 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A1 shares of the Subsidiary (the Class A1 Investment Net Income), minus (ii) any costs directly related to the Class A1 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A2 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A2 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A2 shares of the Subsidiary (the Class A2 Investment Net Income), minus (ii) any costs directly related to the Class A2 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A3 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A3 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A3 shares of the Subsidiary (the Class A3 Investment Net Income), minus (ii) any costs directly related to the Class A3 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class B Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class B Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class B shares of the Subsidiary (the

Class B Investment Net Income), minus (ii) any costs directly related to the Class B Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class B1 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class B1 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class B1 shares of the Subsidiary (the Class B1 Investment Net Income), minus (ii) any costs directly related to the Class B1 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class C Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class C Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class C shares of the Subsidiary (the Class C Investment Net Income), minus (ii) any costs directly related to the Class C Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class D Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class D Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class D shares of the Subsidiary (the Class D Investment Net Income), minus (ii) any costs directly related to the Class D Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class E Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class E Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class E shares of the Subsidiary (the Class E Investment Net Income), minus (ii) any costs directly related to the Class E Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class E1 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class E1 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class E1 shares of the Subsidiary (the Class E1 Investment Net Income), minus (ii) any costs directly related to the Class E1 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class G Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class G Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class G shares of the Subsidiary (the Class G Investment Net Income), minus (ii) any costs directly related to the Class G Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class H Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class H Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class H shares of the Subsidiary (the Class H Investment Net Income), minus (ii) any costs directly related to the Class H Investment Net Income, items (i) and (ii) to be determined by the board of managers; and

- the holders of the Class I Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class I Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class I shares of the Subsidiary (the Class I Investment Net Income), minus (ii) any costs directly related to the Class I Investment Net Income, items (i) and (ii) to be determined by the board of managers;

(c) the general meeting of the shareholders has discretionary power to dispose of the remainder (if any) of the profits which are not derived by the Company from a specific investment which performance and returns are tracked by a particular class of shares. It may in particular allocate such profit to the payment of a dividend, transfer it to the reserve or carry it forward. In case of declaration of payment by the general meeting of the shareholders of all or part of the remainder of the profits as dividends, such dividends will be paid to the holders of Ordinary Shares on a pro rata basis to the number of Ordinary Shares held by them."

Eighth resolution

The Meeting resolves to amend the register of shareholders of the Company in order to reflect the above changes and empowers and authorised any manager of the Company, any lawyer or employee of Stibbe Avocats in Luxembourg

and any partner or employee of Capita Fiduciary Group, acting individually, to proceed on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company.

There being no further business, the Meeting is closed.

Estimate of Costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximatively one thousand eight hundred euro (EUR 1,800.-).

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

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

The document having been read to the proxyholder of the appearing parties, the said person signed together with the notary the present original deed.

Suit la version française du texte qui précède:

L'an deux mille treize, le vingt-cinquième jour du mois d'avril,

par-devant Nous, Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

s'est tenue une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Highland VII B - PRI (1) S.à r.l., une société à responsabilité limitée de droit luxembourgeois ayant son siège social au 6, rue Guillaume Schneider, L-2522 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 146.565 (la Société). La Société a été constituée le 14 mai 2009 suivant un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1278 du 2 juillet 2009. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois en date du 10 décembre 2012 suivant un acte Maître Henri Hellinckx, préqualifié, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 843 du 10 avril 2013.

A comparu:

Highland Capital Partners VII-B Limited Partnership, une société en commandite (limited partnership) organisée selon les lois de l'Etat du Delaware, ayant son siège social au One Broadway, 16th Floor, Cambridge, Massachusetts 02142, USA, immatriculée au Registre des Sociétés de l'Etat du Delaware sous le numéro 050884122-4052601 (l'Associé Unique),

ici représentée par Maître Tulay Sonmez, Avocat à la Cour, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé;

Ladite procuration, après avoir été signées ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour être soumises avec lui aux formalités d'enregistrement.

La partie comparante, représentée comme décrit ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

I. L'Associé Unique détient les douze mille cinq cents (12.500) parts sociales ordinaires, les treize mille quatre cent vingt-sept (13.427) parts sociales de classe A, les mille huit cent cinquante (1.850) parts sociales de classe A1, les cinq mille huit cent soixante-neuf (5.869) parts sociales de classe A2, les dix mille sept cent cinq (10.705) parts sociales de classe B, les trois mille neuf cent trente et une (3.931) parts sociales de classe C, les six mille deux cent quarante-cinq (6.245) parts sociales de classe D, les quatre mille trente-cinq (4.035) parts sociales de classe E et les dix mille quatre cent soixante-deux (10.462) parts sociales de classe F, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, souscrites et entièrement libérées, représentant l'intégralité du capital social de la Société.

II. L'ordre du jour de l'Assemblée est libellé comme suit:

1. Renonciation aux formalités de convocation;

2. Réduction du capital social de la Société d'un montant de dix mille quatre cent soixante-deux euros (EUR 10.462) afin de le porter de son montant actuel de soixante-neuf mille vingt-quatre euros (EUR 69.024), représenté par douze mille cinq cents (12.500) parts sociales ordinaires, treize mille quatre cent vingt-sept (13.427) parts sociales de classe A, mille huit cent cinquante (1.850) parts sociales de classe A1, cinq mille huit cent soixante-neuf (5.869) parts sociales de classe A2, dix mille sept cent cinq (10.705) parts sociales de classe B, trois mille neuf cent trente et une (3.931) parts sociales de classe C, six mille deux cent quarante-cinq (6.245) parts sociales de classe D, quatre mille trente-cinq (4.035) parts sociales de classe E et dix mille quatre cent soixante-deux (10.462) parts sociales de classe F, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, à cinquante-huit mille cinq cent soixante-deux euros (EUR 58.562) par le rachat et l'annulation de dix mille quatre cent soixante-deux (10.462) parts sociales de classe F, représentant l'intégralité des parts sociales de classe F;

3. Création de nouvelles classes de parts sociales, soit les parts sociales de classe A3 (les Parts Sociales de Classe A3), les parts sociales de classe B1 (les Parts Sociales de Classe B1), les parts sociales de classe E1 (les Parts Sociales de Classe E1), les parts sociales de classe G (les Parts Sociales de Classe G), les parts sociales de classe H (les Parts Sociales de Classe H) et les parts sociales de classe I (les Parts Sociales de Classe I), ayant une valeur nominale de un euro (EUR 1)

chacune, qui auront les droits et caractéristiques tels qu'exposés dans les Statuts qui font l'objet d'une modification concernant les points 5. et 6. du présent ordre du jour;

4. Augmentation du capital social de la Société d'un montant de trente-deux mille deux cent soixante-dix-neuf euros (EUR 32.279) afin de porter le capital social de son montant actuel de cinquante-huit mille cinq cent soixante-deux euros (EUR 58.562) représenté par douze mille cinq cents (12.500) parts sociales ordinaires, les treize mille quatre cent vingt-sept (13.427) parts sociales de classe A, mille huit cent cinquante (1.850) parts sociales de classe A1, cinq mille huit cent soixante-neuf (5.869) parts sociales de classe A2, dix mille sept cent cinq (10.705) parts sociales de classe B, trois mille neuf cent trente et une (3.931) parts sociales de classe C, six mille deux cent quarante-cinq (6.245) parts sociales de classe D et quatre mille trente-cinq (4.035) parts sociales de classe E, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, à quatre-vingt-dix mille huit cent quarante et un euros (EUR 90.841), par l'émission de onze mille cent soixante-seize (11.176) nouvelles Parts Sociales de Classe A3, six mille sept cent quatre (6.704) nouvelles Parts Sociales de Classe B1, trois mille vingt-quatre (3.024) nouvelles Parts Sociales de Classe E1, cinq mille cinq cent trois (5.503) nouvelles Parts Sociales de Classe G, quatre mille six cent quatre-vingt-quinze (4.695) nouvelles Parts Sociales de Classe H et mille cent soixante-dix-sept (1.177) nouvelles Parts Sociales de Classe I;

5. Souscription aux nouvelles parts sociales et libération de l'augmentation du capital social mentionnée au point 4. ci-dessus;

6. Modification de l'article 5.1. des Statuts afin de refléter (i) le rachat et l'annulation des parts sociales de classe F et (ii) la création et l'émission des nouvelles Parts Sociales de Classe A3, Parts Sociales de Classe B1, Parts Sociales de Classe E1, Parts Sociales de Classe G, Parts Sociales de Classe H et Parts Sociales de Classe I, telles que mentionnées ci-dessus;

7. Modification de l'article 16.2. des Statuts;

8. Modification du registre des associés de la Société, afin d'y faire figurer les modifications ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société, à tout avocat ou employé de Stibbe Avocats à Luxembourg et à tout associé ou employé de Capita Fiduciary Group, agissant individuellement, pour procéder pour le compte de la Société à l'inscription des parts sociales nouvellement renommées dans le registre des associés de la Société; et

9. Divers.

Ces faits exposés, la partie comparante, agissant par le biais de son mandataire, a requis le notaire instrumentant d'enregistrer les résolutions suivantes:

Première résolution

La totalité du capital social de la Société étant représentée, l'Assemblée renonce aux formalités de convocation, l'Associé Unique représenté à l'Assemblée se considérant lui-même comme ayant été dûment convoqués et déclarant avoir une parfaite connaissance de l'ordre du jour qui lui a été communiqué au préalable.

Deuxième résolution

L'Assemblée décide de réduire le capital social de la Société d'un montant de dix mille quatre cent soixante-deux euros (EUR 10.462) afin de le porter de son montant actuel de soixante-neuf mille vingt-quatre euros (EUR 69.024), représenté par douze mille cinq cents (12.500) parts sociales ordinaires, treize mille quatre cent vingt-sept (13.427) parts sociales de classe A, mille huit cent cinquante (1.850) parts sociales de classe A1, cinq mille huit cent soixante-neuf (5.869) parts sociales de classe A2, dix mille sept cent cinq (10.705) parts sociales de classe B, trois mille neuf cent trente et une (3.931) parts sociales de classe C, six mille deux cent quarante-cinq (6.245) parts sociales de classe D, quatre mille trente-cinq (4.035) parts sociales de classe E et dix mille quatre cent soixante-deux (10.462) parts sociales de classe F, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, à cinquante-huit mille cinq cent soixante-deux euros (EUR 58.562) par le rachat à la valeur nominale et l'annulation de dix mille quatre cent soixante-deux (10.462) parts sociales de classe F, représentant l'intégralité des parts sociales de classe F.

Troisième résolution

L'Assemblée décide de créer de nouvelles classes de parts sociales, soit les parts sociales de classe A3 (les Parts Sociales de Classe A3), les parts sociales de classe B1 (les Parts Sociales de Classe B1), les parts sociales de classe E1 (les Parts Sociales de Classe E1), les parts sociales de classe G (les Parts Sociales de Classe G), les parts sociales de classe H (les Parts Sociales de Classe H) et les parts sociales de classe I (les Parts Sociales de Classe I), ayant une valeur nominale de un euro (EUR 1) chacune, qui auront les droits et caractéristiques tels qu'exposés dans les Statuts tels que modifiés en vertu des résolutions suivantes.

Quatrième résolution

L'Assemblée décide d'augmenter le capital social souscrit de la Société d'un montant de trente-deux mille deux cent soixante-dix-neuf euros (EUR 32.279) afin de porter le capital social de son montant actuel de cinquante-huit mille cinq cent soixante-deux euros (EUR 58.562) représenté par douze mille cinq cents (12.500) parts sociales ordinaires, les treize mille quatre cent vingt-sept (13.427) parts sociales de classe A, mille huit cent cinquante (1.850) parts sociales de classe A1, cinq mille huit cent soixante-neuf (5.869) parts sociales de classe A2, dix mille sept cent cinq (10.705) parts sociales de classe B, trois mille neuf cent trente et une (3.931) parts sociales de classe C, six mille deux cent quarante-cinq (6.245) parts sociales de classe D et quatre mille trente-cinq (4.035) parts sociales de classe E, toutes sous forme nominative,

ayant une valeur nominale d'un euro (EUR 1) chacune, à quatre-vingt-dix mille huit cent quarante et un euros (EUR 90.841), par l'émission de onze mille cent soixante-seize (11.176) nouvelles Parts Sociales de Classe A3, six mille sept cent quatre (6.704) nouvelles Parts Sociales de Classe B1, trois mille vingt-quatre (3.024) nouvelles Parts Sociales de Classe E1, cinq mille cinq cent trois (5.503) nouvelles Parts Sociales de Classe G, quatre mille six cent quatre-vingt-quinze (4.695) nouvelles Parts Sociales de Classe H et mille cent soixante-dix-sept (1.177) nouvelles Parts Sociales de Classe I.

Cinquième résolution

L'Assemblée décide d'accepter et d'enregistrer la souscription suivante aux nouvelles Parts Sociales de Classe F et la libération intégrale de l'augmentation du capital social:

Souscription et Libération

Highland Capital Partners VII-B Limited Partnership, préqualifiée et représentée comme décrit ci-dessus, déclare souscrire à:

(i) onze mille cent soixante-seize (11.176) Parts Sociales de Classe A3 nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de onze mille cent soixante-seize euros et soixante-quinze cents (EUR 11.176,75), dont (i) onze mille cent soixante-seize euros (EUR 11.176) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. soixante-quinze cents (EUR 0,75) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe A3, par un apport en nature composé d'une créance d'un montant de onze mille cent soixante-seize euros et soixante-quinze cents (EUR 11.176,75) qu'elle détient envers la Société (la Créance 1);

(ii) six mille sept cent quatre (6.704) Parts Sociales de Classe B1 nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de six mille sept cent quatre euros et quatre-vingt cents (EUR 6.704,80), dont (i) six mille sept cent quatre euros (EUR 6.704) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. quatre-vingt cents (EUR 0,80) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe B1, par un apport en nature composé d'une créance d'un montant de six mille sept cent quatre euros et quatre-vingt cents (EUR 6.704,80) qu'elle détient envers la Société (la Créance 2);

(iii) trois mille vingt-quatre (3.024) Parts Sociales de Classe E1 nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de trois mille vingt-quatre euros et quatre-vingt-quinze cents (EUR 3.024,95), dont (i) trois mille vingt-quatre euros (EUR 3.024) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. quatre-vingt-quinze cents (EUR 0,95) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe E1, par un apport en nature composé d'une créance d'un montant de trois mille vingt-quatre euros et quatre-vingt-quinze cents (EUR 3.024,95) qu'elle détient envers la Société (la Créance 3);

(iv) cinq mille cinq cent trois (5.503) Parts Sociales de Classe G nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de cinq mille cinq cent trois euros et quatre-vingt-neuf cents (EUR 5.503,89), dont (i) cinq mille cinq cent trois euros (EUR 5.503) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. quatre-vingt-neuf cents (EUR 0,89) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe G, par un apport en nature composé d'une créance d'un montant de cinq mille cinq cent trois euros et quatre-vingt-neuf cents (EUR 5.503,89) qu'elle détient envers la Société (la Créance 4);

(v) quatre mille six cent quatre-vingt-quinze (4.695) Parts Sociales de Classe H nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de quatre mille six cent quatre-vingt-quinze euros et vingt-six cents (EUR 4.695,26), dont (i) quatre mille six cent quatre-vingt-quinze euros (EUR 4.695) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. vingt-six cents (EUR 0,26) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe H, par un apport en nature composé d'une créance d'un montant de quatre mille six cent quatre-vingt-quinze euros et vingt-six cents (EUR 4.695,26) qu'elle détient envers la Société (la Créance 5); et

(vi) mille cent soixante-dix-sept (1.177) Parts Sociales de Classe I nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de mille cent soixante-dix-sept euros et treize cents (EUR 1.177,13), dont (i) mille cent soixante-dix-sept euros (EUR 1.177) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. treize cents (EUR 0,13) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe I, par un apport en nature composé d'une créance d'un montant de mille cent soixante-dix-sept euros et treize cents (EUR 1.177,13) qu'elle détient envers la Société (la Créance 6, et ensemble avec la Créance 1, la Créance 2, la Créance 3, la Créance 4 et la Créance 5, les Créances).

De plus, il résulte d'un certificat en date du 24 avril 2013, émis conjointement par Highland Capital Partners VII-B Limited Partnership et la Société que, en date de ce certificat:

«1. L'Associé Unique est le propriétaire des Créances;

2. L'Associé Unique est le seul autorisé à détenir les Créances et a le pouvoir de disposer des Créances, qui sont librement cessibles; et

3. la valeur de la Créance 1 est de onze mille cent soixante-seize euros et soixante-quinze cents (EUR 11.176,75), la valeur de la Créance 2 est de six mille sept cent quatre euros et quatre-vingt cents (EUR 6.704,80), la valeur de la Créance 3 est de trois mille vingt-quatre euros et quatre-vingt-quinze cents (EUR 3.024,95), la valeur de la Créance 4 est de cinq

mille cinq cent trois euros et quatre-vingt-neuf cents (EUR 5.503,89), la valeur de la Créance 5 est de quatre mille six cent quatre-vingt-quinze euros et vingt-six cents (EUR 4.695,26) et la valeur de la Créance 6 est de mille cent soixante-dix-sept euros et treize cents (EUR 1.177,13).»

Ledit certificat, après avoir été signé ne varietur par le mandataire agissant pour le compte de la partie comparante et le notaire instrumentant, restera annexé au présent acte pour les formalités de l'enregistrement.

L'Assemblée décide de noter que suite à l'augmentation du capital social, l'actionnariat dans la Société se présente comme suit:

	Parts Sociales
Highland Capital Partners VII-B Limited Partnership	12.500 Parts Sociales Ordinaires
	13.427 Parts Sociales de Classe A
	1.850 Parts Sociales de Classe A1
	5.869 Parts Sociales de Classe A2
	11.176 Parts Sociales de Classe A3
	10.705 Parts Sociales de Classe B
	6.704 Parts Sociales de Classe B1
	3.931 Parts Sociales de Classe C
	6.245 Parts Sociales de Classe D
	4.035 Parts Sociales de Classe E
	3.024 Parts Sociales de Classe E1
	5.503 Parts Sociales de Classe G
	4.695 Parts Sociales de Classe H
	1.177 Parts Sociales de Classe I
Total:	90.841 Parts Sociales

Sixième résolution

En conséquence des résolutions qui précèdent, l'Assemblée décide de modifier l'article 5.1. des Statuts, qui aura désormais le libellé suivant:

" **5.1.** Le capital social de la Société est fixé à quatre-vingt-dix mille huit cent quarante et un euros (EUR 90.841), représenté par douze mille cinq cents (12.500) parts sociales ordinaires sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales Ordinaires et individuellement, une Part Sociale Ordinaire), treize mille quatre cent vingt-sept (13.427) parts sociales de classe A sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A, et individuellement, une Part Sociale de Classe A), mille huit cent cinquante (1.850) parts sociales de classe A1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A1, et individuellement, une Part Sociale de Classe A1), cinq mille huit cent soixante-neuf (5.869) parts sociales de classe A2 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A2, et individuellement, une Part Sociale de Classe A2), onze mille cent soixante-seize (11.176) parts sociales de classe A3 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A3, et individuellement, une Part Sociale de Classe A3), dix mille sept cent cinq (10.705) parts sociales de classe B sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe B, et individuellement, une Part Sociale de Classe B), six mille sept cent quatre (6.704) parts sociales de classe B1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe B1, et individuellement, une Part Sociale de Classe B1), trois mille neuf cent trente et une (3.931) parts sociales de classe C sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe C, et individuellement, une Part Sociale de Classe C), six mille deux cent quarante-cinq (6.245) parts sociales de classe D sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe D, et individuellement, une Part Sociale de Classe D), quatre mille trente-cinq (4.035) parts sociales de classe E sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe E, et individuellement, une Part Sociale de Classe E), trois mille vingt-quatre (3.024) parts sociales de classe E1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe E1, et individuellement, une Part Sociale de Classe E1), cinq mille cinq cent trois (5.503) parts sociales de classe G sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe G, et individuellement, une Part Sociale de Classe G), quatre mille six cent quatre-vingt-quinze (4.695) parts sociales de classe H sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe H, et individuellement, une Part Sociale de Classe H) et mille cent soixante-dix-sept (1.177) parts sociales de classe I sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe I, et individuellement, une Part Sociale de Classe I, et ensemble avec les Parts Sociales Ordinaires, les Parts Sociales de Classe A, les Parts Sociales de Classe A1, les Parts Sociales de Classe A2, les Parts Sociales de Classe A3, les Parts Sociales de Classe B, les Parts Sociales de Classe B1, les Parts Sociales de Classe C, les Parts Sociales de Classe D, les Parts Sociales de Classe E, les Parts Sociales de Classe E1, les Parts Sociales de Classe G, les Parts Sociales de Classe H et les Parts Sociales de Classe I, les Parts Sociales, et individuellement et indépendamment de la classe de parts sociales à laquelle elle appartient, une Part Sociale).

La Société peut également créer et émettre des autres classes de parts sociales qu'il faudra désigner différemment comme une classe qui tracera la performance et le rendement des actifs sous-jacents qu'elles suivront. Les Parts Sociales Ordinaires, les Parts Sociales de Classe A, les Parts Sociales de Classe A1, les Parts Sociales de Classe A2, les Parts Sociales de Classe A3, les Parts Sociales de Classe B, les Parts Sociales de Classe B1, les Parts Sociales de Classe C, les Parts Sociales de Classe D, les Parts Sociales de Classe E, les Parts Sociales de Classe E1, les Parts Sociales de Classe G, les Parts Sociales de Classe H et les Parts Sociales de Classe I forment des classes séparées de parts sociales dans la Société, mais ont les mêmes droits et obligations à tous égards sauf disposition particulière ci-après.

Les Parts Sociales de Classe A tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A de sa filiale détenue entièrement, Highland VI IB - PRI (2) S.à r.l., une société à responsabilité limitée constituée et organisée selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 6, rue Guillaume Schneider, L-2522 Luxembourg, immatriculée au Registre de Commerce et des Sociétés sous le numéro B 146.5616 (la Filiale).

Les Parts Sociales de Classe A1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A1 de la Filiale.

Les Parts Sociales de Classe A2 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A2 de la Filiale.

Les Parts Sociales de Classe A3 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A3 de la Filiale.

Les Parts Sociales de Classe B tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe B de la Filiale.

Les Parts Sociales de Classe B1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe B1 de la Filiale.

Les Parts Sociales de Classe C tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe C de la Filiale.

Les Parts Sociales de Classe D tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe D de la Filiale.

Les Parts Sociales de Classe E tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe E de la Filiale.

Les Parts Sociales de Classe E1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe E1 de la Filiale.

Les Parts Sociales de Classe G tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe G de la Filiale.

Les Parts Sociales de Classe H tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe H de la Filiale.

Les Parts Sociales de Classe I tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe I de la Filiale."

Septième résolution

En conséquence des résolutions qui précèdent, l'Assemblée décide de modifier l'article 16.2. des Statuts, qui aura désormais le libellé suivant:

" **16.2.** Après l'affectation de tous bénéfices au compte de réserve statutaire et sous réserve de toutes dispositions obligatoires légales, tous les autres bénéfices seront distribués et payés comme suit:

(a) Les détenteurs des parts sociales de chaque classe, au prorata du capital investi par chacun d'entre eux pour leurs parts sociales (valeur nominale et, selon le cas, prime d'émission), auront droit à un dividende égal à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les actifs acquis avec les produits de la

(b) En tout état de cause:

- [illegible]

boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe E1 de la Filiale (le Revenu Net d'Investissement de Classe E1), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe E1, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe G au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe G pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe G de la Filiale (le Revenu Net d'Investissement de Classe G), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe G, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe H au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe H pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe H de la Filiale (le Revenu Net d'Investissement de Classe H), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe H, les points (i) et (ii) devant être déterminés par le conseil de gérance; et

- les détenteurs des Parts Sociales de Classe I au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe I pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe I de la Filiale (le Revenu Net d'Investissement de Classe I), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe I, les points (i) et (ii) devant être déterminés par le conseil de gérance;

(c) L'assemblée générale des associés a le pouvoir discrétionnaire de disposer du surplus (le cas échéant) des bénéfices qui ne sont pas dérivés par la Société d'un investissement spécifique dont la performance et le rendement sont tracés par une classe de parts sociales spécifique. Elle peut en particulier affecter ce bénéfice au paiement d'un dividende, le transférer à la réserve ou le reporter. En cas de déclaration de paiement par l'assemblée générale des associés de la totalité ou d'une partie du surplus des bénéfices sous forme de dividendes, ces dividendes seront versés aux détenteurs des Parts Sociales Ordinaires sur une base proportionnelle au nombre de Parts Sociales Ordinaires qu'ils détiennent."

Huitième résolution

L'Assemblée décide de modifier le registre des associés de la Société, afin d'y faire figurer les modifications ci-dessus et donne pouvoir et autorité à tout gérant de la Société, à tout avocat ou employé de Stibbe Avocats à Luxembourg et à tout associé ou employé de Capita Fiduciary Group, agissant individuellement, pour procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société.

Plus aucun point ne figurant à l'ordre du jour, l'Assemblée est levée.

Estimation des frais

Les dépenses, frais, honoraires et charges de quelque nature que ce soit, qui incomberont à la société en raison du présent acte sont estimés à environ mille huit cents euros (EUR 1.800.-).

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

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

Et après lecture du présent acte faite au mandataire de la partie comparante, le mandataire a signé, ensemble avec le notaire, le présent acte original.

Signé: T. Sonmez et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 3 mai 2013. Relation: LAC/2013/20609. Reçu soixante-quinze euros Eur 75.-

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 11 juin 2013.

Référence de publication: 2013075728/762.

(130093438) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juin 2013.

SICAV-FIS Europe LBO V Porte Neuve, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 129.478.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

85696

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

Signatures.

Référence de publication: 2013074648/11.

(130091898) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

H.09 Roeser "Novus", Société à responsabilité limitée.

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

R.C.S. Luxembourg B 72.906.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 11/06/2013.

Référence de publication: 2013075721/10.

(130093414) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juin 2013.

Heerendam S.A./N.V, Société Anonyme.

Siège de direction effectif: L-1610 Luxembourg, 42-44, avenue de la Gare.

R.C.S. Luxembourg B 159.296.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Extrait sincère et conforme

HEERENDAM S.A./N.V.

Référence de publication: 2013075722/11.

(130093672) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juin 2013.

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

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 177.753.

STATUTES

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

Before Maître Francis Kessler, notary public established in Esch-sur-Alzette, Grand-Duchy of Luxembourg, undersigned.

Appears:

Hellebore Participations S.à r.l., a private limited liability company governed by the law of Luxembourg having its registered office at 65, boulevard Grande-Duchesse Charlotte -L-1331, Luxembourg, Grand Duchy of Luxembourg registered with the Luxembourg Trade and Companies Register under number B0174859,

here duly represented by Mrs Sofia Afonso Da Chao Conde, employee, with professional address at, 5, Rue Zenon Bernard, L-4030 Esch-sur-Alzette, Grand-Duchy of Luxembourg, by virtue of proxy given under private seal.

The before said proxy, being initialed "ne varietur" by the appearing party and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, in his capacity of which he acts, has requested the notary to draw up the following articles of incorporation (the "Articles of Incorporation") of a public limited liability company, which such party declare to incorporate:

Preliminary title

Accounting Currency	the currency used to draw-up the financial statement of the Company
Articles of Association	the articles of association of the Company as the same may be amended, supplemented and modified from time to time
Auditor	the auditor of the Company qualifying as an independent auditor (réviseur d'entreprises agréé), as further described in the Issuing Document and the Articles of Association
Board of Directors	the board of directors of the Company
Business Day	a full bank business day in Luxembourg

Agent	an entity appointed in accordance with Luxembourg laws and regulations and acting in its capacity as central administration agent and registrar and transfer agent
Class(es) of Shares / Class(es)	one or more classes of Shares that may be available in each Sub-fund, whose assets shall be commonly invested according to the investment objective of that Sub-fund, but where a specific sales and/or redemption charge structure, fee structure, distribution policy, target investor, denomination currency or hedging policy shall be applied as further detailed in the Issuing Document
Company	Hellebore Credit SICAV-FIS, a Luxembourg investment company with variable capital (société d'investissement à capital variable) - specialised investment fund (fonds d'investissement spécialisé) incorporated as a public limited liability company (société anonyme)
Company Law	the Luxembourg law of 10 August 1915 on commercial companies, as the same may be amended from time to time
CSSF	the Luxembourg supervisory authority of the financial sector, the Commission de Surveillance du Secteur Financier
Depository	a credit institution within the meaning of Luxembourg law dated 5 April 1993 relating to the financial sector, as amended, that may from time to time be appointed as depository of the Company
Direct Investment	eligible assets held directly by the Company
Director	a member of the Board of Directors of the Company
Euro/EUR	the lawful currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957) as the same may be amended from time to time
Initial Price	the subscription price at which the Shares of any Class are offered during the Initial Subscription Period as described in the Issuing Document
Initial Subscription Period	the initial subscription day or initial subscription period during which the Shares of any Class may be issued at the Initial Price as specified for each Class of any Subfund in the Issuing Document
Investment Manager(s)	Any person or entity as may subsequently be appointed as investment manager of the Company as further described in the Issuing Document
Investment Structure	Investment structures of any kind and nature which have been established for the purpose of investing in directly or indirectly and/or financing any kind of investments which are eligible under the SIF Law; such investment structures may have legal personality or not, be listed or unlisted, be regulated or unregulated, and be incorporated in any jurisdiction; such investments in Investment Structures will be made using all kind of equity and/or all kind of debt instruments (securitised or not) or combinations thereof
Issuing Document	the issuing document of the Company as the same may be amended, supplemented and modified from time to time
Minimum Holding	a minimum number of Shares or amount in the Reference Currency or Other Denomination Currency, which a Shareholder must hold in a given Sub-fund or Class as further detailed for the respective Sub-fund or Class in the Issuing Document
Minimum Subscription	a minimum number of Shares or amount in the Reference Currency or Other Denomination Currency, which a Shareholder must subscribe in a Sub-fund or Class as further detailed for the respective Sub-fund or Class in the Issuing Document
Multilateral Trading Facility / MTF	has the meaning as defined in Directive 2004/39/EC on markets in financial instruments
Net Asset Value / NAV	the net asset value of a given Sub-fund or Class as determined in accordance with the Articles of Association and in the Issuing Document
Other Denomination Currency	another denomination currency in which the Board of Directors may decide to calculate the Net Asset Value per Share of one or more Sub-fund(s)/Class(es) in addition to the Reference Currency as further detailed for the respective Sub-fund(s)/Class(es) in the Issuing Document. The Net Asset Value calculated in another denomination currency is the equivalent of the Net Asset Value in the Reference Currency converted at the prevailing exchange rate
Prohibited Person(s)	any person, firm, partnership or corporate body, if in the sole opinion of the Board such holding may be detrimental to the interests of the existing Shareholders or of the Company, if it may result in a breach of any law or regulation, whether Luxembourg

	or otherwise, or if as a result thereof the Company may become exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred; the term "Prohibited Person" includes any person, firm, partnership or corporate body, which does not meet the definition of Well-Informed Investors as described below or which qualifies as a US Person
Reference Currency	the currency in which the Net Asset Value of each Subfund is denominated, as specified for each Sub-fund in the Issuing Document
Redemption Price	the price at which the Share are redeemed, as further described of this Issuing Document
Regulated Market(s) Share(s)	has the meaning as defined in Directive 2004/39/EC on markets in financial instruments a share without par value of any Class of any Sub-fund in the capital of the Company, the details of which are specified in Issuing Document. For the avoidance of doubt, reference to "Share(s)" includes references to any Class(es) when reference to specific Class(es) is not required
Shareholder(s)	the holder of one or more Shares of any Class of any Sub-fund in the capital of the Company
SIF Law	the Luxembourg law of 13 February 2007 relating to specialised investment funds, as the same may be amended from time to time
Sub-fund	Any compartment of the Company whereby a distinct pool of assets managed according to a specific investment policy, as defined in the Issuing Document
Subscription Price	the subscription price at which the Shares of any Class are offered after the end of the Initial Subscription Period as further described the Issuing Document
Subscription Request	the written subscription request with all relevant documents to qualify as Shareholders submitted to the Agent in respect of a Sub-fund on a specific Class of Shares and setting forth the number of Shares or amount to be subscribed by such prospective investor
UCI(s)	regulated investment fund that is subject to risk diversification rules
US Persons	a citizen or resident of the United-States of America, a corporation, partnership or any other entity created in or under the laws of the United States of America or any person falling within the definition of the term "United States Person" under the 1933 Act
Valuation Day	has the meaning as defined in the Issuing Document
Well-Informed Investor	has the meaning ascribed to it in the SIF Law, and includes (a) institutional investors; (b) professional investors; and (c) any other well-informed investor who fulfils the following conditions: (i) has declared in writing his adhesion to the status of well-informed investor; and (ii) invests a minimum of one hundred twenty five thousand Euro (EUR 125,000) in the Company or has been the subject of an assessment made by a credit institution within the meaning of Directive 2006/48/EC, by an investment firm within the meaning of Directive 2004/39/EC or by a management company within the meaning of Directive 2001/107/EC certifying his expertise, his experience and his knowledge in adequately appraising an investment in the Company.

Name - Purpose - Registered office - Duration

Art. 1. Form of the Company. There is hereby formed a "société anonyme", public limited liability company (the "Company") qualified as an investment company with variable capital - specialised investment funds governed by the present Articles of Association, the Company Law and the SIF Law.

Art. 2. Name of the Company. The Company's name is "Hellebore CreditSICAV-FIS".

Art. 3. Registered office. The registered office of the Company is established in Luxembourg City, Grand-Duchy of Luxembourg.

The Board of Directors is authorised to transfer the registered office of the Company within the municipality of Luxembourg City. The registered office may be transferred to any other municipality in 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 Shareholders deliberating in the manner provided for any amendment to the Articles of Association.

Branches, subsidiaries or other offices may be established either in the Grand-Duchy of Luxembourg or abroad by a decision of the Board of Directors.

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

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available in a wide range of securities and other assets eligible under the SIF Law, with the objective of spreading investment risks and affording its Shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction, which it may deem useful for the accomplishment and development of its purpose to the full extent permitted under the SIF Law.

Art. 5. Duration of the Company. The Company is constituted for an unlimited duration.

Capital - Shares

Art. 6. Share capital, Classes and Categories of Shares. The share capital of the Company shall be represented by fully paid up Shares of no par value and shall at any time be equal to the total NAV of the Company pursuant to article 13 of these Articles of Association. The subscribed capital must reach the equivalent aggregate amount of one million two hundred and fifty thousand Euros (EUR 1,250,000) within the first twelve months following its approval by the CSSF, and thereafter may not be less than this amount.

The initial share capital of the Company shall be set at thirty-five thousand Euro (EUR 35,000.-) represented by seven (7) fully paid up shares.

For consolidation purposes, the Accounting Currency of the Company is the Euro.

The share capital of the Company may be increased or decreased as a result of the issue by the Company of new fully paid-up Shares or the repurchase by the Company of existing Shares from its Shareholders.

The Board of Directors of the Company may, at any time, establish several pools of assets, each constituting a Sub-fund (compartment) within the meaning of article 71 of the SIF Law.

The Board of Directors shall attribute a specific investment objective and policy, specific investment restrictions and a specific denomination to each Sub-fund.

The right of Shareholders and creditors regarding a Sub-fund or raised by the constitution, operation or liquidation of a Sub-fund are limited to the assets of this Sub-fund, and the assets of a Sub-fund will be answerable exclusively for the rights of the Shareholders relating to this Sub-fund and for those of the creditors whose claim arose in relation to the constitution, operation or liquidation of this Sub-fund. In the relations between the Company's Shareholders, each Sub-fund is treated as a separate entity.

The Board of Directors may, at any time, issue different Classes of Shares within one or more Sub-funds, which may differ, inter alia, in their fee structure, subscription and/or redemption procedures, minimum initial and subsequent investment and/or holding requirements, type of target investors and distribution policy applying to them as more fully described in the Issuing Document.

In each Sub-fund, each Class of Shares may be sub-divided into one or several category(ies) of Shares as more fully described in the Issuing Document.

The proceeds of the issue of each Class of Shares and/or category of Shares of a given Sub-fund shall be invested, in accordance with article 4 of these Articles of Association, in securities of any kind and other assets permitted by the SIF Law, pursuant to the investment objective and policy determined by the Board of Directors for the Sub-fund, subject to the investment restrictions provided by the law or determined by the Board of Directors.

For the purpose of determining the capital of the Company, the NAV attributable to each Sub-fund shall, if not denominated in EUR, be converted into EUR and the capital shall be the aggregate of the NAV of all Classes and categories of Shares of all Sub-funds.

Art. 7. Voting rights. Each share confers an identical voting right and each Shareholder has voting rights commensurate to his shareholding.

Art. 8. Form of Shares. All Shares are issued in registered form only.

All issued registered Shares of the Company shall be registered in the register of Shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company, the number of registered Shares held by him, the Class and category of Shares of each such Shares, the transfer of Shares and the dates of such transfer.

The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership on such registered Shares. The Company shall not issue certificates for such inscription, but each Shareholder shall receive a written confirmation of his shareholding. The Company treats the registered owner of a Share as the absolute and beneficial owner thereof.

Any transfer of registered Shares shall be made 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. The Company may also accept and enter in the register of Shareholders a transfer on the basis of correspondence or other documents recording the agreement of the transferor and transferee or accept as evidence of transfer any other instruments of transfer satisfactory to the Company.

Any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by any Director or any officer of the Company or by any other person duly authorized thereto by the Board of Directors.

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

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

The Company recognises only one owner per Share. If one or more Share(s) are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) must appoint a sole attorney to represent such shareholding in dealings with the Company. The failure to appoint such attorney shall result in a suspension of all rights attached to such Share(s). Moreover, in the case of joint Shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

The Company may decide to issue fractional Shares up to four decimals. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the NAV of the relevant Class and/or category of Shares on a pro rata basis.

Art. 9. Issuance of Shares. The Board of Directors is authorised, without any limitation, to issue at any time Shares fully paid up, in any Class and/or category of Shares and in any Sub-fund, without reserving the existing Shareholders a preferential right to subscribe for the Shares to be issued.

The Board of Directors may impose restrictions on the frequency at which Shares shall be issued. The Board of Directors may, in particular, decide that Shares in any Sub-fund, Class and/or category of Shares shall only be issued during one or more offering periods or at such other frequency as provided for in the Issuing Document. Any conditions to which the issue of Shares may be submitted will be detailed in the Issuing Document.

The Board of Directors may in its absolute discretion without liability reject any subscription in whole or in part, and the Board of Directors may, at any time and from time to time and in its absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class and/or category of Shares in any one or more Sub-funds.

The Board of Directors may, in the course of its sales activities and at its discretion, cease issuing Shares, refuse Subscription Requests in whole or in part and suspend or limit, in compliance with article 14 of these Articles of Association, their sale to individuals or corporate bodies in particular countries or areas, for specific periods or permanently.

Furthermore, the Board of Directors may impose conditions on the issue of Shares in any Sub-fund, Class and/or category of Shares (including without limitation the execution of such Subscription Requests and the provision of such information as the Board of Directors may determine to be appropriate) and may fix a Minimum Subscription amount and minimum amount of any additional investments, as well as a Minimum Holding amount which any Shareholder is required to comply. The Board of Directors may also at its own discretion waive such Minimum Subscription amount and minimum amount of any additional investments, as well as such Minimum Holding amount which any Shareholder is required to comply. Shares shall be issued at the Subscription Price applicable to the relevant Sub-fund, Class and/or category of Shares as determined by the Board of Directors and disclosed in the Issuing Document. The Board of Directors may also, in respect of any one given Sub-fund, Class of Shares and/or category of Shares, levy a subscription charge and has the right to waive partly or entirely this subscription charge. Any taxes, commissions and other fees incurred in the respective countries in which the Shares of the Company are marketed will also be charged.

Shares shall be allotted only upon acceptance of the subscription and payment of the Subscription Price. The payment of the Subscription Price will be made under the conditions and within the time limits as determined by the Board of Directors and described in the Issuing Document.

The Company may agree to issue Shares as consideration for a contribution in kind of assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from an auditor qualifying as a réviseur d'entreprises agréé. Specific provisions relating to in kind contribution will be detailed in the Issuing Document, if applicable.

The Board of Directors may delegate to any duly authorised Director, manager, officer or to any other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new Shares to be issued and to deliver them.

Art. 10. Redemption of Shares. Under the restrictions, terms and procedures as set forth in the Issuing Document, Shares may be redeemed at the request of Shareholders, if permitted for each Sub-fund in the Issuing Document.

If the Minimum Holding in a Sub-fund and/or Class as set out in the Issuing Document for the relevant Sub-fund is not maintained due to a redemption of Shares, the Company may compulsorily redeem the remaining Shares at their current Net Asset Value and make payment of the redemption proceeds to the respective Shareholders.

The Company may suspend redemption in respect of Shares during any period that the determination of the Net Asset Value of the relevant Sub-fund and/or Class is suspended in accordance with article 14 of the Articles of Association.

The Shares which have been redeemed shall be cancelled.

Art. 11. Conversion of Shares. Under the restrictions, terms and procedures as set forth in the Issuing Document the Shareholders may request the conversion of all or part of their Shares of any Class in any Sub-fund into another Class in the same Sub-fund and/or into the same Class or a different Class of any other existing Sub-fund, provided that the Shareholder satisfies the criteria of the relevant Class, and Sub-fund into which the conversion is requested.

If the Minimum Holding in a Sub-fund and/or Class as set out in the Issuing Document for the relevant Sub-fund is not maintained due to a conversion of Shares, the Company may compulsorily redeem the remaining Shares at their current Net Asset Value and make payment of the redemption proceeds to the respective Shareholders.

The Company may suspend conversion in respect of Shares during any period that the determination of the Net Asset Value of the relevant Sub-fund and/or Class is suspended in accordance with the Issuing Document and article 14 of the Articles of Association.

The Shares which have been converted into Shares of another Class shall be cancelled.

Art. 12. Restrictions on Ownership. Shares are available to Well-Informed Investors only.

Each Class of Shares is reserved to investors satisfying the criteria of the relevant Class of each Sub-fund as described in the Issuing Document.

The Board of Directors may restrict or prevent the ownership of any Class or category of Shares in each Sub-fund of the Company by any legal person, firm or corporate body, if in the opinion of the Company:

- such holding may be detrimental to the Company, its Shareholders or one given Class, category of Shares or Sub-fund;
- such Shareholder or investor does not or no longer meets the criteria of the relevant Class of the relevant Sub-fund as described in the Issuing Document;
- it may result in a breach of any law or regulation, whether Luxembourg or foreign; or
- as a result thereof the Company may become subject to laws other than those of the Grand-Duchy of Luxembourg (including but without limitation tax laws).

Specifically but without limitation, the Board of Directors may restrict the ownership of Shares in the Company by any Prohibited Person.

For such purposes the Company may:

(A) Decline to issue any Shares and decline any transfer of Shares, where it appears to it that such 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 Shares rests in a Prohibited Person, or whether such registry or will result in beneficial ownership of such Shares by a Prohibited Person or; and

(C) Suspend the voting right of any Prohibited Person, at any meeting of Shareholders of the Company; and

(D) Where it appears to the Company that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of Shares, the Company may direct such Shareholder to sell his Shares and to provide to the Company evidence of the sale within ten (10) days of the notice. If such Shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

(1) The Company shall serve a notice (the "Purchase Notice") upon the Shareholder holding such Shares or appearing in the register of Shareholders as the owner of such 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 Purchase 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 Company. Immediately after the close of business on the date specified in the Purchase Notice, such Shareholder shall cease to be the owner of the Shares specified in such notice and his name shall be removed from the register of Shareholders.

(2) The price at which each such Share is to be purchased (the "Purchase Price") shall be an amount based on the Net Asset Value per Share of the relevant Class and/or category of Shares of the relevant Sub-fund as calculated with respect to the Valuation Day specified by the Board of Directors for the redemption of Shares in the Company next preceding the date of the Purchase Notice.

(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/or

category of Shares and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) upon final determination of the Purchase Price. 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 Company or its assets in respect thereof, except the right to receive the Purchase Price (without interest) from such bank.

(4) The exercise by the Company 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 Company at the date of any Purchase Notice, provided in such case the said powers were exercised by the Company in good faith.

Art. 13. Calculation of the Net Asset Value per Share. The Net Asset Value per Share of each Class, category of Shares and/or Sub-fund shall be calculated by the Agent under the responsibility of the Board of Directors upon the frequency set forth in article 14 of these Articles of Association and the Issuing Document and at least once a year in accordance with Luxembourg law.

The Net Asset Value per Share of each Class, category of Shares and/or Sub-fund will be expressed in the Reference Currency as specified in the Issuing Document. The Board of Directors may however decide to calculate the Net Asset Value per Share for certain Sub-funds, Classes and/or category of Shares in the Other Denomination Currency as detailed in the Issuing Document. The Net Asset Value calculated in the Other Denomination Currency is the equivalent of the Net Asset Value in the Reference Currency converted at the prevailing exchange rate.

The Net Asset Value per Share of each Class and/or category of Shares in each Sub-fund on any Valuation Day is determined by dividing (i) the NAV of that Sub-fund attributable to such Class and/or category of Shares, being the value of the portion of that Sub-fund's gross assets less the portion of that Sub-fund's liabilities attributable to such Class and/or category of Shares, on such Valuation Day, by (ii) the number of Shares of such Class and/or category of Shares then outstanding, in accordance with the valuation rules set forth below.

The accounts of the subsidiaries of the Company will (to the extent required under applicable accounting rules and regulations) be consolidated with the accounts of the Company at each Valuation Day and accordingly the underlying assets and liabilities will be valued in accordance with the valuation rules described below.

The Subscription Price and the Redemption Price of the different Classes and/or category of Shares will differ within each Sub-fund as a result of the differing fee structure and/or distribution policy of each Class and/or category of Shares.

The Subscription Price, Redemption Price and conversion price are calculated to 3 decimal places.

The assets of the Company shall include:

(A) all shares, units, convertible securities, debt and convertible debt securities or other securities registered in the name of the Company;

(B) all cash in hand or on deposit, including any interest accrued thereon;

(C) all bills and demand notes payable and accounts receivable (including securities or any other assets sold but not delivered);

(D) 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 Company;

(E) all stock dividends, cash dividends and cash payments receivable by the Company to the extent information thereon is reasonably available to the Company or the Depositary;

(F) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the value attributed to such asset;

(G) the formation expenses of the Company, including the cost of issuing and distributing Shares of the Company;

(H) lawyer fees and other charges for registering the Company and its Sub-funds in other jurisdiction (to the extent not written off);

(I) 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 which are listed on a stock exchange or dealt in on another Regulated Market and/or MTF will be valued at the last closing price on the exchange on which the trade in such assets occurred or on that which is normally the principal market for such assets.

(B) Securities which are not listed on a stock exchange nor dealt in on another regulated and/or MTF market will be valued on the basis of the probable net realisation value (excluding any deferred taxation) estimated with care and in good faith by the Board. If a net asset value is determined for the units or shares issued by an Investment Structure which calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of this Investment Structure or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source - including the investment manager of the Investment Structure - other than the administrative agent of the Investment Structure) if more recent than their official net asset values. The net asset value calculated on the basis of unofficial net asset values of Investment Structures may differ from

the net asset value which would have been calculated, on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the Investment Structures. However, such net asset value is final and binding notwithstanding any different later determination. In case of the occurrence of an evaluation event that is not reflected in the latest available net asset value of such shares or units issued by such Investment Structures, the valuation of the shares or units issued by such Investment Structures may be estimated with prudence and in good faith by the Board to take into account this evaluation event. The following events qualify as evaluation events: capital calls, distributions or redemptions effected by the Investment Structure or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the Investment Structures themselves.

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

(D) The liquidating value of derivatives, forward or options contracts not dealt on a stock exchange or on another Regulated Markets and/or MTF shall mean their net liquidating value determined, pursuant to the policies established by the Board, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts dealt in on a stock exchange or another Regulated Markets and/or MTF shall be based upon the last available settlement prices of these contracts on such Regulated Markets and/or MTF on which the particular futures, forward or options contracts are dealt in by the relevant Sub-fund; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board may deem fair and reasonable. The Board may rely on confirmation from the principal broker and its affiliates in determining the value of assets held for the Sub-fund's account;

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

(F) All other securities and other assets, including debt securities and securities for which no market quotation is available, are valued on the basis of dealer-supplied quotations or by a pricing service approved by the Board or, to the extent such prices are not deemed to be representative of market values, such securities and other assets shall be valued at fair value as determined in good faith pursuant to procedures established by the Board. Money market instruments held by the Company with a remaining maturity of ninety days or less will be valued by the amortised cost method, which approximates market value.

The Board of Directors, at 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 or liability of the Company and/or its Sub-funds in compliance with Luxembourg law. This method will then be applied in a consistent way. The Agent can rely on such deviations as approved by the Company for the purpose of the Net Asset Value calculation.

For the purpose of determining the value of the Company's assets, the Agent, having due regards to the standard of care and diligence in this respect, may exclusively, when calculating the Net Asset Value, rely upon the valuations provided (i) by the Board of Directors or the Investment Manager, (ii) by various pricing sources available on the market such as pricing agencies or administrators or investment managers of target UCI, (iii) by prime brokers and brokers or (iv) by (a) specialist(s) duly authorised to that effect by the Company.

In circumstances where (i) one or more pricing sources fails to provide valuations to the Agent and/or the Company, which could have an impact on the Net Asset Value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the Agent is authorised not to calculate the Net Asset Value for the relevant Sub-fund (s) and as a result may be unable to determine subscription, conversion and redemption prices. The Company shall be informed immediately by the Agent should this situation arise. The Company may then decide to suspend the calculation of the Net Asset Value in accordance with the procedures described in the Issuing Document.

The total Net Asset Value of the Company is equal to the sum of the NAV of the various activated Sub-funds converted into EUR at the rates of exchange prevailing in Luxembourg on the relevant Valuation Day.

The liabilities of the Company shall include:

(A) All loans and other indebtedness for borrowed money (including convertible debt), bills and accounts payable;

(B) all accrued interest on such loans and other indebtedness for borrowed money (including accrued fees for commitment for such loans and other indebtedness);

(C) all accrued or payable expenses (including administrative expenses, management and advisory fees including performance fees (if any), custody fees, paying agency, cash management fees (if any), registrar and transfer agency fees, domiciliary and corporate agency fees as well as reasonable disbursements incurred by the service providers);

(D) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid distributions declared by the Company, where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

(E) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorised 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 Company;

(F) all other expenses incurred in the operation and administration of the Company which may include, without limitation, fees payable to the Investment Manager, taxes, expenses for legal and auditing services, compliance costs, due diligence costs, pricing costs (including the calculation and publication of Net Asset Value per Share), office and personnel costs, costs of any intermediary company, payments due to Investment Structures or Direct Investments, cost of any proposed listings, maintaining such listings, printing proxies, share certificates, Shareholders' reports and notices, Issuing Documents, reasonable marketing and advertising expenses, costs of preparing, translating and printing in different languages, expenses of the issue, exchange and redemption of Shares, all reasonable out-of-pocket expenses of the Directors and officers of the Company (including fees and expenses relating to attendance at meetings of the Directors and of the Shareholders), registration fees and other expenses payable to supervisory authorities in any relevant jurisdictions, insurance costs, interest, standard brokerage and bank costs and the costs of publications.

(G) all other liabilities of whatsoever kind and nature reflected in accordance with Luxembourg law. In determining the amount of such liabilities the Board of Directors shall take into account all expenses payable by the Company and may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

The assets and liabilities shall be allocated as follows:

(A) The proceeds to be received from the issue of Shares of any Class and/or category of Shares shall be applied in the books of the Company to the Sub-fund corresponding to that Class and/or category of Shares, provided that if several Classes and/or categories of Shares are outstanding in such Sub-fund, the relevant amount shall increase the proportion of the NAV of such Sub-fund attributable to that Class and/or category of Shares;

(B) the assets and liabilities and income and expenditure applied to a Sub-fund shall be attributable to the Class(es) and/or category(ies) of Shares corresponding to such Sub-fund;

(C) where any asset is derived from another asset, such asset shall be attributable in the books of the Company to the same Sub-fund, Class and/or category of Shares as the assets from which it is derived and on each revaluation of such asset, the increase or decrease in value shall be applied to the relevant Sub-fund, Class and/or category of Shares;

(D) where the Company incurs a liability in relation to any asset of a particular Sub-fund, Class and/or category of Shares or in relation to any action taken in connection with an asset of a particular Sub-fund, Class and/or category of Shares, such liability shall be allocated to the relevant Sub-fund, Class and/or category of Shares;

(E) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-fund, Class and/or category of Shares, such asset or liability shall be allocated to all the Sub-fund, Class and/or category 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 of several Sub-funds, Classes and/or categories of Shares 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 Sub-fund, Class and/or category of Shares shall correspond to the prorated portion resulting from the contribution of the relevant Sub-fund, Class and/or category of Shares to the relevant account or pool, and (ii) such right shall vary in accordance with the contributions and withdrawals made for the account of the Sub-fund, Class and/or category of Shares, as described in the sales documents for the Shares of the Company, and finally;

(F) upon the payment of distributions to the Shareholders of any Class and/or category of Shares, the Net Asset Value of such Class and/or category of Shares shall be reduced by the amount of such distributions.

(G) all valuation regulations and determinations shall be interpreted and made in accordance with Luxembourg law.

(H) in the absence of bad faith, gross negligence or manifest error, every decision 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 per Share, in calculating the Net Asset Value per Share, shall be final and binding on the Company and present, past or future Shareholders.

For the purpose of this article:

(A) Shares to be redeemed by the Company under article 10 of these Articles of Association shall be treated as existing and shall be taken into account until the date fixed for redemption, and from such time and until paid by the Company, the price thereof shall be deemed to be a liability of the Company;

(B) Shares to be issued by the Company 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 Company, the price therefore shall be deemed to be an asset of the Company;

(C) 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 per Share; and

(D) where on any Valuation Day the Company 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 Company and the value of the asset to be acquired shall be shown as an asset of the Company;

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

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

Art. 14. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share, of issue, Redemption and conversion of Shares. With respect to each Sub-fund, Class of Shares and/or category 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 Company or any agent appointed thereto by the Company, at least once a year, at a frequency determined by the Board of Directors and specified in the Issuing Document, provided that this is in compliance with applicable laws and regulations, such date or time of calculation being referred to herein as a "Valuation Day".

The Company may suspend the determination of the Net Asset Value per Share of any particular Sub-fund, Class and/or category of Shares and the issue, redemption and conversion of its Shares to and from its Shareholders in the following cases:

(a) during any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of any Sub-fund of the Company from time to time is quoted, is closed otherwise than for ordinary holidays, or during which dealings thereon are restricted or suspended;

(b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by any Sub-fund of the Company would be impracticable;

(c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments attributable to any Sub-fund or the current prices or values on any market or stock exchange;

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

(e) during any period when the Company is being liquidated or as from the date on which notice is given of a meeting of Shareholders at which a resolution to liquidate the Company (or one of its Sub-funds) is proposed;

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

The suspension of the calculation of the Net asset Value of any particular Sub-fund, Class and/or category of Shares shall have no effect on the determination of the Net Asset Value per Share or on the issue, redemption and conversion of Shares of any Class, category of Shares and/or Sub-fund that is not suspended.

Any such suspension of the Net Asset Value will be notified to Investors having made an application for subscription, redemption or conversion of Shares and will be published if required by law.

Management - Supervision

Art. 15. Directors. The Company will be managed by three or more Directors. They will constitute a Board of Directors composed of one or several category A Director(s) and one or several category B Director(s). The Directors need not be Shareholders of the Company.

The Directors shall be appointed and designated as category A Director or category B Director, and their remuneration determined, by a resolution of the general meeting of Shareholders taken by simple majority of the votes cast, or of the sole Shareholder (as the case may be). The remuneration of the Directors can be modified by a resolution taken at the same majority conditions.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting of Shareholders. The Director removed will remain in function until its successor is elected and take up its functions.

In the event of a vacancy in the office of a Director, the remaining Directors may temporarily fill such vacancy; the Shareholders shall take a final decision regarding such nomination at their next general meeting.

When a legal entity is appointed as a member of the Board of Directors, such legal entity shall inform the Company of the name of the individual that it has appointed to serve as its permanent representative in the exercise of its mandate of Director of the Company.

In case of vacancy in the office of Director by reason of death or resignation of a Director or otherwise, the remaining Directors may, by way of cooptation, elect another director to fill such vacancy until the next Shareholders meeting in accordance with the Company Law.

The general meeting of Shareholders or the sole Shareholder (as the case may be) may, at any time and ad nutum, remove and replace any Director.

All powers not expressly reserved by the Law or the Articles to the general meeting of Shareholders or to the sole Shareholder (as the case may be) fall within the competence of the Board of Directors.

In dealing with third parties, the Board of Directors will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's object, provided the terms of these Articles shall have been complied with.

Art. 16. Board of Directors meetings. The Board of Directors shall appoint from among its members a chairman which in case of his vote, shall have a casting vote. The chairman shall preside at all meetings of the Board of Directors. In case of absence of the chairman, the Board of Directors shall be chaired by a Director present and appointed for that purpose. It may also appoint a secretary, who needs not to be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors or for such other matter as may be specified by the Board of Directors.

The Board of Directors shall meet when convened by one Director.

Notice of any meeting of the Board of Directors shall be given to all Directors at least 2 (two) days in advance of the time set for such meeting except in the event of emergency, the nature of which is to be set forth in the minutes of the meeting.

Any convening notice shall specify the time and place of the meeting and the nature of the business to be transacted.

Convening notices can be given to each Director by word of mouth, in writing or by fax, electronic means or by any other suitable communication means.

The notice may be waived by the consent, in writing or by fax, electronic means or by any other suitable communication means, of each Director.

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

No separate notice is required for meetings held at times and places specified in a schedule previously adopted by a resolution of the Board of Directors.

Any Director may act at any meeting of Directors by appointing in writing or by fax, or electronic means another Director as his proxy.

A Director may represent more than one Director.

Any meeting of the Board of Directors shall take place in the Grand-Duchy of Luxembourg and shall require at least the presence of half of the Directors, either present in person or by representative, which shall form a quorum.

The Directors may participate in a board of directors meeting by phone, videoconference, or any other suitable telecommunication means allowing all persons participating in the meeting to hear each other at the same time.

Such participation in a meeting is deemed equivalent to participation in person at a meeting of the Directors.

The Board of Directors can validly deliberate and act only if the majority of its members is present or represented, including at least one category A Director and one category B Director.

Decisions of the Board of Directors are adopted by the majority of the Directors participating to the meeting or duly represented thereto, including at least one category A Director and one category B Director.

The deliberations of the Board of Directors shall be recorded in the minutes, which have to be signed by the chairman or one category A Director and one category B Director. Any transcript of or excerpt from these minutes shall be signed by the chairman or one category A Director and one category B Director.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions passed at a Directors' meeting.

In such cases, written resolutions can either be documented in a single document or in several separate documents having the same content.

Written resolutions may be transmitted by ordinary mail, fax, electronic means, or any other suitable telecommunication means.

Art. 17. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts of disposition, management and administration within the Company's purpose, in compliance with the investment policy and investment restrictions as determined in article 20 of these Articles of Association and the Issuing Document.

All powers not expressly reserved by law or by the present Articles of Association to the general meeting of Shareholders are in the competence of the Board of Directors.

Art. 18. Corporate signature. The Company shall be bound by the joint signature of one category A Director and one category B Director.

Art. 19. Delegation of Power. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and the representation of the Company for such daily management and affairs to any member of the Board of Directors, officers or other agents, legal or physical person, who may but are not required to be Shareholders of the Company, under such terms and with such powers as the Board of Directors shall determine and who may, if the Board of Directors so authorizes, sub-delegate their powers. The first person entrusted with the daily management may be appointed by the first general meeting of Shareholders.

The Board of Directors may also confer all powers and special mandates to any person, and may, in particular appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be Directors or Shareholders of the Company. Unless otherwise stipulated by these Articles of Association, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Furthermore, the Board of Directors may create from time to time one or several committees composed of Directors and/or external persons and to which it may delegate powers as appropriate.

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

Art. 20. Investment Policy and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine the investment policy for the investments and the course of conduct of the management and business affairs of each Sub-fund of the Company, all within the investment powers and restrictions as shall be set forth by the Board of Directors in the Issuing Document, in compliance with applicable laws and regulations.

The Company is authorized to use any techniques and instruments, including derivatives, relating to transferable securities, currencies or any other financial assets or instruments in the context of its investment policy or for the purpose of hedging or efficient portfolio management.

The Board of Directors, acting in the best interests of the Company, may decide, in the manner described in the Issuing Document, that (i) all or part of the assets of the Company or of any Sub-fund be co-managed on a segregated basis with other assets held by other investors, including other UCI and/or their sub-funds, or that (ii) all or part of the assets of two or more Sub-funds be co-managed amongst themselves on a segregated or on a pooled basis.

Art. 21. Investment Manager and Investment advisors. The Company may appoint one or several Investment Managers to manage, under the overall control and responsibility of the Board of Directors, the securities portfolio of the various Sub-funds of the Company.

The Company may furthermore appoint an investment advisor with the responsibility to prepare the purchase and sale of any eligible investments for the Company and otherwise advise the Company with respect to asset management.

The powers and duties of the Investment Manager and the investment advisor as well as their remuneration will be described in an investment management agreement and/or investment advisory agreement to be entered into by the Company and the Investment Manager and/or investment advisor (as the case may be).

Art. 22. Conflict of Interest. Any kind of conflict of interest is to be fully disclosed to the Board of Directors. The Company will enter into all transactions on an arm's length basis.

The Directors of the Company, the directors of the Investment Manager and any affiliate thereof, its members and staff may engage in various business activities other than the Company's and/or the Investment Manager's business, including providing consulting and other services (including, without limitation, serving as director) to a variety of partnerships, corporations and other entities, not excluding those in which the Company invests. However, the Directors of the Company, the directors of the Investment Manager and its members will devote the time and effort necessary and appropriate to the business of the Company. The Directors of the Company, the directors of the Investment Manager and any affiliate thereof, its members and staff may also invest and trade for their own accounts. Because the Directors of the Company and the directors of the Investment Manager, the members and affiliates of the Investment Manager can have other accounts managed by them, the interests of the Company and other accounts, in the selection, negotiation and administration of investments, may conflict. Although it is aimed to avoid such conflicts of interest, the Directors, the Investment Manager and its members will attempt to resolve all nonetheless arising conflicts in a manner that is deemed equitable to all parties under the given circumstances.

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

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, except if such transaction is concluded in the ordinary course of business and on market terms, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding general meeting of Shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the Investment Manager or any subsidiary thereof or holding company thereof or any subsidiary of any holding company thereof, or such other company or entity as may from time to time be determined by the Board of Directors in their absolute discretion.

Art. 23. Indemnification. The Company 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 Company or, at its request, of any other company of which the Company is a shareholder or a creditor and against 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, fraud or wilful 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 Company 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.

General meetings of shareholders - Subfunds

Art. 24. General meetings of Shareholders of the Company. The Company may have a sole Shareholder at the time of its incorporation or when all of its Shares come to be held by a single person. The death or dissolution of the sole Shareholder does not result in the dissolution of the Company.

If there is only one Shareholder, the sole Shareholder assumes all powers conferred to the general meeting of Shareholders and takes the decisions in writing.

In case of plurality of Shareholders, the general meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Class and/or category of Shares to which they belong. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

One general meeting shall be held annually at the registered office of the Company, or any other places in Luxembourg city as mentioned in the convening notice, on the last Wednesday of May each year at 10 a.m. CET. If such a day is not a Business Day, the general meeting shall be held the following Business Day at the same time. Other general meetings of Shareholders shall be held in the place, on the day and at the time specified in the notice of the meeting.

General meetings of Shareholders are convened by the Board of Directors, failing which by Shareholders representing one tenth or more of the share capital of the Company.

Written notices convening a general meeting and setting forth the agenda shall be made pursuant to the Company Law and shall be sent by registered letters to each Shareholder at least 8 (eight) days before the meeting.

All notices must specify the time and place of the meeting.

If all Shareholders are present or represented at the general meeting and state that they have been duly informed on the agenda of the meeting, the general meeting may be held without prior notice.

Any Shareholder may act at any general meeting by appointing in writing or by fax, electronic means or by any other suitable telecommunication means another person who needs not be Shareholder.

The Directors may attend and speak in general meetings of Shareholders.

General meetings of Shareholders deliberate at the quorum and majority vote determined by the Company Law.

Minutes shall be signed by the bureau of the meeting and by the Shareholders who request to do so.

Art. 25. General Meetings of Shareholders of Sub-fund, Class or category of Shares. The Shareholders of a Sub-fund, Class or category of Shares 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, Class or category of Shares.

Unless otherwise provided for by law or herein, resolutions of the general meeting of Shareholders of a Sub-fund, Class or category of Shares are passed by a simple majority vote of the Shareholders present or represented.

Any resolution of the general meeting of Shareholders of the Company, affecting the rights of the Shareholders of any Sub-fund, Class or category of Shares vis-à-vis the rights of the Shareholders of any other Sub-fund, Class or category of Shares shall be subject to a resolution of the general meeting of Shareholders of such Sub-fund, Class or category of Shares in compliance with article 68 of the Company Law.

Art. 26. Termination, Division and Merger of Sub-funds, Classes or Categories of Shares.

1) In the event that for any reason the value of the NAV of any Sub-fund and/or Class has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-fund and/or Class to be operated in an economically efficient manner, or in case of a substantial modification in the political, economic or monetary situation relating to such Sub-fund and/or Class would have material adverse consequences on the investments of that Sub-fund and/or Class, or as a matter of economic rationalization, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Sub-fund and/or Class at their Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses) as calculated on the Valuation Day at which such decision shall take effect.

The Company shall serve a notice to the Shareholders of the relevant Sub-fund, and/or Class prior to the effective date for the compulsory redemption, which will set forth the reasons for, and the procedure of, the redemption operations. Registered Shareholders shall be notified in writing.

Unless otherwise decided in the interests of, or to keep equal treatment between, the Shareholders of the Sub-fund and/or Class concerned may continue to request redemption 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.

Any Subscription Request shall be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Sub-fund, and/or Class.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, the general meeting of Shareholders of any Sub-fund and/or Class may, upon proposal from the Board of Directors, resolve to redeem all the Shares of the relevant Sub-fund and/or Class and to refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) determined with respect to the Valuation Day on which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders, which shall resolve at the simple majority of those present and represented.

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

All redeemed Shares shall be cancelled by the Company.

2) Under the same circumstances as provided in point 1) above the Board of Directors may decide to allocate the assets of any Sub-fund and/or Class to those of another existing Sub-fund and/or Class within the Company or to another Luxembourg UCI or to another sub-fund within such other Luxembourg UCI (the "New Sub-fund") and to redesignate the Shares of the relevant Sub-fund and/or Class as Shares of another Sub-fund and/or Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in point 1) above (and, in addition, the publication will contain information in relation to the New Sub-fund), one month before the date on which the amalgamation becomes effective in order to enable Shareholders to request redemption of their Shares, free of charge, during such period.

3) Under the same circumstances as provided in point 1) above, the Board of Directors may decide to reorganise a Sub-fund and/or Class by means of a division into two or more Sub-funds, Classes and/or Categories. Such decision will be published in the same manner as in point 1) above (and, in addition, the publication will contain information about the two or more New Sub-funds) one month before the date on which the division becomes effective, in order to enable the Shareholders to request redemption or conversion of their Shares free of charge during such period.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, such a reorganisation of a Sub-fund and/or Class within the Company (by way of an amalgamation or division) may be decided upon by a general meeting of the Shareholders of the relevant Sub-fund and/or Class. There shall be no quorum requirements for such general meeting and it will decide upon such an amalgamation or division by resolution taken at the simple majority of those present or represented.

A contribution of the assets and of the liabilities distributable to any Sub-fund and/or Class to another UCI referred to in the first paragraph of the point 2) above to another Sub-fund and/or Class within such other UCI shall, require a resolution of the Shareholders of the Sub-fund and/or Class concerned, taken with a 50% quorum requirement of the Shares in issue and adopted at a 2/3 majority of the Shares present or represented at such meeting, except when such an amalgamation is to be implemented with a Luxembourg UCI of the contractual type (fonds commun de placement) or a foreign based UCI, in which case resolutions shall be binding only upon such Shareholders who will have voted in favour of such amalgamation.

Financial year - Balance sheet

Art. 27. Financial year. The Company's financial year begins on the 1st of January and closes on the 31st of December of each year.

Art. 28 Balance sheet. Each year, with effect as of 31st of December, the Board of Directors will draw up the balance sheet which will contain a record of the assets of the Company together with its debts and liabilities and be accompanied by an annex containing a summary of all its commitments and the debts of the Director(s) and Auditor(s) towards the Company, if any.

At the same time the Board of Directors will prepare a profit and loss account which will be transmitted, at least one month before the date of the annual general meeting of Shareholders together with a report on the operations of the Company, to the statutory auditors that shall draft a report.

Art. 29. Annual general meeting. Fifteen (15) days before the annual general meeting of Shareholders, each Shareholder may inspect at the head office the balance sheet, the profit and loss account, the report of the statutory auditors and any document in accordance with Article 73 of the Company Law.

Supervision of the company

Art. 30 Auditors. The accounting data related in the annual report of the Company shall be examined by one or several Auditor appointed by the general meeting of Shareholders and remunerated by the Company.

The Auditor(s) shall fulfil all duties as prescribed by the SIF Law.

Each Auditor shall be appointed for a period not exceeding six years by the general meeting of Shareholders or by the sole Shareholder, which may remove them at any time.

Dividends - Distribution

Art. 31 Distribution. For any Class and/or category of Shares entitled to distribution, the general meeting of Shareholders of the relevant Class and/or category of Shares 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 a Sub-fund, Class and/or category of Shares shall be disposed of, and may from time to time declare, or authorize the Board of Directors to declare, distributions.

For any Class and/or category of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

In any case, no distribution may be made if, after the declaration of such distribution, the Company's capital is less than the minimum capital imposed by the SIF Law.

Payments of distributions to Shareholders shall be made at their respective addresses as specified in the register of Shareholders.

Distributions will be made in the Reference Currency but, for the convenience of Shareholders, payment may be made in a currency chosen by the Shareholder (at their cost and foreign exchange risks) in accordance with the procedure described in the Issuing Document.

Distributions will be made in cash. However, the Board of Directors may decide to make in-kind distributions/payments of securities of portfolio companies with the consent of the relevant Shareholder(s). Any such distributions/payments in kind will be valued in a report established by an auditor qualifying as a réviseur d'entreprises agréé drawn up in accordance with the requirements of Luxembourg law and the costs of which report will be borne by the relevant investor.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the relevant Sub-fund, Class and/or category of Shares.

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

Depository

Art. 32. Depository. The Company shall enter into a depository agreement with a bank as defined by the law of 5 April 1993 (as amended) on the financial sector. The Depository agreement shall satisfy any and all of the requirements of the SIF Law.

In the case of voluntary withdrawal of the Depository or its removal by the Company, the Depository must take all necessary steps for the good preservation of the interests of the investors until its replacement which shall occur at the latest two (2) months following voluntary withdrawal or remove.

Dissolution - Liquidation

Art. 33. Dissolution. The general meeting of Shareholders under the conditions required for amendment of the Articles of Association may resolve the dissolution of the Company.

Whenever the share capital of the Company falls below two thirds (2/3) of the minimum capital required by the SIF Law, the Board of Directors shall submit the question of the dissolution of the Company to the general meeting of Shareholders within a period of forty days (40) as from the date the Board of Directors is aware of such situation. The general meeting of Shareholders of the Company, for which no quorum shall be required, shall decide by a simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting of the Shareholders of the Company within same limits of time whenever the share capital falls below one-fourth (1/4) of the minimum capital required by the SIF Law. In such event, the general meeting of the Shareholders shall be held without any quorum requirements and the dissolution may be decided by the Shareholders holding one-fourth (1/4) of the votes of the Shares represented at the meeting.

Art. 34. Liquidation. The liquidation will be carried out by one or more liquidators, physical or legal entities, appointed by the general meeting of Shareholders effecting such dissolution which will specify their powers and set their remuneration.

Such liquidator(s) must be vested by the CSSF approval and must provide all guarantees of honorability and professional skills.

The proceeds of the liquidation of each Sub-fund, net of all liquidation expenses, shall be distributed by the liquidators among the holders of Shares in each Class in accordance with their respective rights. The amounts not claimed by Shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the Caisse de Consignations in Luxembourg until the statutory limitation period has lapsed.

Applicable law

Art. 35. Applicable law. All matters not governed by these Articles of Association shall be determined in accordance with the Company Law and the SIF Law, as such laws may be amended from time to time.

Transitory measures

Exceptionally, the first financial year shall begin today and end on 31 December 2013.

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

Subscription - Payment

The appearing parties hereby declare to subscribe to the seven (7) Shares issued by the Company as follows:

- Hellebore Participations S.a r.l., prenamed, subscribes to seven (7) Shares with no par value to; and

All the shares have been fully paid up in cash, so that the amount of thirty-five thousand Euro (EUR 35,000.-) is at the disposal of the company, proof of which has been duly given to the undersigned notary.

Statement

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

Estimate of 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 its incorporation, are estimated at about three thousand euro (EUR 3.000,-).

Resolutions of the shareholders

Immediately after the incorporation of the Company, the Shareholders of the company, representing the entirety of the subscribed capital, passed the following resolutions:

1) The number of Directors is set at three and that of the Auditor at one.

2) Are appointed as category A directors:

- Mr. Frank Bielikoff, born in Saint-Germain en Laye, France, on 28 November 1964, with professional address at 63, avenue des Champs Elysees, 75008 Paris, France; and

- Mr. Philippe Donnat, born in Savigny-sur-Orge, France, on 14 April 1965, with professional address at 63, avenue des Champs Elysees, 75008 Paris, France;

3) Are appointed as category B directors:

- Mr. Alain Guerard, born in Sainte-Adresse, France, on 19 January 1968, with professional address at 24, rue Beaumont, L-1219 Luxembourg, Grand Duchy of Luxembourg;

- Mr. Jean De Courreges D'Ustou, born in Toulouse, France, on 16 December 1952, with professional address at 25, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg

In accordance with article eighteen of the Articles of incorporation, the Company shall be bound by the joint signature of any two directors.

The directors shall serve for a period of six years.

4) Is elected as Auditor Price Waterhouse Coopers S.à r.l., having its registered office at 400 Route d'Esch, L-1014 Luxembourg, Grand-Duchy of Luxembourg.

The Auditor shall serve for a term ending on the annual general meeting of shareholders held in 2014.

5) The Company shall have its registered office at 69, route d'Esch, L-1470 Luxembourg, Grand-Duchy of Luxembourg.

Declaration

Whereof this deed has been signed in Esch-sur-Alzette, on the date at the beginning of this document.

The document having been read to the proxy holder of the appearing party, said proxy holder signed with us, the notary, the present original deed.

Signé: Conde, Kessler

Enregistré à Esch/Alzette Actes Civils, le 26 avril 2013. Relation: EAC/2013/5589. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME.

Référence de publication: 2013075724/877.

(130093083) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juin 2013.

L'Arancino S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-3898 Foetz, 11, rue du Brill.

R.C.S. Luxembourg B 173.528.

L'an deux mille treize, le onze juin,

L'associé unique de la société à responsabilité limitée L'ARANCINO SARL

RCB N° 173528- 11 Rue du Brill L-3898 FOETZ - a tenu une assemblée générale extraordinaire:

Ordre du jour:

- Démission d'un gérant technique
- Nomination d'un deuxième gérant technique

Première résolution:

Madame HILBERT Christine - serveuse - demeurant 16 Kirschenstrasse D-66706 PERL démissionne de son poste de deuxième gérante technique de la société L'ARANCINO SARL.

Monsieur ROSEN Jean-Pierre - cuisinier - demeurant 25 Wisenstrooss L-3336 HELLANGE est nommé deuxième gérant technique

Plus ne figurant à l'ordre du jour et personne ne demandant la parole la séance est levée à 16H 00.

Fait à ESCH/ALZETTE, le 11.06.2013.

INFERRERA Giuseppe.

Référence de publication: 2013075794/20.

(130093444) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juin 2013.

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

Siège social: L-9048 Ettelbruck, 18, rue du Dr. Herr.

R.C.S. Luxembourg B 94.610.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013075731/9.

(130093394) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juin 2013.

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

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

R.C.S. Luxembourg B 117.786.

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

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

Luxembourg, le 13 juin 2013.

Référence de publication: 2013077103/10.

(130095611) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

Global Forestry Capital Sàrl, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 158.583.

Les comptes au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour Global Forestry Capital Sàrl

Victor Heggelman

Mandataire

Référence de publication: 2013077104/12.

(130094791) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

Global Outsourcing S.A., Société Anonyme.

Siège social: L-4751 Pétange, 165A, route de Longwy.
R.C.S. Luxembourg B 133.004.

Le bilan et l'annexe au bilan au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2013077105/10.

(130095305) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

GPB Asset Management S.A., Société Anonyme.

Siège social: L-1648 Luxembourg, 46, place Guillaume II.
R.C.S. Luxembourg B 130.596.

La liste des signatures autorisées a été déposée au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 12 juin 2013.

Pour GPB ASSET Management S.A.

S. Curfs

Head, Legal & Compliance

Référence de publication: 2013077107/13.

(130094816) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

Globesoft International S.à r.l., Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 96.523.

CLOTURE DE LIQUIDATION

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

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

Appeared:

Mr Fredrik SVENSSON, residing at 9, Paseo Fonoll, 08870 Sitges, Spain,

"the appearing person"

here represented by Mrs Francesca BARCAGLIONI, licenciée en "economia e commercio", with professional address at 2, avenue Charles de Gaulle, L-1653 Luxembourg,

"the proxyholder"

by virtue of a proxy given under private seal which, after having been signed "ne varietur" by the proxyholder and the undersigned notary, will be registered with this minute.

The appearing person, represented as stated hereabove, declares and requests the notary to act:

1. That the limited liability company GLOBESOFT INTERNATIONAL S.à r.l., R.C.S. Luxembourg B96523, private wealth management company ("SPF") with registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, was incorporated on 8 October 2003 by deed of Maître Gérard LECUIT, notary residing in Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations number 1216 of 18 November 2003, the articles of association of which have been amended for the last time on 13 December 2012 by deed of Maître Cosita DELVAUX, notary residing in Redange-sur-Attert, published in the Mémorial C, Recueil des Sociétés et Associations number 218 of 29 January 2013.

2. That the corporate capital of the company GLOBESOFT INTERNATIONAL S.à r.l. amounts to EUR 12,500 (twelve thousand five hundred Euro) divided into 500 (five hundred) corporate units of EUR 25 (twenty-five Euro) each, entirely paid-up.

3. That the appearing person is the sole owner of all the corporate units representing the whole corporate capital of the company GLOBESOFT INTERNATIONAL S.à r.l.

4. That the appearing person, as sole member, hereby expressly declares that he is proceeding to the dissolution of the company with immediate effect.

5. That the activity of the company GLOBESOFT INTERNATIONAL S.à r.l. has ceased, that the sole member takes over all the assets and that as liquidator he commits himself to pay off all the liabilities; so that the liquidation of the company is done and closed.

6. That the appearing person grants discharge to the managers of the company.

7. That all the books and documents of the dissolved company will be kept during a period of five years at the registered office of CF Corporate Services.

Costs

The amount of costs, expenses, remunerations and charges, in any form whatsoever, to be borne by the company and charged to it by reason of the present deed is therefore estimated at nine hundred fifty Euro (EUR 950,-).

Declaration

The undersigned notary who understands and speaks English, states herewith that on request of the above named appearing person, the present deed is worded in English followed by a French version. On request of the same appearing person and in case of 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 proxyholder of the appearing person, known to the notary by his surname, first name, civil status and residence, he signed together with Us, the notary, the present original deed.

Suit la traduction en français du texte qui précède:

L'an deux mille treize, le quinze mai.

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

A comparu:

Monsieur Fredrik SVENSSON, demeurant au 9, Paseo Fonoll, 08870 Sitges, Espagne,

«le comparant»

ici représenté par Madame Francesca BARCAGLIONI, licenciée en "economia e commercio", demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg,

«la mandataire»

en vertu d'une procuration donnée sous seing privé laquelle, après avoir été signée ne varietur par la mandataire et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Le comparant, représenté comme dit ci-avant, requiert le notaire instrumentant de documenter ainsi qu'il suit ses déclarations et constatations:

1. Que la société à responsabilité limitée GLOBESoft INTERNATIONAL S.à r.l., R.C.S. Luxembourg B96523, société de gestion de patrimoine familial («SPF») ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, a été constituée le 8 octobre 2003 suivant acte reçu par Maître Gérard LECUIT, notaire de résidence à Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1216 du 18 novembre 2003, et les statuts ont été modifiés en dernier lieu le 13 décembre 2012, suivant acte reçu par Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert, publié au Mémorial C, Recueil des Sociétés et Associations numéro 218 du 29 janvier 2013.

2. Que le capital social de la société GLOBESoft INTERNATIONAL S.à r.l. s'élève actuellement à EUR 12.500 (douze mille cinq cents euros) représenté par 500 (cinq cents) parts sociales de EUR 25 (vingt-cinq euros) chacune, entièrement libérées.

3. Que le comparant est propriétaire de toutes les parts sociales représentatives de l'intégralité du capital souscrit de la société GLOBESoft INTERNATIONAL S.à r.l.

4. Que le comparant, en tant qu'associé unique, prononce la dissolution anticipée de la société avec effet immédiat.

5. Que l'activité de la société GLOBESoft INTERNATIONAL S.à r.l. a cessé; que l'associé unique est investi de tout l'actif et qu'en sa qualité de liquidateur il réglera tout le passif, de sorte que la liquidation de la société est à considérer comme faite et clôturée.

6. Que décharge pleine et entière est donnée aux gérants de la société.

7. Que les livres et documents de la société dissoute seront conservés pendant cinq ans au siège de CF Corporate Services.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société à raison de cet acte, est dès lors évalué à neuf cent cinquante euros (EUR 950,-).

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate qu'à la demande du comparant, le présent acte est rédigé en langue anglaise suivi d'une traduction en français. Sur demande du même comparant 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 du comparant, connu du notaire par ses nom, prénom, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: Francesca BARCAGLIONI, Jean SECKLER.

Enregistré à Grevenmacher, le 17 mai 2013. Relation GRE/2013/2059. Reçu soixante-quinze euros 75,00 €.

Le Releveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME.

Junglinster, le 13 juin 2013.

Référence de publication: 2013077106/94.

(130095735) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

Hannover Finance (Luxembourg) S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 5, rue Eugène Ruppert.

R.C.S. Luxembourg B 80.692.

*Auszug aus dem Protokoll der Dreizehnten Ordentlichen Generalversammlung der HANNOVER FINANCE (LUXEMBOURG) S.A.
Abgehalten am 10. April 2013*

1. Gemäß Artikel 15 der Satzung genehmigen die Aktionäre, dass der Verwaltungsrat Herrn Bruno VANDERSCHELDEN zum geschäftsführenden Mitglied des Verwaltungsrates bis 2018 ernennt.

Luxembourg, den 11. Juni 2013.

Für gleichlautende Mitteilung

Der Verwaltungsrat

Référence de publication: 2013077116/14.

(130095350) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

Gremir S.A. S.P.F., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 14.109.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2013077108/10.

(130095118) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

GT Local Invest 8 (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-1637 Luxembourg, 5, rue Goethe.

R.C.S. Luxembourg B 132.113.

Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 12 juin 2013.

SG AUDIT SARL

Référence de publication: 2013077109/11.

(130094844) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

H.10 Dalheim, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 122.222.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 12/06/2013.

Référence de publication: 2013077110/10.

(130094770) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

H. 11 Pontpierre, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 134.454.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12/06/2013.

Référence de publication: 2013077111/10.

(130094794) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

Holdimmo S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 40, boulevard Joseph II.

R.C.S. Luxembourg B 13.224.

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

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

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.

Boulevard Joseph II

L-1840 Luxembourg

Signature

Référence de publication: 2013077152/13.

(130095263) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

H.12 Schuttrange "Novus", Société à responsabilité limitée.

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

R.C.S. Luxembourg B 46.279.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12/06/2013.

Référence de publication: 2013077112/10.

(130094819) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

H.13 FRISANGE "Novus", Société à responsabilité limitée.

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

R.C.S. Luxembourg B 101.847.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 13/06/2013.

Référence de publication: 2013077113/10.

(130095490) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

H.14 Luxembourg "Novus", Société à responsabilité limitée.

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

R.C.S. Luxembourg B 101.129.

Le bilan au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12/06/2013.

Référence de publication: 2013077114/10.

(130095028) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 juin 2013.

StrakoLux GmbH, Succursale d'une société de droit étranger.

Adresse de la succursale: L-6688 Mertert, Port de Mertert.

R.C.S. Luxembourg B 135.137.

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

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

Echternach, le 6 juin 2013.

Signature.

Référence de publication: 2013074610/10.

(130090889) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Shark Capital S.A., Société Anonyme.

Siège social: L-2210 Luxembourg, 38, boulevard Napoléon 1er.

R.C.S. Luxembourg B 160.478.

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

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

Luxembourg, le 5 juin 2013.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2013074646/14.

(130092044) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

SA Torre Sàrl, Société à responsabilité limitée.

Siège social: L-3462 Dudelange, 3, rue Edison.

R.C.S. Luxembourg B 78.680.

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

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

Luxembourg, le 6 juin 2013.

Référence de publication: 2013074612/10.

(130091385) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Servimat S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 33, rue Sainte Zithe.

R.C.S. Luxembourg B 36.812.

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

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

Luxembourg, le 06 juin 2013.

Référence de publication: 2013074629/10.

(130091359) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Sisters Soparfi S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 2-4, avenue Marie-Thérèse.

R.C.S. Luxembourg B 85.387.

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

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

Signature.

Référence de publication: 2013074651/10.

(130091247) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Sloop S.A., Société Anonyme.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.
R.C.S. Luxembourg B 118.930.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Dandois & Meynial

Référence de publication: 2013074652/10.

(130091927) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Zigolo, Société Anonyme.

Siège social: L-1637 Luxembourg, 24-28, rue Goethe.
R.C.S. Luxembourg B 115.419.

Société anonyme constituée suivant acte reçu par Maître Georges d'HUART, notaire de résidence à Pétange, en date du 6 février 2006, publié au Mémorial, Recueil des Sociétés et Associations C No 1 209 du 21 juin 2006.

Les comptes annuels au 31 mars 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

ZIGOLO

Société anonyme

Signature

Référence de publication: 2013074734/14.

(130091795) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

SLP III Cayman DS III S.à.r.l., Société à responsabilité limitée.

Capital social: USD 900.000,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.
R.C.S. Luxembourg B 156.472.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 6 juin 2013.

Référence de publication: 2013074653/10.

(130091292) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

SMC Development, Société Anonyme.

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.
R.C.S. Luxembourg B 166.997.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2013074654/10.

(130091799) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

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

Siège social: L-4751 Pétange, 165A, route de Longwy.
R.C.S. Luxembourg B 136.635.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2013074657/10.

(130091839) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Société Financière Immobilière S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.
R.C.S. Luxembourg B 32.703.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour SOCIETE FINANCIERE IMMOBILIERE S.A.

United International Management S.A.

Référence de publication: 2013074659/11.

(130092017) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

SPX Clyde Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 2.012.500,00.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.
R.C.S. Luxembourg B 163.811.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 7 juin 2013.

Luxembourg Corporation Company S.A.

Signatures

Mandataire

Référence de publication: 2013074670/13.

(130091758) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Sofadem Finances S.A., Société Anonyme.

Siège social: L-4221 Esch-sur-Alzette, 108, rue de Luxembourg.
R.C.S. Luxembourg B 124.784.

Les Comptes Annuels au 31 DECEMBRE 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

SOFADEM FINANCES S.A.

Signature

Référence de publication: 2013074661/12.

(130091389) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

SPU Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 454.000,00.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.
R.C.S. Luxembourg B 119.265.

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

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

Luxembourg, le 6 juin 2013.

Signature.

Référence de publication: 2013074669/10.

(130091702) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

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

Siège social: L-9991 Weiswampach, 2, Am Hock.
R.C.S. Luxembourg B 139.775.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013074677/10.

(130091371) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Wilmersdorfer Arcaden Luxco, Société à responsabilité limitée.

Capital social: EUR 13.000,00.

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

R.C.S. Luxembourg B 109.160.

En date du 05 juin 2013, l'associé unique a pris les décisions suivantes:

- Acceptation de la démission de Madame Pamela Valasuo, de son mandat de gérant de la Société avec effet au 31 mai 2013.

- Nomination de Monsieur Jean-Jacques Josset, né le 12 juin 1974 à Saint Quentin en France, ayant pour adresse professionnelle le 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, en qualité de nouveau gérant de la Société avec effet au 31 Mai 2013 et pour une durée indéterminée.

- Nomination de Monsieur Jacob Mudde, né le 14 octobre 1969 à Rotterdam aux Pays-Bas, ayant pour adresse professionnelle le 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, en qualité de nouveau gérant de la Société avec effet au 31 Mai 2013 et pour une durée indéterminée.

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

Luxembourg, le 7 juin 2013.

Pour la Société

J.J. Josset

Gérant

Référence de publication: 2013074716/22.

(130091988) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Top Ten International s.à r.l., Société à responsabilité limitée.

Siège social: L-9764 Marnach, 29, Marbuergerstrooss.

R.C.S. Luxembourg B 100.027.

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

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

Référence de publication: 2013074693/9.

(130091684) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Tibre S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.

R.C.S. Luxembourg B 101.768.

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

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

TIBRE S.A.

Société Anonyme

Référence de publication: 2013074692/11.

(130091662) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Tellux Invest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 110.881.

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

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

Luxembourg, le 25 avril 2013.

SG AUDIT SARL

Référence de publication: 2013074690/11.

(130092134) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Tecnodia International S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 36.775.

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

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

Luxembourg, le 17 mai 2013.

SG AUDIT SARL

Référence de publication: 2013074689/11.

(130091289) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

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

Capital social: EUR 12.500,00.

Siège social: L-1637 Luxembourg, 22, rue Goethe.

R.C.S. Luxembourg B 101.105.

Le bilan de la société au 31/12/2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2013074720/12.

(130091784) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Special Projects Luxembourg S.A., Société Anonyme.

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg B 105.100.

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

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

Luxembourg, le 7 juin 2013.

Référence de publication: 2013074668/10.

(130091891) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Stateland International S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 89.950.

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

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

Société Européenne de Banque

Société Anonyme

Banque Domiciliataire

Signatures

Référence de publication: 2013074672/13.

(130092020) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

SICAV-FIS Europe LBO V Porte Neuve, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 129.478.

*Extrait du procès-verbal de l'assemblée générale ordinaire tenue le mardi 4 juin 2013 à 11.00 heures à Luxembourg
1, rue Joseph Hackin*

Résolutions:

Les mandats des Administrateurs et du Réviseur d'Entreprises viennent à échéance à la présente Assemblée.

- L'Assemblée Générale Ordinaire décide à l'unanimité de renouveler le mandat de la société FIDUPAR représentée par Monsieur Noël DIDIER et de nommer définitivement Messieurs Hubert MUSSEAU et Carlo FRIOB aux postes d'administrateurs jusqu'à l'assemblée approuvant les comptes au 31.12.2013

- L'Assemblée Générale Ordinaire décide à l'unanimité de renouveler le mandat de DELOITTE S.A., 560, rue de Neudorf, L-2220 Luxembourg, au poste de Réviseur d'Entreprises Agréé, pour une période venant à échéance à l'Assemblée Générale des Actionnaires qui approuvera les comptes de l'exercice clôturant au 31.12.2013.

Pour extrait
FIDUPAR
Signatures

Référence de publication: 2013074647/21.

(130091897) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Two Three Four S.A., Société Anonyme.

Siège social: L-8010 Strassen, 234, route d'Arlon.
R.C.S. Luxembourg B 135.419.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

24, Rue Léon Kauffman L-1853 Luxembourg

Référence de publication: 2013074698/10.

(130091726) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Camelias, Société à responsabilité limitée.

Siège social: L-1251 Luxembourg, 13, avenue du Bois.
R.C.S. Luxembourg B 177.749.

STATUTS

L'an deux mille treize, le trente mai;

Pardevant Maître Carlo WERSANDT, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), soussigné;

ONT COMPARU:

1. Monsieur Christophe CERVASEL, administrateur de sociétés, né le 10 avril 1974 à Toulouse (France), demeurant à F-75008 Paris, 8, rue de Florence.

2. Madame Sylvie GANTER, administrateur de sociétés, née à Istres (France), le 4 octobre 1972, demeurant à F-75008 Paris, 8, rue de Florence.

ici représentés par Monsieur Yvon HELL, expert-comptable, demeurant professionnellement à L-1251 Luxembourg, 13, avenue du Bois, en vertu de deux procurations sous seing privé lui délivrées, lesquelles procurations, après avoir été signées "ne varietur" par le mandataire et le notaire instrumentant, resteront annexées au présent acte afin d'être enregistrées avec lui.

Lesquels comparants, représentés comme dit ci-avant, ont requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'ils déclarent constituer par les présentes et dont ils ont arrêté les statuts comme suit:

Titre I^{er} . - Dénomination - Objet - Durée - Siège social

Art. 1^{er} . Il est formé par la présente, entre les propriétaires actuels des parts ci-après créées et tous ceux qui pourront le devenir dans la suite, une société à responsabilité limitée dénommée «CAMELIAS» (ci-après la "Société"),

laquelle sera régie par les présents statuts (les "Statuts") ainsi que par les lois respectives et plus particulièrement par la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Art. 2. La Société a pour objet la prise de participations sous quelque forme que ce soit dans des sociétés luxembourgeoises ou étrangères, notamment l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par vente, échange ou de toute autre manière, de valeurs mobilières de toutes espèces, la gestion ou la mise en valeur du portefeuille qu'elle possédera.

La Société peut également procéder à l'acquisition, la cession, la concession et la mise en valeur, sous quelque forme que ce soit, de brevets, licences, marques, dessins et modèles, droits d'auteur sur les oeuvres littéraires et artistiques et les logiciels, les noms de domaines et tous autres droits de la propriété intellectuelle.

La Société pourra prêter ou emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques; elle peut participer à la création et au développement de toutes sociétés et leur prêter tous concours.

En outre, la Société a pour objet l'acquisition, l'administration, la gestion et la vente d'immeubles, de tous droits immobiliers, la prise respectivement la mise en location de biens meubles et immeubles, la gérance ou la gestion d'immeubles ou de patrimoines immobiliers exclusivement pour son propre compte.

D'une façon générale, la Société peut prendre toutes mesures de contrôle, de surveillance et de documentation et faire toutes opérations commerciales, financières, mobilières et immobilières se rattachant directement ou indirectement à son objet ou susceptibles d'en faciliter la réalisation.

Art. 3. La durée de la Société est illimitée.

Art. 4. Le siège social est établi dans la commune de Luxembourg (Grand-Duché de Luxembourg). L'adresse du siège social peut-être déplacée à l'intérieur de la commune par simple décision de la gérance.

Il peut-être transféré en tout autre endroit du Grand-Duché de Luxembourg par une simple décision des associés délibérant comme en matière de modification des statuts.

Par simple décision de la gérance, la Société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Titre II. - Capital social - Parts sociales

Art. 5. Le capital social est fixé à un million quatre cent sept mille six-cent cinquante quatre euros (1.407.654,- EUR), représenté par quatre cent soixante-neuf mille deux cent dix-huit (469.218) parts sociales d'une valeur nominale de trois euros (3,- EUR) chacune, intégralement libérées.

Le capital social pourra, à tout moment, être augmenté ou diminué dans les conditions prévues par l'article 199 de la loi concernant les sociétés commerciales.

Art. 6. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés que moyennant l'accord unanime de tous les associés.

En cas de cession à un non-associé, les associés restants ont un droit de préemption. Ils doivent l'exercer dans les 30 jours à partir de la date du refus de cession à un non-associé. En cas d'exercice de ce droit de préemption, la valeur de rachat des parts est calculée conformément aux dispositions des alinéas 6 et 7 de l'article 189 de la loi sur les sociétés commerciales.

Art. 7. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la Société.

Les créanciers, ayants-droit ou héritiers d'un associé ne pourront pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la Société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront se tenir aux valeurs constatées dans les derniers bilan et inventaire de la Société.

Titre III. - Administration et Gérance

Art. 8. La Société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables à tout moment par l'assemblée générale qui fixe leurs pouvoirs et leurs rémunérations.

Art. 9. Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède et peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 10. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification aux Statuts doivent réunir la majorité des associés représentant les trois quarts (3/4) du capital social.

Art. 11. Lorsque la Société ne comporte qu'un seul associé, les pouvoirs attribués par la loi ou les Statuts à l'assemblée générale sont exercés par l'associé unique.

Les décisions prises par l'associé unique, en vertu de ces pouvoirs, sont inscrites sur un procès-verbal ou établies par écrit.

De même, les contrats conclus entre l'associé unique et la Société représentée par lui sont inscrits sur un procès-verbal ou établies par écrit.

Cette disposition n'est pas applicable aux opérations courantes conclues dans des conditions normales.

Art. 12. Le ou les gérants ne contractent, en raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 13. Chaque année, le trente et un décembre, les comptes sont arrêtés et le ou les gérants dressent un inventaire comprenant l'indication des valeurs actives et passives de la Société.

Art. 14. Tout associé peut prendre au siège social de la Société communication de l'inventaire et du bilan.

Art. 15. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent du capital social.

Le solde des bénéfices nets peut être distribué à l'/aux associé(s) en proportion avec sa/leur participation dans le capital de la Société.

La gérance est autorisée à décider et à distribuer des dividendes intérimaires, à tout moment, sous les conditions suivantes:

1. la gérance préparera une situation intermédiaire des comptes de la société qui constituera la base pour la distribution des dividendes intérimaires;

2. ces comptes intérimaires devront montrer des fonds disponibles suffisants afin de permettre une distribution, étant entendu que le montant à distribuer ne peut pas excéder les bénéfices réalisés à la clôture de l'exercice fiscal précédent, augmenté du bénéfice reporté et réserves distribuables et diminué des pertes reportées et montants alloués à la réserve légale, en conformité avec la Loi ou les présents Statuts.

Art. 16. L'année sociale commence le premier janvier et finit le trente et un décembre.

Titre IV. - Dissolution - Liquidation

Art. 17. Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les pouvoirs et les émoluments.

Titre V. - Dispositions Générales

Art. 18. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les Statuts.

Disposition transitoire

Par dérogation, le premier exercice commence aujourd'hui et finira le 31 décembre 2013.

Souscription et Libération

Les Statuts ayant ainsi été arrêtés, les quatre cent soixante-neuf mille deux cent dix-huit (469.218) parts sociales ont été souscrites comme suit:

1) Monsieur Christophe CERVASEL, préqualifié, deux cent trente-quatre mille six cent neuf parts sociales	234.609
2) Madame Sylvie GANTER, préqualifiée, deux cent trente-quatre mille six cent neuf parts sociales	234.609
Total: quatre cent soixante-neuf mille deux cent dix-huit parts sociales	469.218

Toutes ces parts sociales ont été libérées intégralement par les souscripteurs pré-mentionnés comme suit:

- Monsieur Christophe CERVASEL, préqualifié, déclare et reconnaît que les deux cent trente-quatre mille six cent neuf (234.609) parts sociales souscrites ont été intégralement libérées par l'apport en nature de deux cent trente-quatre mille six cent neuf (234.609) actions sans désignation de valeur nominale, représentant 40% du capital social de la société anonyme de droit luxembourgeois "SFORT S.A.", établie et ayant son siège social à L-1251 Luxembourg, 13, avenue du Bois, inscrite au Registre de Commerce et des Sociétés de Sarreguemines sous le numéro B 157.110.

- Madame Sylvie GANTER, préqualifiée, déclare et reconnaît que les deux cent trente-quatre mille six cent neuf (234.609) parts sociales souscrites ont été intégralement libérées par l'apport en nature de deux cent trente-quatre mille six cent neuf (234.609) actions sans désignation de valeur nominale, représentant 40% du capital social de la société anonyme de droit luxembourgeois "SFORT S.A.", établie et ayant son siège social à L-1251 Luxembourg, 13, avenue du Bois, inscrite au Registre de Commerce et des Sociétés de Sarreguemines sous le numéro B 157.110.

Preuve de l'existence de l'apport

Preuve de la propriété et de la valeur de ces actions a été donnée au notaire instrumentant par la copie du registre des actionnaires de la société "SFORT S.A." et une déclaration émise par le conseil d'administration de celle-ci attestant le nombre d'actions, leur valeur et leur appartenance actuelle dans le chef de Monsieur Christophe CERVASEL et de Madame Sylvie GANTER.

Ladite déclaration, après avoir été signée "ne varietur" par le mandataire des comparants et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Réalisation effective de l'apport

Monsieur Christophe CERVASEL et Madame Sylvie GANTER., préqualifiés, fondateurs et apporteurs déclarent:

- que toutes les actions sont entièrement libérées;
- qu'il n'existe ni de droit de préemption, ni d'autres droits en vertu desquels une personne pourrait avoir le droit d'en acquérir une ou plusieurs actions;
- que lesdites actions sont légalement et conventionnellement librement transmissibles;
- qu'ils sont, en leur qualité d'apporteur, les seuls propriétaires des actions apportées;
- que toutes formalités seront réalisées aux fins de formaliser les transferts et de les rendre effectifs partout et vis-à-vis de toutes tierces parties.
- que le prédit apport des actions est évalué à un montant d'un million quatre cent sept mille six-cent cinquante quatre euros (EUR 1.407.654,-).

Loi anti-blanchiment

Les associés déclarent, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être les bénéficiaires réels de la Société faisant l'objet des présentes et certifient que les fonds/biens/droits servant à la libération du capital social ne proviennent pas, respectivement que la Société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge, à raison de sa constitution, est évalué à environ deux mille quatre cents euros (EUR 2.400,-).

Assemblée Générale Extraordinaire

Et aussitôt, les associés, représentant l'intégralité du capital social, et se considérant comme dûment convoqués, se sont réunis en assemblée générale extraordinaire et ont pris à l'unanimité des voix les résolutions suivantes:

1. Le siège social est établi à L-1251 Luxembourg, 13, avenue du Bois.
2. Sont nommés gérants de la Société pour une durée indéterminée:
 - Monsieur Christophe CERVASEL, administrateur de sociétés, né le 10 avril 1974 à Toulouse (France), demeurant à F-75008 Paris, 8, rue de Florence.
 - Madame Sylvie GANTER, administrateur de sociétés, née à Istres (France), le 4 octobre 1972, demeurant à F-75008 Paris, 8, rue de Florence
3. La Société est valablement engagée en toutes circonstances et sans restrictions par la signature conjointe des deux gérants.

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

Et après lecture faite et interprétation donnée au mandataire du comparant, ès-qualité qu'il agit, connu du notaire par nom, prénom usuel, état et demeure, ledit mandataire a signé avec Nous notaire le présent acte.

Signé: Y. HELL, C. WERSANDT.

Enregistré à Luxembourg A.C., le 4 juin 2013. LAC/2013/25201. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 10 juin 2013.

Référence de publication: 2013074869/177.

(130092963) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2013.

A.P.F. Promotion S.à.r.l., Société à responsabilité limitée.

Siège social: L-7535 Mersch, 14, rue de la Gare.

R.C.S. Luxembourg B 135.440.

Les documents de clôture de l'année 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Mersch, le 5 juin 2013.

Référence de publication: 2013074742/10.

(130092450) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2013.

3Si Re S.A., Société Anonyme.

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

R.C.S. Luxembourg B 167.015.

Le bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013074737/10.

(130091354) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juin 2013.

Entente des Gestionnaires des Institutions pour Personnes Agées a.s.b.l. (E.G.I.P.A.), Association sans but lucratif.

Siège social: L-1508 Howald, 4, rue Joseph Felten.

R.C.S. Luxembourg F 3.226.

CLÔTURE DE LIQUIDATION

Résolution prise à l'Assemblée Générale Ordinaire de l'Egipa a.s.b.l. en date du 22 mai 2013

L'Assemblée Générale Ordinaire du 22 mai 2013 de l'Entente des Gestionnaires des Institutions pour Personnes Âgées a.s.b.l. (E.G.I.P.A.), numéro d'immatriculation RCS F3226, a décidé volontairement de sa liquidation. L'Assemblée Générale a réalisé la liquidation et la clôture de la liquidation.

L'actif et le passif de l'Egipa a.s.b.l. ont été transférés à l'Egca a.s.b.l. (numéro d'immatriculation RCS F5379) suivant l'accord relatif à l'inclusion des activités de l'Egipa a.s.b.l. dans l'Egca a.s.b.l., qui a été approuvé par les Assemblées Générales Extraordinaires respectives des deux a.s.b.l. en novembre 2012.

Les livres comptables de l'Egipa a.s.b.l. sont gardés au siège social de l'Egca a.s.b.l. à 4, rue Jos Felten, L-1508 Howald.

Fabienne Steffen / Jean-Marie Mangen

Présidente / Vice-Président

Référence de publication: 2013074936/19.

(130092324) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2013.

D. Aronson Corporation S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 3A, Val Sainte Croix.

R.C.S. Luxembourg B 133.617.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 10 Mai de 2013.

Référence de publication: 2013074901/10.

(130092735) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2013.

Dream GP S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 163.043.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 5 juin 2013.

Référence de publication: 2013074905/10.

(130092492) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2013.

Caravanes a.s.b.l., Association sans but lucratif.

Siège social: L-2561 Luxembourg, 51, rue de Strasbourg.

R.C.S. Luxembourg F 9.573.

—
STATUTS

Entre les soussignés:

1. Docteur Abedelnasser EGBARIAH, pédopsychiatre, domicilié 51, rue de Strasbourg, L-2561 Luxembourg, de nationalité belge, membre fondateur
 2. Florbela OLIVEIRA, psychologue clinicienne, domiciliée 8, rue de Luxembourg L-8140 Bridel, de nationalité portugaise, membre fondateur
 3. Roxane LE MOULLEC, infirmière psychiatrique, domiciliée 26, route de Ettelbruck L-9160 Ingeldorf, de nationalité française, membre fondateur
 4. Livia NOCERINI, psychologue clinicienne, domiciliée 13, rue de Bastogne L-8818 Grevels, de nationalité luxembourgeoise, membre fondateur
- et tous ceux qui deviendront membres par la suite, est constituée une association sans but lucratif régie par la loi du 21 avril 1928, telle qu'elle a été modifiée, et par les présents statuts.

Titre I^{er}. Dénomination, Objet, Siège, Durée

Art. 1^{er}. L'association porte la dénomination: CARAVANES a.s.b.l.

Art. 2. L'association a pour objet promouvoir la santé mentale auprès de la population en générale et plus spécifiquement auprès des populations migrantes, au sein d'un centre spécialisée dans le domaine de la recherche de la clinique transculturelle.

Art. 3. L'association a son siège social 51, rue de Strasbourg, L-2561 Luxembourg. Le siège social peut être transféré à n'importe quel endroit au Grand-Duché de Luxembourg, par simple décision du Conseil d'Administration.

Art. 4. La durée de l'association est indéterminée.

Titre II. Exercice social

Art. 5. L'exercice social coïncide avec l'année civile.

Titre III. Membres

Art. 6. Peut devenir membre effectif de l'association Docteur Abedelnasser EGBARIAH, Florbela OLIVEIRA, Roxane LE MOULLEC, Livia NOCERINI.

Toute personne physique ou morale désirant faire partie de l'association doit présenter une demande d'adhésion écrite au Conseil d'Administration, qui procède à l'examen de la demande et s'entoure de tous les éléments d'appréciation nécessaires pour prendre sa décision. Le Conseil d'Administration décide souverainement et n'est pas obligé de faire connaître les motifs pour lesquels l'adhésion aura, le cas échéant, été refusée.

Art. 7. Le nombre minimum des membres associés est de trois.

Art. 8. Tout membre peut quitter l'association en adressant par lettre recommandée sa démission au Conseil d'Administration.

Est considéré démissionnaire tout associé qui, après mise en demeure lui envoyée par lettre recommandée, ne s'est pas acquitté de la cotisation dans le délai de 1 an à partir de l'envoi de la mise en demeure.

Art. 9. Tout associé peut être exclu par le Conseil d'Administration

- en cas d'infraction grave aux présents statuts,
- en cas de manquement important à ses obligations envers l'association, constatés par le Conseil d'Administration.

Un recours dûment motivé devant l'assemblée générale est possible. L'assemblée générale décide souverainement en dernière instance, à la majorité des deux tiers des membres présents ou représentés.

Titre IV. Assemblée générale

Art. 10. L'assemblée générale a tous les pouvoirs que la loi ou les présents statuts n'ont pas attribués à un autre organe de l'association.

L'assemblée générale se réunit au moins une fois par année civile, sur convocation du président du Conseil d'Administration, adressée un mois à l'avance par lettre circulaire à tous les membres de l'association, ensemble avec l'ordre du jour.

L'assemblée générale se réunit pareillement sur demande d'un cinquième des membres de l'association.

Pour les votes, il sera loisible aux membres de se faire représenter par un autre membre à l'aide d'une procuration écrite.

Les résolutions de l'assemblée générale seront portées à la connaissance des membres et des tiers par lettre circulaire ou par tout autre moyen approprié.

Art. 11. Les résolutions pourront être prises en dehors de l'ordre du jour, à condition toutefois que l'assemblée générale y consente à la majorité de deux tiers des membres présents ou représentés.

Titre V. Administration

Art. 12. L'association est gérée par un Conseil d'Administration composé de 3 membres au moins, élus par l'assemblée générale à la majorité simple des votes valablement émis.

La durée de leur mandat est de 2 ans. Les administrateurs désignent entre eux, à la simple majorité, ceux qui exerceront les fonctions de président, secrétaire et trésorier. Les pouvoirs des administrateurs sont ceux résultant de la loi et des présents statuts. Les membres du conseil d'administration sont rééligibles.

Art. 13. Le conseil d'administration se réunit chaque fois que les intérêts de l'association l'exigent. De même, le Conseil d'Administration doit se réunir à la demande de deux tiers de ses membres ou à la demande de son président.

Les membres du Conseil d'Administration sont convoqués par simple lettre ou par tout autre moyen approprié.

Art. 14. La signature conjointe de deux membres du Conseil d'Administration engage l'association.

Art. 15. Le Conseil d'Administration peut, sous sa responsabilité, déléguer, pour des affaires particulières, ses pouvoirs à un de ses membres ou à un tiers.

Titre VI. Contributions et Cotisations

Art. 16. Les membres fondateurs, de même que tout nouveau membre de l'association, seront tenus de payer une contribution dont le montant est fixé par l'assemblée générale. Cette contribution ne sera pas restituée en cas de désistement d'un membre.

Art. 17. La cotisation annuelle maxima pouvant être exigée des membres est fixée périodiquement par l'assemblée générale.

Titre VII. Mode d'établissement des comptes

Art. 18. Le Conseil d'Administration établit le compte des recettes et des dépenses de l'exercice social et le soumet pour approbation à l'assemblée générale annuelle, ensemble avec un projet de budget pour l'exercice suivant.

Titre VIII. Modification des statuts

Art. 19. L'assemblée générale ne peut valablement délibérer sur les modifications à apporter aux statuts que si celles-ci sont expressément indiquées dans l'avis de convocation et si l'assemblée générale réunit au moins deux tiers des membres.

Art. 20. Les modifications des statuts ainsi que leur publication s'opèrent conformément aux dispositions afférentes de la loi du 21 avril 1928, telle que modifiée.

Titre IX. Dissolution et Liquidation

Art. 21. La dissolution et la liquidation de l'association s'opèrent conformément aux dispositions afférentes de la loi du 21 avril 1928, telle que modifiée.

Art. 22. En cas de dissolution de l'association, son patrimoine sera affecté à une association à désigner par l'assemblée générale.

Titre X. Dispositions finales

Art. 23. Pour tous les points non réglés par les présents statuts, les comparants déclarent expressément se soumettre aux dispositions de la loi du 21 avril 1928, telle que modifiée.

Référence de publication: 2013075402/94.

(130092514) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2013.