SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 2695 **29 octobre 2013**

SOMMAIRE

Advice Invest S.A. 129351
Agroregion 129350
Alpha Private Equity Fund 6 Management Company 129351
A & M Consulinvest SA 129351
A.M.V. LUX, s.à r.l. 129351
A.M.V. LUX, s.à r.l. 129351
Applied Materials Luxembourg S.à r.l. 129344
Copal Belle Boutique S.A. 129360
Electro Pinto S.à r.l. 129352
Fiduciaire Continentale 129352
Financial Investments Company S.A. 129352
Financial Investments Company S.A. 129352
Global Food Investments S.A. 129352
Ignis Funds Sicav 129328
Inolux S.A. 129360
Invest 9 S.A. 129360
Jeeves S.à r.l. 129350
JFI Holdings S.A. 129314
JFI Holdings S.à r.l. 129314
Jolyco S.A. 129350
JPA Electronique s.à r.l. 129350
KPI Residential Property 2 S.à r.l. 129360
Sagres Participations S.A. 129355
Samanco S.A., SPF 129359
Saninpart S.A. 129355
SELP (Alzenau) S.à r.l. 129355
Sienna Capital S.à r.l. 129359
Soleo S.A. 129355
Soliciel s.à r.l. 129358
Spir S.A. 129359
Startex S. à r.l. 129354
Stige S.A. 129354
St Nicolas Sàrl 129358
Stoll, Maître-Matelassier, S.à r.l. 129354
Sylvanus Luxembourg S.A. 129353
Syntegra Investments III S. à r.l. 129355
Syntegra Investments I S.à r.l. 129359
Tcarma S.A. 129360
Teal 1 S.à r.l. 129353
Teal 2 S.à r.l. 129353
Teal 3 S.à r.l. 129353
Teal 4 S.à r.l. 129354
Teal Doncaster S.à r.l. 129353
Teal Voltaic S.à r.l. 129353
Terra Venture Partners Management S.à r.l. 129360
The Fun Agency s.à r.l. 129357
Thunderbird I S.à r.l. 129359
Thunderbird J S.à r.l. 129358
Tiffany Properties S.A. 129357
Trina Solar (Luxembourg) Overseas Systems S.à r.l. 129354
Trio 129356
Varian Semiconductor Equipment Associates Luxembourg S.à r.l. 129344
Vector Asset Management S.A. 129356
Vivier S.A. Holding 129356
WEWE Hausverwaltungs GmbH 129358
White Martins & White Martins - Comércio e Serviços, S.à r.l. 129356
White Martins & White Martins - Comércio e Serviços, S.à r.l. 129356
WM Kehlen (Luxembourg) S.à r.l. 129357
WMT GeC Holdings S.à r.l. 129357
Zitro IP S.à r.l. 129357
Zitro S.àr.l. 129358

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

JFI Holdings S.A., Société Anonyme,
(anc. JFI Holdings S.à r.l.).

Capital social: USD 150.000,00.

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

R.C.S. Luxembourg B 174.725.

In the year two thousand and thirteen, the twenty-seventh day of August,

Before us, Maître Carlo Wersandt, notary residing in Luxembourg, acting in replacement of Maître Henri Hellinckx, notary residing in Luxembourg,

was held an extraordinary general meeting of the sole shareholder of JFI Holdings S.à r.l., a private limited liability company (société à responsabilité limitée), having its registered office at 37, rue d'Anvers, L-1130 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 174725 and having a share capital of fifty thousand United States dollars (USD 50,000.-) (the Company). The Company was incorporated on 16 January 2013 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 647 of 16 March 2013. The articles of association of the Company (the Articles) have not been amended since this date.

THERE APPEARED:

Glenhuron Finance Company GmbH, a company existing and organized under the laws of Switzerland, having its registered office at Grabenstrasse 15, 8200 Schaffhausen, Switzerland, registered with the Commercial Register of Canton Schaffhausen under number CH-020.4.043.522-9 (the Sole Shareholder),

hereby represented by Régis Galiotto, notary's clerk, residing professionally in Luxembourg, by virtue of a special power of attorney given under private seal,

Said proxy, 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 to be filed with such deed with the registration authorities.

The Sole Shareholder has requested the undersigned notary to record the following:

I. that fifty (50) shares of the Company, having a nominal value of one thousand United States dollars (USD 1,000.-) each, representing one hundred percent (100 %) of the share capital of the Company, are duly represented at this meeting which is consequently regularly constituted and may deliberate upon the items on the agenda, hereinafter reproduced;

II. that the agenda of the meeting is worded as follows:

1. increase of the share capital of the Company by an amount of one hundred thousand United States dollars (USD 100,000.-) in order to bring the share capital of the Company from its current amount of fifty thousand United States dollars (USD 50,000.-) represented by fifty (50) shares in registered form, having a par value of one thousand United States dollars (USD 1,000.-) each, to one hundred fifty thousand United States dollars (USD 150,000.-) by way of the issuance of one hundred (100) new shares of the Company, having a par value of one thousand United States dollars (USD 1,000.-) each;

2. decision to change the legal form of the Company from a Luxembourg private limited liability company (société à responsabilité limitée) into a Luxembourg public limited liability company (société anonyme);

3. decision to change the name of the Company from "JFI Holdings S.à r.l." to "JFI Holdings S.A." and subsequent amendment of article 1 of the articles of association of the Company (the Articles) which shall read as follows:

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

4. decision to change the corporate object of the Company and subsequent amendment of article 3 of the Articles which shall read as follows:

" **Art. 3. Corporate object.**

3.1 The Company's object is the acquisition of participations, in Luxembourg or abroad, in any company or enterprise in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities andfinancial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

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

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object."

5. as a consequence of the conversion of the Company into a public limited liability company (société anonyme), acknowledgment of the resignation of the managers of the Company and decision to appoint the same as directors of the Company for a period of six years;

6. appointment of the statutory auditor (commissaire) of the Company for a period of six years;

7. amendment and complete restatement of the Articles in order to reflect the above items of the agenda;

8. amendment of the shareholders' register of the Company to reflect the above items of the agenda with power and authority given to any director of the Company to proceed on behalf of the Company to the necessary amendments to the shareholders' register of the Company; and

9. miscellaneous.

III. The Sole Shareholder has taken the following resolutions:

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of one hundred thousand United States dollars (USD 100,000.-) in order to bring the share capital of the Company from its current amount of fifty thousand United States dollars (USD 50,000.-) represented by fifty shares (50) in registered form, having a par value of one thousand United States dollars (USD 1,000.-) each, to one hundred fifty thousand United States dollars (USD 150,000.-) by way of the issuance of one hundred (100) new shares of the Company, having a par value of one thousand United States dollars (USD 1,000.-) each.

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

Subscription - Payment

Thereupon, the Sole Shareholder, represented as stated above, declares to subscribe to one hundred (100) new shares of the Company, having a par value of one thousand United States dollars (USD 1,000.-) and to fully pay them up by way of a contribution in cash in an amount of one hundred thousand United States dollars (USD 100,000.-) which will be entirely allocated to the share capital account of the Company.

The amount of the increase of the share capital is fortwith at the free disposal of the Company, evidence of which has been given to the undersigned notary.

Second resolution

The Sole Shareholder resolves, with effect as from the day of the present meeting, to change the legal form of the Company from a Luxembourg private limited liability company (société à responsabilité limitée) to a Luxembourg public limited liability company (société anonyme), without interruption of its legal personality.

The change of the legal form of the Company is made on the basis of a report in satisfaction of articles 26-1 and 31-1 of the Luxembourg law of 10 August 1915, as amended, and established by KPMG Luxembourg S.à r.l. a private limited liability company (société à responsabilité limitée), having its registered office at 9, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 149133 acting as independent auditor (réviseur d'entreprises) on 27 August 2013.

The conclusion of this report is the following:

"Based on the work performed, nothing has come to our attention that causes us to believe that the value of the Contribution in the context of the transformation of the Company into an S.A. together with the capital increase paid in cash, does not correspond at least to the number and value of the units to be converted."

This report will remain attached to the present deed.

Third resolution

The Sole Shareholder resolves to change the name of the Company from "JFI Holdings S.à r.l." to "JFI Holdings S.A." and subsequently resolves to amend article 1 of the Articles which shall henceforth read as follows:

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

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Fourth resolution

The Sole Shareholder resolves to change the corporate object of the Company and subsequently resolves to amend article 3 of the Articles which shall henceforth read as follows:

" **Art. 3. Corporate object.**

3.1 The Company's object is the acquisition of participations, in Luxembourg or abroad, in any company or enterprise in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities andfinancial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

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

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object."

Fifth resolution

As a consequence of the conversion of the Company into a public limited liability company (société anonyme), the Sole Shareholder resolves to acknowledge the resignation of Damien Warde, Hugo Neuman and Szilvia Horvath-Cook as managers and to appoint the same as directors for a period of six (6) years which will expire at the annual general meeting of the Company to be held in 2019.

Therefore, the Sole Shareholder acknowledges that the board of directors of the Company is composed of the following persons:

- Damien Warde;
- Hugo Neuman; and
- Szilvia Horvath-Cook.

Sixth resolution

The Sole Shareholder resolves to appoint KPMG Luxembourg S.à r.l., as statutory auditor (commissaire aux comptes) of the Company with immediate effect for a period of six (6) years.

Seventh resolution

As a consequence of the above and in order to reflect the above resolutions, the Sole Shareholder resolves to amend and fully restate the Articles as follows and has thus requested the undersigned notary to enact the following amendment and full restatement of the Articles:

"I. Name - Registered office - Object - Duration

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

Art. 2. Registered office.

2.1. The Company's registered office is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within that municipality by a resolution of the board of directors (the Board). It may be transferred to any other location in the Grand Duchy of Luxembourg by a resolution of the general meeting of shareholders (the General Meeting), acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board. If the Board determines that extraordinary political or military developments or events have occurred or are imminent, and that those developments or events may interfere with the normal activities of the Company at its registered office, or with ease of communication between that office and persons abroad, the registered office may be temporarily transferred abroad until the developments or events in question have completely ceased. Any such temporary measures do not affect the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Art. 3. Corporate object.

3.1 The Company's object is the acquisition of participations, in Luxembourg or abroad, in any company or enterprise in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

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

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited period.

4.2. The Company shall not be dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or more shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at one hundred fifty thousand United States dollars (USD 150,000.-), represented by one hundred fifty (150) shares in registered form, having a nominal value of one thousand United States dollars (USD 1,000.-) each.

5.2. The share capital may be increased or reduced once or more by a resolution of the General Meeting, acting in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. The shares are indivisible and the Company recognises only one (1) owner per share.

6.2. The shares are and will remain in registered form (actions nominatives).

6.3. A register of shares shall be kept at the registered office and may be examined by any shareholder on request.

6.4. A share transfer shall be carried out by the entry in the register of shares of a declaration of transfer, duly signed and dated by either:

(i) both the transferor and the transferee or their authorised representatives; or

(ii) any authorised representative of the Company,

following a notification to, or acceptance by, the Company, in accordance with Article 1690 of the Luxembourg Civil Code.

6.5. Any document recording the agreement between the transferor and the transferee, which is validly signed by both parties, may be accepted by the Company as evidence of a share transfer.

6.6. The Company may redeem its own shares within the limits set out in the Law.

III. Management - Représentation

Art. 7. Board of directors.

7.1. Composition of the board of directors

(i) The Company shall be managed by the Board, which shall comprise at least three (3) members. The directors need not be shareholders.

(ii) The General Meeting shall appoint the directors and determine their number, their remuneration and the term of their office. Directors cannot be appointed for a term of office of more than six (6) years but are eligible for reappointment at the expiry of their term of office.

(iii) Directors may be removed at any time, with or without cause, by a resolution of the General Meeting.

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

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

(vi) If the office of a director becomes vacant, the other directors, acting by a simple majority, may fill the vacancy on a provisional basis until a new director is appointed by the next General Meeting.

7.2. Powers of the board of directors

(i) All powers not expressly reserved to the shareholders by the Law or the Articles fall within the competence of the Board, which has full power to carry out and approve all acts and operations consistent with the Company's corporate object.

(ii) The Board may delegate special or limited powers to one or more agents for specific matters.

(iii) The Board is authorised to delegate the day-to-day management, and the power to represent the Company in this respect, to one or more directors, officers, managers or other agents, whether shareholders or not, acting either individually or jointly. If the day-to-day management is delegated to one or more directors, the Board must report to the annual General Meeting any salary, fee and/or any other advantage granted to those director(s) during the relevant financial year.

7.3. Procedure

(i) The Board must appoint a chairperson from among its members, and may choose a secretary who need not be a director and who will be responsible for keeping the minutes of the meetings of the Board and of General Meetings.

(ii) The Board shall meet at the request of the chairperson or any two (2) directors, at the place indicated in the notice, which in principle shall be in Luxembourg.

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

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

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

(vi) The Board may only validly deliberate and act if a majority of its members are present or represented. Board resolutions shall be validly adopted by a majority of the votes of the directors present or represented. The chairman shall have a casting vote in the event of a tied vote. Board resolutions shall be recorded in minutes signed by the chairperson, by all the directors present or represented at the meeting.

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

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

(ix) A director who has an interest in a transaction carried out other than in the ordinary course of business which conflicts with the interests of the Company must advise the Board accordingly and have the statement recorded in the minutes of the meeting. The director concerned may not take part in the deliberations concerning that transaction. A special report on the relevant transaction shall be submitted to the shareholders at the next General Meeting, before any vote on any other resolution.

7.4. Représentation

(i) The Company shall be bound towards third parties in all matters by the joint signature of any two (2) directors.

(ii) The Company shall also be bound towards third parties by the joint or single signature of any person(s) to whom special signatory powers have been delegated by the Board.

Art. 8. Sole director.

8.1. Where the number of shareholders is reduced to one (1):

(i) the Company may be managed by a sole director until the General Meeting following the introduction of an additional shareholder; and

(ii) any reference in the Articles to the Board, the directors, some directors or any director should be read as a reference to that sole director, as appropriate.

8.2. Transactions entered into by the Company which conflict with the interest of its sole director must be recorded in minutes. This does not apply to transactions carried out under normal circumstances in the ordinary course of business.

Art. 9. Liability of the directors. The directors may not be held personally liable by reason of their office for any commitment they have validly made in the Company's name, provided those commitments comply with the Articles and the Law.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

IV. Shareholder(s)

Art. 10. General meetings of shareholders.

10.1. Powers and voting rights

(i) Resolutions of the shareholders shall be adopted at a General Meeting of shareholders. The General Meeting has full powers to adopt and ratify all acts and operations which are consistent with the Company's corporate object.

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

10.2. Notices, quorum, majority and voting proceedings

(i) The shareholders may be convened to General Meetings by the Board or the statutory auditor(s). The shareholders must be convened to a General Meeting following a request from shareholders representing more than one-tenth (1/10) of the share capital.

(ii) Written notice of any General Meeting shall be given to all shareholders at least eight (8) days prior to the date of the meeting, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

(iii) General Meetings shall be held at the time and place specified in the notices.

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

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

(vi) Any shareholder may participate in any General Meeting by telephone or video conference, or by any other means of communication which allows all those taking part in the meeting to identify, hear and speak to each other. Participation by such means is deemed equivalent to participation in person at the meeting.

(vii) Any shareholder may vote by using the forms provided by the Company for that purpose. Voting forms must contain the date, place and agenda of the meeting and the text of the proposed resolutions. For each resolution, the form must contain three boxes allowing for a vote for or against that resolution or an abstention. Shareholders must return the voting forms to the Company's registered office. Only voting forms received prior to the General Meeting shall be taken into account in calculating the quorum for the meeting. Voting forms which indicate neither a voting intention nor an abstention shall be considered void.

(viii) Resolutions to be adopted at General Meetings shall be passed by a simple majority vote, regardless of the proportion of share capital represented.

(ix) An extraordinary General Meeting may only amend the Articles if at least one-half of the share capital is represented and the agenda indicates the proposed amendments to the Articles, including the text of any proposed amendment to the Company's object or form. If this quorum is not reached, a second General Meeting shall be convened by means of notices published twice in the Mémorial and two Luxembourg newspapers, at an interval of at least fifteen (15) days and fifteen (15) days before the meeting. These notices shall state the date and agenda of the General Meeting and the results of the previous General Meeting. The second General Meeting shall deliberate validly regardless of the proportion of capital represented. At both General Meetings, resolutions must be adopted by at least two-thirds of the votes cast.

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

Art. 11. Sole shareholder. When the number of shareholders is reduced to one (1):

(i) the sole shareholder shall exercise all powers granted by the Law to the General Meeting;

(ii) any reference in the Articles to the shareholders or the General Meeting is to be read as a reference to the sole shareholder, as appropriate; and

(iii) the resolutions of the sole shareholder shall be recorded in minutes or drawn up in writing.

V. Annual accounts - Allocation of profits - Supervision

Art. 12. Financial year and Approval of annual accounts.

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

12.2. Each year, the Board must prepare the balance sheet and profit and loss account, together with an inventory stating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts owed by the officers, directors and statutory auditor to the Company.

12.3. One month before the annual General Meeting, the Board shall provide the statutory auditors with a report on, and documentary evidence of, the Company's operations. The statutory auditor shall then prepare a report setting out their proposals.

12.4. The annual General Meeting shall be held at the registered office or in any other place within the municipality of the registered office, as specified in the notice, within six (6) months from the closing of the financial year.

Art. 13. Auditors.

13.1. The Company's operations shall be supervised by one or more statutory auditors (commissaires).

13.2. When so required by law, the Company's operations shall be supervised by one or more approved external auditors (réviseurs d'entreprises agréés).

13.3. The General Meeting shall appoint the statutory auditors (commissaires) / external auditors (réviseurs d'entreprises agréés), and determine their number and remuneration and the term of their office. The term of office of the statutory auditors may not exceed six (6) years but may be renewed.

Art. 14. Allocation of profits.

14.1. Five per cent (5%) of the Company's annual net profits must be allocated to the reserve required by law (the Legal Reserve). This requirement ceases when the Legal Reserve reaches an amount equal to ten per cent (10%) of the share capital.

14.2. The General Meeting shall determine the allocation of the balance of the annual net profits. It may decide on the payment of a dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions.

14.3. Interim dividends may be distributed at any time, subject to the following conditions:

(i) the Board must draw up interim accounts;

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

(iii) within two (2) months of the date of the interim accounts, the Board must resolve to distribute the interim dividends; and

(iv) the statutory auditors (commissaires) or the approved external auditors (réviseurs d'entreprises agréés), as applicable, must prepare a report addressed to the Board which must verify whether the above conditions have been met.

VI. Dissolution - Liquidation

15.1. The Company may be dissolved at any time by a resolution of the General Meeting, acting in accordance with the conditions prescribed for the amendment of the Articles. The General Meeting shall appoint one or more liquidators, who need not be shareholders, to carry out the liquidation, and shall determine their number, powers and remuneration. Unless otherwise decided by the General Meeting, the liquidators shall have full power to realise the Company's assets and pay its liabilities.

15.2. The surplus (if any) after realisation of the assets and payment of the liabilities shall be distributed to the shareholders in proportion to the shares held by each of them.

VII. General provision

16.1. Notices and communications may be made or waived and circular resolutions may be evidenced in writing, by fax, email or any other means of electronic communication.

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

16.3. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements for being deemed equivalent to handwritten signatures. Signatures of circular resolutions or resolutions adopted by telephone or video conference may appear on one original or several counterparts of the same document, all of which taken together shall constitute one and the same document.

16.4. All matters not expressly governed by these Articles shall be determined in accordance with the applicable law and, subject to any non-waivable provisions of the law, with any agreement entered into by the shareholders from time to time.

Eighth resolution

The Sole Shareholder resolves to amend the shareholders' register of the Company to reflect the above items of the agenda with power and authority given to any director of the Company to proceed on behalf of the Company with the necessary amendments to the shareholders' register of the Company.

Estimate of Costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated at one thousand eight hundred Euros (EUR 1,800.-).

Declaration

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

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

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

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

Suit la traduction française du texte qui précède:

L'an deux mille treize, le vingt-septième jour du mois d'août,

Par-devant Me Carlo Wersandt, notaire de résidence à Luxembourg, agissant en remplacement de Me Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

s'est tenue une assemblée générale extraordinaire de l'associé unique de JFI Holdings S.à r.l., une société à responsabilité limitée, dont le siège social est établi au 37, rue d'Anvers, L-1130 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 174725 et disposant d'un capital social de cinquante mille dollars américains (USD 50.000.-) (la Société). La Société a été constituée le 16 janvier 2013, 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 647 du 16 mars 2013. Les statuts de la Société (les Statuts) n'ont pas été modifiés depuis.

A COMPARU:

Glenhuron Finance Company GmbH, une société régie et organisée selon les lois de la Suisse, dont le siège social est établi au Grabenstrasse 15, 8200 Schaffhouse, Suisse, immatriculée au Registre du Commerce du Canton de Schaffhouse sous le numéro CH-020.4.043.522-9 (l'Associé Unique),

ici représentée par Régis Galiotto, clerc de notaire, avec adresse professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé,

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

L'Associé Unique a requis le notaire instrumentant d'acter ce qui suit:

I. que cinquante (50) parts sociales de la Société, ayant une valeur nominale de mille dollars américains (USD 1.000,-) chacune, représentant cent pour cent (100%) du capital social de la Société, sont dûment représentés à la présente assemblée qui est ainsi régulièrement constituée et peut délibérer sur les points de l'ordre du jour, ci-après reproduits;

II. que l'ordre du jour de l'assemblée est libellé comme suit:

1. augmentation du capital social de la Société d'un montant de cent mille dollars américains (USD 100.000,-) afin de le porter de son montant actuel de cinquante mille dollars américains (USD 50.000,-) représenté par cinquante (50) parts sociales sous forme nominative, ayant une valeur nominale de mille dollars américains (USD 1.000,-) chacune;

2. décision de modification de la forme sociale de la Société de société à responsabilité limitée en une société anonyme;

3. décision de modification de la dénomination sociale de la Société de «JFI Holdings S.à r.l.» à «JFI Holdings S.A.» et modification subséquente de l'article 1 des Statuts, qui aura la teneur suivante:

« **Art. 1 er . Dénomination.** Le nom de la société est «JFI Holdings S.A.» (la Société). La Société est une société anonyme régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915, sur les sociétés commerciales, telle que modifiée (la Loi) ainsi que par les présents statuts (les Statuts).»

4. décision de modification de l'objet social de la Société et modification subséquente de l'article 3 des Statuts, qui aura la teneur suivante:

« **Art. 3. Objet social.**

3.1 L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs et instruments financiers émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2 La Société peut emprunter sous quelque forme que ce soit. Elle peut procéder à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3 La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

3.4 La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.»

5. en conséquence de la conversion de la Société en société anonyme, prise d'acte de la démission des gérants de la Société et décision de nommer lesdites personnes en qualité d'administrateurs de la Société pour une durée de six ans;

6. nomination du commissaire de la Société pour une durée de six ans;

7. modification et refonte complète des Statuts afin de refléter les points ci-dessus de l'ordre du jour;

8. modification du registre des actionnaires de la Société afin de refléter les points ci-dessus de l'ordre du jour avec pouvoir et autorité donnés à tous les administrateurs de la Société pour procéder au nom et pour le compte de la Société aux modifications nécessaires du du registre des actionnaires de la Société; et

9. divers.

III. L'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de cent mille dollars américains (USD 100.000,-) afin de le porter de son montant actuel de cinquante mille dollars américains (USD 50.000,-) représenté par cinquante (50) parts sociales sous forme nominative, ayant une valeur nominale de mille dollars américains (USD 1.000,-) chacune, à cent cinquante mille dollars américains (USD 150.000,-) par voie d'émission de cent (100) nouvelles parts sociales de la Société, ayant une valeur nominale de mille dollars américains (USD 1.000,-) chacune.

L'Associé Unique décide d'accepter et d'enregistrer la souscription suivante à, et la libération intégrale de, l'augmentation de capital social comme suit:

Souscription - Libération

Par conséquent, l'Associé Unique, représenté comme indiqué ci-dessus, déclare souscrire à cent (100) nouvelles parts sociales de la Société, ayant une valeur nominale de mille dollars américains (USD 1.000,-) chacune et les libérer intégralement par un apport en espèces d'un montant de cent mille dollars américains (USD 100.000,-) qui sera intégralement alloué au compte de capital social de la Société.

Le montant de l'augmentation de capital est ainsi à la libre disposition de la Société, comme il a été prouvé au notaire instrumentant.

Deuxième résolution

L'Associé Unique décide de modifier la forme sociale de la Société de société à responsabilité limitée en une société anonyme à compter de la date des présentes à l'exclusion de toute suspension de sa personnalité juridique.

La modification de la forme sociale de la Société est effectuée sur la base d'un rapport établi par KPMG Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est établi au 9, allée Scheffer, L-2520 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 149133, conformément aux articles 26-1 et 31-1 de la loi du 10 août 1915, sur les sociétés commerciales, telle que modifiée, agissant en qualité de réviseur d'entreprises, en date du 27 août 2013.

La conclusion dudit rapport est la suivante:

"Sur le fondement du travail effectué, aucun élément n 'a été porté à notre attention qui nous porterait à croire que la valeur de l'Apport dans le contexte de la modification de la forme sociale de la Société en une société anonyme ainsi qu'avec l'augmentation de capital libéré en numéraire ne correspond pas au moins au nombre et à la valeur des parts sociales à convertir'".

Ledit rapport restera annexé au présent acte.

Troisième résolution

L'Associé Unique décide de modifier la dénomination sociale de la Société de «JFI Holdings S.à r.l.» à «JFI Holdings S.A.» et de modifier l'article 1 des Statuts, qui aura la teneur suivante:

« **Art. 1 er . Dénomination.** Le nom de la société est «JFI Holdings S.A.» (la Société). La Société est une société anonyme régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915, sur les sociétés commerciales, telle que modifiée (la Loi) ainsi que par les présents statuts (les Statuts).»

Quatrième résolution

L'Associé Unique décide de modifier l'objet social de la Société et de modifier l'article 3 des Statuts, qui aura la teneur suivante:

« **Art. 3. Objet social.**

3.1 L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations,

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs et instruments financiers émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2 La Société peut emprunter sous quelque forme que ce soit. Elle peut procéder à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3 La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4 La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.»

Cinquième résolution

En conséquence de la conversion de la Société en société anonyme, l'Associé Unique décide de prendre acte de la démission de Damien Warde, Hugo Neuman et Szilvia Horvath-Cook en qualité de gérants et décide de nommer lesdites personnes en qualité d'administrateurs de la Société pour une durée de six ans dont le terme est fixé à l'assemblée générale annuelle de la Société qui se tiendra en 2019.

Par conséquent, l'Associé Unique prend acte que le conseil d'administration de la Société est composé des personnes suivantes:

- Damien Warde;
- Hugo Neuman; et
- Szilvia Horvath-Cook.

Sixième résolution

L'Associé Unique décide de nommer KPMG Luxembourg S.à r.l. en qualité de commissaire aux comptes de la Société avec effet immédiat pour une durée de six (6) ans.

Septième résolution

En conséquence et afin de refléter les résolutions prises ci-dessus, l'Associé Unique décide de modifier et reformuler les Statuts avec la teneur suivante et a ainsi requis le notaire instrumentant d'acter la modification suivante et la refonte intégrale des Statuts:

«I. Dénomination - Siège social - Objet - Durée

Art. 1er. Dénomination. Le nom de la société est "JFI Holdings S.A." (la Société). La Société est une société anonyme régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg. Il peut être transféré dans cette même commune par décision du conseil d'administration (le Conseil). Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution de l'assemblée générale des actionnaires (l'Assemblée Générale), selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du Conseil. Lorsque le Conseil estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou évènements sont de nature à compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provisoires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

Art. 3. Objet social.

3.1. L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs et instruments financiers

émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2. La Société peut emprunter sous quelque forme que ce soit. Elle peut procéder à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

Art. 4. Durée.

4.1. La Société est constituée pour une durée indéterminée.

4.2. La Société ne sera pas dissoute en raison de la mort, de la suspension des droits civils, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre évènement similaire affectant un ou plusieurs actionnaires.

II. Capital - Actions

Art. 5. Capital.

5.1. Le capital social est fixé à cent cinquante mille dollars américains (USD 150.000,-), représenté par cent cinquante (150) actions sous forme nominative, ayant une valeur nominale de mille dollars américains (USD 1.000,-) chacune.

5.2. Le capital social peut être augmenté ou réduit à une ou plusieurs reprises par une résolution de l'Assemblée Générale, adoptée selon les modalités requises pour la modification des Statuts.

Art. 6. Actions.

6.1. Les actions sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par action.

6.2. Les actions sont et resteront sous forme nominative.

6.3. Un registre des actions est tenu au siège social et peut être consulté à la demande de chaque actionnaire.

6.4. Une cession d'action(s) s'opère par la mention sur le registre des actions d'une déclaration de transfert, dûment datée et signée:

(i) par le cédant et le cessionnaire ou par leurs mandataires; ou

(ii) par un quelconque mandataire de la Société,

suivant une notification à, ou une acceptation par la Société, conformément à l'article 1690 du Code Civil luxembourgeois.

6.5. Tout autre document établissant l'accord du cédant et du cessionnaire, dûment signé par les deux parties, peut également être accepté par la Société comme preuve du transfert d'actions.

6.6. La Société peut racheter ses propres actions dans les limites prévues par la Loi.

III. Gestion - Représentation

Art. 7. Conseil d'administration.

7.1. Composition du conseil d'administration

(i) La Société est gérée par un conseil d'administration (le Conseil) composé d'au moins trois (3) membres, qui ne doivent pas nécessairement être actionnaires.

(ii) L'Assemblée Générale nomme les administrateurs et fixe leur nombre, leur rémunération ainsi que la durée de leur mandat. Les administrateurs ne peuvent être nommés pour plus de six (6) ans, mais sont rééligibles à la fin de leur mandat.

(iii) Les administrateurs sont révocables à tout moment (avec ou sans raison) par une décision de l'Assemblée Générale.

(iv) Lorsqu'une personne morale est nommée administrateur, celle-ci est tenue de désigner un représentant permanent qui représente ladite personne morale dans sa mission d'administrateur. Ce représentant permanent est soumis aux mêmes règles et encourt les mêmes responsabilités que s'il avait exercé ses fonctions en son nom et pour son propre compte, sans préjudice de la responsabilité solidaire de la personne morale qu'il représente.

(v) Si le représentant permanent se trouve dans l'incapacité d'exercer sa mission, la personne morale doit nommer immédiatement un autre représentant permanent.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

(vi) En cas de vacance d'un poste d'administrateur, la majorité des administrateurs restants peut y pourvoir provisoirement jusqu'à la nomination définitive, qui a lieu lors de la prochaine Assemblée Générale.

7.2. Pouvoirs du conseil d'administration

(i) Tous les pouvoirs non expressément réservés par la Loi ou les Statuts aux actionnaires sont de la compétence du Conseil, qui a tous les pouvoirs pour effectuer et approuver tous les actes et opérations conformes à l'objet social.

(ii) Des pouvoirs spéciaux ou limités peuvent être délégués par le Conseil à un ou plusieurs agents pour des tâches spécifiques.

(iii) Le Conseil peut déléguer la gestion journalière et le pouvoir de représenter la Société en ce qui concerne cette gestion, à un ou plusieurs administrateurs, directeurs, gérants ou autres agents, actionnaires ou non, agissant seuls ou conjointement. Si la gestion journalière est déléguée à un ou plusieurs administrateurs, le Conseil doit rendre compte à l'Assemblée Générale annuelle, de tous traitements, émoluments et/ou avantages quelconques, alloués à ce(s) administrateur(s) pendant l'exercice social en cause.

7.3. Procédure

(i) Le Conseil doit élire en son sein un président et peut désigner un secrétaire, qui n'a pas besoin d'être administrateur, et qui est responsable de la tenue des procès-verbaux de réunions du Conseil et de l'Assemblée Générale.

(ii) Le Conseil se réunit sur convocation du président ou d'au moins deux (2) administrateurs au lieu indiqué dans l'avis de convocation, qui en principe, est au Luxembourg.

(iii) Il est donné à tous les administrateurs une convocation écrite de toute réunion du Conseil au moins vingt-quatre (24) heures à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence sont mentionnées dans la convocation à la réunion.

(iv) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et si chacun d'eux déclare avoir parfaitement eu connaissance de l'ordre du jour de la réunion. Un administrateur peut également renoncer à la convocation à une réunion, que ce soit avant ou après ladite réunion. Des convocations écrites séparées ne sont pas exigées pour des réunions se tenant à des heures et dans des lieux fixés dans un calendrier préalablement adopté par le Conseil.

(v) Un administrateur peut donner une procuration à tout autre administrateur afin de le représenter à toute réunion du Conseil.

(vi) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés. Les décisions du Conseil sont valablement adoptées à la majorité des voix des administrateurs présents ou représentés. La voix du président est prépondérante en cas de partage des voix. Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président, par tous les administrateurs présents ou représentés à la réunion.

(vii) Tout administrateur peut participer à toute réunion du Conseil par téléphone ou visioconférence ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue.

(viii) Des résolutions circulaires signées par tous les administrateurs sont valables et engagent la Société comme si elles avaient été adoptées lors d'une réunion du Conseil valablement convoquée et tenue et portent la date de la dernière signature.

(ix) Tout administrateur qui a un intérêt opposé à celui de la Société dans une transaction qui ne concerne pas des opérations courantes conclues dans des conditions normales, est tenu d'en prévenir le Conseil et de faire mentionner cette déclaration au procès-verbal de la réunion. L'administrateur en cause ne peut prendre part à ces délibérations. Un rapport spécial relatif à ou aux transactions concernées est soumis aux actionnaires avant tout vote, lors de la prochaine Assemblée Générale.

7.4. Représentation

(i) La Société est engagée vis-à-vis des tiers, en toutes circonstances, par les signatures conjointes de deux (2) administrateurs.

(ii) La Société est également engagée vis-à-vis des tiers par la signature conjointe ou unique de toutes personnes à qui des pouvoirs de signature spéciaux ont été délégués par le Conseil.

Art. 8. Administrateur unique.

8.1. Dans le cas où le nombre des actionnaires est réduit à un (1):

(i) la Société peut être gérée par un administrateur unique jusqu'à l'Assemblée Générale ordinaire suivant l'introduction d'un actionnaire supplémentaire; et

(ii) toute référence dans les Statuts au Conseil, aux administrateurs, à quelques administrateurs ou à un quelconque administrateur doit être considérée, le cas échéant, comme une référence à cet administrateur unique.

8.2. Les transactions conclues par la Société doivent être mentionnées dans des procès-verbaux si elles sont intervenues avec son administrateur unique ayant un intérêt opposé, sauf si elles concernent des opérations courantes conclues dans des conditions normales.

Art. 9. Responsabilité des administrateurs. Les administrateurs ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

IV. Actionnaire(s)

Art. 10. Assemblée générale des actionnaires.

10.1. Pouvoirs et droits de vote

(i) Les résolutions des actionnaires sont adoptées lors des assemblées générales des actionnaires (chacune une Assemblée Générale). L'Assemblée Générale a les pouvoirs les plus étendus pour adopter et ratifier tous les actes et opérations conformes à l'objet social.

(ii) Chaque action donne droit à un (1) vote.

10.2. Convocations, quorum, majorité et procédure de vote

(i) Les actionnaires peuvent être convoqués aux Assemblées Générales à l'initiative du Conseil ou du/des commissaire(s). Les actionnaires doivent y être convoqués à la demande des actionnaires représentant plus de dix pour cent (10%) du capital social.

(ii) Une convocation écrite à toute Assemblée Générale est donnée à tous les actionnaires au moins huit (8) jours avant la date de l'assemblée, sauf en cas d'urgence, auquel cas, la nature et les circonstances de cette urgence doivent être précisées dans la convocation à ladite assemblée.

(iii) Les Assemblées Générales se tiennent au lieu et heure précisés dans les convocations.

(iv) Si tous les actionnaires sont présents ou représentés et se considèrent comme ayant été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'Assemblée Générale peut se tenir sans convocation préalable.

(v) Un actionnaire peut donner une procuration écrite à toute autre personne (qui ne doit pas nécessairement être un actionnaire) afin de le représenter à toute Assemblée Générale.

(vi) Tout actionnaire peut participer à toute Assemblée Générale par téléphone ou visioconférence ou par tout autre moyen de communication similaire permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation à la réunion par un de ces moyens équivaut à une participation en personne à une telle réunion.

(vii) Tout actionnaire peut voter au moyen de formulaires de vote fournis par la Société à cet effet. Les formulaires de vote doivent indiquer la date, le lieu et l'ordre du jour de la réunion et le texte des résolutions proposées. Pour chaque résolution, le formulaire doit contenir trois cases permettant de voter en faveur de cette résolution, de voter contre ou de s'abstenir. Les formulaires de vote doivent être renvoyés par les actionnaires au siège social de la Société. Pour le calcul du quorum, il n'est tenu compte que des formulaires de vote reçus par la Société avant la réunion de l'Assemblée Générale. Les formulaires de vote dans lesquels ne sont mentionnés ni un vote (en faveur ou contre les résolutions proposées) ni une abstention, sont nuls.

(viii) Les décisions de l'Assemblée Générale sont adoptées à la majorité simple des voix exprimées, quelle que soit la proportion du capital social représenté.

(ix) Une Assemblée Générale extraordinaire ne peut modifier les Statuts que si la moitié au moins du capital social est représenté et que l'ordre du jour indique les modifications statutaires proposées ainsi que le texte de celles qui modifient l'objet social ou la forme de la Société. Si ce quorum n'est pas atteint, une deuxième Assemblée Générale peut être convoquée par annonces insérées deux fois, à quinze (15) jours d'intervalle au moins et quinze (15) jours avant l'Assemblée, dans le Mémorial et dans deux journaux de Luxembourg. Ces convocations reproduisent l'ordre du jour de la réunion et indiquent la date et les résultats de la précédente réunion. La seconde Assemblée Générale délibère valablement quelle que soit la proportion du capital représenté. Dans les deux Assemblées Générales, les résolutions doivent être adoptées par au moins les deux tiers des voix exprimées.

(x) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un actionnaire dans la Société exige le consentement unanime des actionnaires et des obligataires (s'il y a lieu).

Art. 11. Actionnaire unique. Lorsque le nombre des actionnaires est réduit à un (1):

(i) l'actionnaire unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale;

(ii) toute référence dans les Statuts aux actionnaires ou à l'Assemblée Générale doit être considérée, le cas échéant, comme une référence à cet actionnaire unique; et

(iii) les résolutions de l'actionnaire unique sont consignées dans des procès-verbaux ou rédigées par écrit.

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 12. Exercice social et Approbation des comptes annuels.

12.1. L'exercice social commence le premier (1) janvier et se termine le trente-et-un (31) décembre de chaque année.

12.2. Chaque année, le Conseil dresse le bilan et le compte de profits et pertes ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes des directeurs, administrateurs et commissaire(s) envers la Société.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

12.3. Un mois avant l'Assemblée Générale annuelle, le Conseil remet les pièces, avec un rapport sur les opérations de la Société aux commissaires, qui doivent ensuite faire un rapport contenant leurs propositions.

12.4. L'Assemblée Générale annuelle se tient à l'adresse du siège social ou en tout autre lieu dans la municipalité du siège social, comme indiqué dans la convocation, dans les six (6) mois de la clôture de l'exercice social.

Art. 13. Commissaires / Réviseurs d'entreprises.

13.1. Les opérations de la Société sont contrôlées par un ou plusieurs commissaires.

13.2. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises agréés, quand la loi le requiert.

13.3. L'Assemblée Générale nomme les commissaires / réviseurs d'entreprises agréés et détermine leur nombre, leur rémunération et la durée de leur mandat. La durée du mandat des commissaires ne peut dépasser six (6) ans mais ledit mandat peut être renouvelé.

Art. 14. Affectation des bénéfices.

14.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi (la Réserve Légale). Cette affectation cesse d'être exigée quand la Réserve Légale atteint dix pour cent (10 %) du capital social.

14.2. L'Assemblée Générale décide de l'affectation du solde des bénéfices nets annuels. Elle peut allouer ce bénéfice au paiement d'un dividende, l'affecter à un compte de réserve ou le reporter en respectant les dispositions légales applicables.

14.3. Des dividendes intérimaires peuvent être distribués à tout moment, aux conditions suivantes:

(i) des comptes intérimaires sont établis par le Conseil;

(ii) ces comptes intérimaires montrent que des bénéfices et autres réserves (en ce compris la prime d'émission) suffisants sont disponibles pour une distribution; étant entendu que le montant à distribuer ne peut excéder le montant des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et réduit par les pertes reportées et les sommes à affecter à la réserve légale ou statutaire;;

(iii) la décision de distribuer des dividendes intérimaires est adoptée par le Conseil dans les deux (2) mois suivant la date des comptes intérimaires; et

(iv) les commissaires ou les réviseurs d'entreprises agréés, selon le cas, doivent préparer un rapport au Conseil qui doit vérifier si les conditions prévues ci-dessous ont été remplies.

VI. Dissolution - Liquidation

15.1. La Société peut être dissoute à tout moment, par une résolution de l'Assemblée Générale, adoptée selon les modalités requises pour la modification des Statuts. L'Assemblée Générale nomme un ou plusieurs liquidateurs, qui ne doivent pas nécessairement être actionnaires, pour réaliser la liquidation et détermine leur nombre, pouvoirs et rémunération. Sauf décision contraire de l'Assemblée Générale, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

15.2. Le boni de liquidation résultant de la réalisation des actifs et du paiement des dettes, s'il y en a un, est distribué aux actionnaires proportionnellement aux actions détenues par chacun d'entre eux.

VII. Dispositions Générales

16.1. Les convocations et communications, ainsi que les renonciations à celles-ci, sont faites, et les résolutions circulaires sont établies par écrit, téléfax, email ou tout autre moyen de communication électronique.

16.2. Les procurations sont données par tout moyen mentionné ci-dessus. Les procurations relatives aux réunions du Conseil peuvent également être données par un administrateur conformément aux conditions acceptées par le Conseil.

16.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition que les signatures électroniques remplissent l'ensemble des conditions légales requises pour pouvoir être assimilées à des signatures manuscrites. Les signatures des résolutions circulaires ou des résolutions adoptées par téléphone ou visioconférence peuvent être apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

16.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la loi et, sous réserve des dispositions légales d'ordre public, à tout accord présent ou futur conclu entre les actionnaires.

Huitième résolution

L'Associé Unique décide de modifier du registre des actionnaires de la Société afin de refléter les changements ci-dessus de l'ordre du jour avec pouvoir et autorité donnés à tous les administrateurs de la Société pour procéder pour le compte de la Société aux modifications nécessaires du du registre des actionnaires de la Société.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait de sa constitution s'élèvent approximativement à mille huit cents Euros (EUR 1.800.-).

Déclaration

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

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

Après avoir lu le présent acte à voix haute, le notaire le signe avec le mandataire de la partie comparante.

Signé: R. GALIOTTO et C. WERSANDT.

Enregistré à Luxembourg A.C., le 3 septembre 2013. Relation: LAC/2013/40264. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

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

Luxembourg, le 22 octobre 2013.

Référence de publication: 2013147441/783.

(130180345) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Ignis Funds Sicav, Société d'Epargne-Pension à Capital Variable.

Siège social: L-1160 Luxembourg, 16, boulevard d'Avranches.

R.C.S. Luxembourg B 181.103.

STATUTES

In the year two thousand and thirteen, on the seventeenth day of October.

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

There appeared:

Ignis Investment Services Limited, a company existing and incorporated in Scotland, having its registered office at 50, Bothwell Street, Glasgow, G2 6HR and registered in Scotland under number SC101825,

duly represented by Ms Nathalie BERCK, lawyer, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

The said proxy, initialled ne varietur by the proxyholder of the appearing party and the notary, shall remain annexed to this deed to be filed with the registration authorities.

Such appearing party has required the officiating notary to enact the deed of incorporation of a company which they wish to incorporate and the articles of incorporation of which shall be as follows:

Title I. Name - Registered office - Duration - Purpose - Definitions

Art. 1. Name. There exists among the existing Shareholders and those who may become owners of Shares in the future, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "IGNIS FUNDS SICAV".

Art. 2. Registered Office.

2.1 The registered office of the Company is established in the city of Luxembourg, Grand Duchy of Luxembourg. 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.

2.2 Within the same municipality, the registered office may be transferred by decision of the Board of Directors. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of Shareholders adopted in the manner required for an amendment of these Articles of Incorporation.

2.3 In the event that the Board of Directors determines that extraordinary political, economic, military or social 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 temporary measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

Art. 3. Duration.

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

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

3.2 It may be dissolved at any time and without cause by a resolution of the general meeting of Shareholders, adopted in the manner required for an amendment of these Articles of Incorporation.

Art. 4. Purpose.

4.1 The exclusive purpose of the Company is to invest the funds available to it in Transferable Securities and other liquid financial assets permitted by law, with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

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

Art. 5. Definitions.

"Articles of Incorporation" means these articles of incorporation of the Company, as amended from time to time.

"Board of Directors" means the board of directors of the Company.

"Business Day" means any full bank business day in Luxembourg and the UK and/or such other place or places and such other day or days as the Directors may determine and notify to Shareholders in writing in advance and/or publish to the extent and in the manner required by Luxembourg law and practice.

"Class" / "Class of Shares" is a class of Shares of a Sub-Fund.

"Company" means "IGNIS FUNDS SICAV".

"Depositary" means any depositary bank as defined under Article 29.1 hereof.

"Designated Person" means any person to whom a transfer of Shares (legally or beneficially) or by whom a holding of Shares (legally or beneficially) would or, in the opinion of the Board of Directors, might be in breach of the law or the requirements of any country or governmental authority or result in the Company incurring any liability or taxation or suffering any other disadvantage which the Company may not otherwise have incurred or suffered.

"Director(s)" means the member(s) of the Board of Directors.

"EU" means the European Union.

"EUR" or "Euro" means the legal currency of the European Monetary Union.

"FATCA" means the Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act enacted in March 2010.

"Member State" means a Member State of the European Union. The states that are contracting parties to the Agreement creating the European Economic Area other than the Member States of the European Union, within the limits set forth by this Agreement and related acts, are considered as equivalent to Member States of the European Union.

"Money Market Instruments" means instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.

"Net Asset Value per Share" means in relation to each Class of Share of any Sub-Fund, the value per Share determined in accordance with the provisions set out in the section headed "Calculation of the Net Asset Value per Share" below.

"Prospectus" means the document(s) whereby Shares in the Company are offered to investors.

"Regulated Market" means a regulated market as defined in the EC Parliament and Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments, as amended ("Directive 2004/39/EC").

"Share" means each share within any Class of a Sub-Fund of the Company issued and outstanding from time to time.

"Shareholder" means a holder of Shares.

"Sub-Fund" or "Compartment" means a specific portfolio of assets, held within the Company which is invested in accordance with a particular investment objective.

"Time" all references to time throughout these Articles of Incorporation shall be references to Luxembourg time, unless otherwise indicated.

"Transferable Security" means (i) shares in companies and other securities equivalent to shares in companies ("shares"), (ii) bonds and other forms of securities debt ("debt securities"), and/or (iii) any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange. For the purposes of this definition, the techniques and instruments referred to in article 42 of the UCI Law do not constitute transferable securities.

"UCI(s)" means undertaking(s) for collective investment.

"UCI Law" means the Luxembourg law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time.

"UCITS Directive" means EC Council Directive 2009/65/EC of 13 July 2009 on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in Transferable Securities ("UCITS"), as may be amended from time to time.

"U.S. Person" means (i) a natural person who is a resident of the U.S.; (ii) a partnership, corporation or other entity organised under the laws of a U.S. jurisdiction or which has a principal place of business in a U.S. jurisdiction; (iii) an estate or trust, the income of which is subject to U.S. income tax regardless of the source, or if any executor or administrator of such an estate or any trustee of such a trust, as the case may be, is a "U.S. Person"; (iv) an entity, even if organised

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non- U.S. jurisdiction, organised principally for passive investment such as a pool, investment company or other similar entity, if (a) units of participation in such entity held by "U.S. Persons" represent in the aggregate 10 per cent or more of the beneficial interest in such entity; (b) such entity was formed principally for the purpose of facilitating investment by "U.S. Persons" in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the United States Commodity Futures Trading Commission's Regulations by virtue of its participants being non-" U.S. Persons"; or (c) such entity was formed by one or more "U.S. Persons" principally for the purpose of investing in securities not registered under the 1933 Act, as amended; (v) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business inside the U.S., or if such plan is established and administered in accordance with the laws of the U.S.; and (vi) any U.S. person that would fall within the ambit of the FATCA provisions.

"US-Dollar" or "USD" means the legal currency of the United States of America.

"Valuation Day" means a Business Day as of which the Net Asset Value per Share of each Sub-Fund is determined, as provided for in the Prospectus.

Words importing a masculine gender also include the feminine gender, words importing a singular also include the plural, and words importing persons or Shareholders also include corporations, partnerships associations and any other organised group of persons whether incorporated or not.

Title II. Share capital - Shares - Net asset value

Art. 6. Share Capital - Classes of Shares.

6.1 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 net assets of the Company calculated pursuant to Article 12 hereof. The minimum capital shall be as provided by the UCI Law, i.e. the equivalent to one million two hundred and fifty thousand Euro (EUR 1,250,000.-). Such minimum capital must be reached within a period of six (6) months after the date on which the Company has been authorised as a collective investment undertaking under the UCI Law.

6.2 The initial issued share capital of the Company is three hundred thousand Euro (EUR 300,000) divided into three hundred thousand (300,000) Shares of no par value.

6.3 The Shares of a Sub-Fund to be issued pursuant to Articles 7 and 8 hereof may, as the Board of Directors shall determine, be of different Classes. The proceeds of the issue of each Share shall be invested in Transferable Securities of any kind and any other liquid financial assets permitted by the UCI Law and Luxembourg regulations pursuant to the investment policy determined by the Board of Directors for a Sub-Fund established in respect of the relevant Shares, subject to the investment restrictions provided by the UCI Law and Luxembourg regulations or determined by the Board of Directors.

6.4 The Board of Directors shall establish a portfolio of assets constituting a Sub-Fund within the meaning of Article 181 of the UCI Law for each Class of Shares or for two or more Classes of Shares in the manner described in Article 12.2 III hereof. Each portfolio of assets shall be, as between shareholders thereof, invested for the exclusive benefit of the relevant Sub¬Fund. With regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

6.5 The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Prospectus of the Company, that all or part of the assets of two or more Sub-Funds be co-managed.

6.6 For the purpose of determining the share capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in EUR, be converted into EUR and the capital shall be the total aggregate of the net assets of each Sub-Fund.

Art. 7. Form of Shares.

7.1 All issued registered Shares of the Company shall be registered in the register of Shareholders which shall be kept by the Company or by any entity designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company and the number of registered Shares held by him.

The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership on such registered Shares. Evidence of such inscription shall be delivered upon request to the Shareholder.

The share certificates shall be signed by two Directors. Such signatures shall be either manual, or printed, or in facsimile. The certificates will remain valid even if the list of authorized signatures of the Company is modified. However, one of such signatures may be made by a person duly authorized thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

7.2 Transfer of registered Shares shall be effected: (i) if share certificates have been issued, upon delivering the certificate or certificates representing such Shares to the Company along with other instruments of transfer satisfactory to the Company; and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered Shares shall be entered into the register of Shareholders; such entry

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

shall be signed by one or more Directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

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

In the event that a Shareholder does not provide 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.

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

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

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

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

7.6 The Company may decide to issue fractional Shares. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis.

Art. 8. Issue of Shares.

8.1 The Board of Directors is authorised without limitation to issue an unlimited number of fully paid up Shares at any time without reserving to the existing Shareholders a preferential right to subscribe for the Shares to be issued.

8.2 The Board of Directors may impose restrictions on the frequency at which Shares shall be issued in any Sub-Fund or Class of Shares. The Board of Directors may, in particular, decide that Shares of any Sub-Fund or Class of Shares shall only be issued during one or more offering periods or at such other periodicity as provided for in the Prospectus.

8.3 Furthermore, the Board of Directors may impose restrictions in relation to the minimum amount of the aggregate Net Asset Value of Shares to be initially subscribed, the minimum amount of any additional investments and the minimum of any holding of Shares.

8.4 Whenever the Company offers Shares for subscription, the price per Share at which such Shares are offered after the initial offer period as described in the Prospectus shall be the Net Asset Value per Share of the relevant Class as determined in compliance with Article 12 hereof as of such Valuation Day as may be determined in accordance with such policy as the Board of Directors may from time to time determine. Unless otherwise provided for in the Prospectus, such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors.

8.5 The issue price per Share so determined shall be payable within a period as determined by the Board of Directors which shall not exceed ten (10) Business Days from the relevant Valuation Day.

8.6 Where an applicant for Shares fails to pay the issue price on subscription or to provide a completed application form for an initial application by the due date, the Board of Directors may cancel the allotment or, if applicable, redeem the Shares. If requested by a Shareholder, such redemption proceeds may be paid in currencies other than the designated currency of the relevant Share class as determined by the Board of Directors, acting in its discretion, from time to time. In either case the applicant may be required to indemnify the Company against any and all losses, costs or expenses incurred (as conclusively determined by the Board of Directors in its discretion) directly or indirectly as a result of the applicant's failure to make timely payment. In computing such loss, account shall be taken, where appropriate, of any movement in the price of the Shares concerned between allotment and cancellation or redemption and the costs incurred by the Company in taking proceedings against the applicant.

8.7 No request for conversion or redemption of a Share shall be dealt with unless the issue price for such Share has been paid and any confirmation delivered in accordance with this Article.

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

8.9 The Company may agree to issue Shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation, to deliver a valuation report from the independent authorised auditor of the Company ("réviseur d'entreprises agréé"). The securities to be delivered by way of a contribution in kind must correspond to the investment policy and restrictions of the Sub-Fund to which they are

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

contributed. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant Shareholders.

8.10 The Company may issue Shares within the framework of regular savings plans.

Art. 9. Redemption of Shares.

9.1 Under the terms and procedures set forth by the Board of Directors in the Prospectus and within the limits provided by law and these Articles of Incorporation any Shareholder may request the redemption of all or part of his Shares in the Company.

9.2 Subject to the provisions of Article 13 hereof, the redemption price per Share shall be paid within such period as may be determined by the Board of Directors in its discretion from time to time, but which shall not, in any event, exceed five (5) Business Days from the Valuation Day which next follows receipt of such redemption request, provided that the share certificates (if any) and such instruments for redemption as may be required by the Board of Directors have been received, and are in a form which is satisfactory to the Company. The proceeds of any redemption effected in relation to a prior subscription may be delayed to assure that the funds tendered for such subscription have been cleared.

9.3 The redemption price shall be equal to the Net Asset Value per Share of the relevant Class within the relevant Sub-Fund, as determined in accordance with the provisions of Article 12 hereof, less such charges and commissions (if any) at the rate provided for in the Prospectus. Unless otherwise provided for in the Prospectus, such price may be decreased by a percentage estimate of costs and expenses to be incurred by the Company when disposing of assets in order to pay the redemption proceeds to redeeming Shareholders. Furthermore, the redemption price may be rounded up or down to no less than the nearest unit of the currency of the relevant Class of Shares, as the Board of Directors shall determine in its discretion.

9.4 If as a result of any request for redemption, the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class of the relevant Sub-Fund would fall below such number or value as determined by the Board of Directors in its discretion from time to time, then the Company may decide that this request be treated as a request for redemption for the full balance of such Shareholder's holding of Shares in such Class.

9.5. If on any given Valuation Day, redemption requests pursuant to this Article exceed a certain level determined by the Board of Directors, the Board of Directors may decide that part or all of such requests for redemption will be deferred for a period and in a manner that the Board of Directors considers to be in the best interests of the Company. On the next Valuation Day following that period, these redemption requests will be met in priority to later requests, subject to the same limitation as above.

9.6 The Company shall have the right, if the Board of Directors so determines, and with the express consent of the relevant Shareholder, to satisfy payment of the redemption price to any Shareholder in specie by allocating to the Shareholder investments from the portfolio of assets in such Class or Classes of Shares equal in value (as calculated in the manner described in Article 12 hereof) as of the Valuation Day on which the redemption price is determined to the value of the Shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders of the Class or Classes of Shares and the valuation used shall be confirmed by a special report of the authorised auditor of the Company. The costs of any such transfers shall be borne by the Shareholder.

9.7 All redeemed Shares shall be cancelled.

Art. 10. Conversion of Shares.

10.1 Unless otherwise determined by the Board of Directors for certain Classes of Shares or Sub-Funds, any Shareholder is entitled to request the conversion of whole or part of his Shares in one Sub-Fund into Shares of another Sub¬Fund or in one Share Class into another Share Class of the same Sub-Fund, provided that the Board of Directors may: (i) at its absolute discretion reject any request for the conversion of Shares in whole or in part: (ii) set restrictions, terms and conditions as to the right to and frequency of conversions between certain Sub-Funds and Share Classes; (iii) subject to the payment of such charges and commissions as the Board of Directors shall determine (unless otherwise provided for in the Prospectus).

10.2 The price for the conversion of Shares shall be computed by reference to the respective Net Asset Values per Share of the two Sub-Funds or the two Share Classes concerned, determined as of the same Valuation Day.

10.3 If as a result of any request for conversion the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Sub-Fund or Class of Shares would fall below such minimum number or value as determined by the Board of Directors from time to time, then the Company may decide that this request be treated as a request for conversion for the full balance of such Shareholder's holding of Shares in such Class or Sub-Fund.

10.4 If on any given Valuation Day, conversion requests pursuant to this Article exceed a certain level determined by the Board of Directors, the Board of Directors may decide that part or all of such requests for conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interests of the Company. On the next Valuation Day following that period, these conversion requests will be met in priority to later requests, subject to the same limitation as above.

10.5 The Shares which have been converted into Shares of another Sub-Fund or of another Share Class within the same Sub-Fund shall be cancelled.

Art. 11. Restrictions on Ownership of Shares.

11.1 The Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if 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).

11.2 Specifically, but without limitation, the Company may restrict the ownership of Shares in the Company by any U.S. Person or any Designated Person, and for such purposes the Company may:

11.2.1 decline to issue any Shares and decline to register any transfer of Shares where it appears to it that such registration or transfer would or might result in the legal or beneficial ownership of such Shares by a U.S. Person or by any Designated Person; and

11.2.2 at any time require any person whose name is entered in or any person seeking to register the transfer of Shares on the register of Shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in a U.S. Person or any Designated Person, or whether such entry in the register will result in the beneficial ownership of such Shares by a U.S. Person or any Designated Person; and

11.2.3 decline to accept the vote of any U.S. Person or any Designated Person at any meeting of Shareholders of the Company.

11.3 Where it appears to the Company that: (i) any U.S. Person or any Designated Person either alone or in conjunction with any other person is a beneficial owner of Shares; or that (ii) the aggregate Net Asset Value of Shares or the number of Shares held by a Shareholder falls below such value or number of Shares respectively as determined by the Board of Directors of the Company, or (iii) where in exceptional circumstances the Board of Directors determines that a compulsory redemption is in the interest of the other Shareholders, the Company may compulsorily redeem or cause to be redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

11.3.1 The Company shall serve a notice (the "purchase notice") upon the Shareholder appearing in the register of Shareholders as the owner of the Shares to be purchased, specifying the Shares to be purchased, the manner in which the purchase price will be calculated and the name of the purchaser;

11.3.2 Any such notice may be served upon such Shareholder by posting the same in a prepaid registered envelope addressed to such Shareholder at his last address known to or appearing in the books of the Company. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the Share certificate or certificates (if any) representing the Shares specified in the purchase notice;

11.3.3 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;

11.3.4 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 as of the Valuation Day next succeeding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates (if any) representing the Shares specified in such notice, all as determined by the Board of Directors, less any service charge provided therein.

11.3.5 Payment of the purchase price will be made available to the former owner of such Shares normally in the currency set by the Board of Directors for the payment of the redemption price of the Shares of the relevant Class and will be: (i) deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere; or (ii) paid by a check sent to the last known address on the Company's books (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share certificate or certificates (if any) specified in such notice and unmatured dividend coupons attached thereto;

11.3.6 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 following effective surrender of the Share certificate or certificates (if any) as aforesaid. Any funds receivable by a Shareholder under this paragraph, but not collected within a period of five (5) years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the Sub-Fund relating to the relevant Class or Classes of Shares. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company;

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

Art. 12. Calculation of the Net Asset Value per Share.

12.1 The Net Asset Value per Share of each Sub-Fund or Class shall be expressed in the reference currency (as defined in the Prospectus) of the relevant Sub-Fund or Class concerned and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each Sub-Fund, being the value of the portion of assets less the portion of liabilities attributable to such Sub-Fund, as of any such Valuation Day, by the number of Shares in the relevant Sub-Fund or Class then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Share may be rounded up or down to no less than the nearest unit of the relevant currency, as the Board of Directors shall determine. If, since the time of determination of the Net Asset Value, there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to a Sub-Fund are dealt in or quoted, the Company may, in order to safeguard the interests of the Shareholders and the Company, cancel the first valuation and carry out a second valuation. In such a case, instructions for subscription, redemption or conversion of Shares shall be executed on the basis of the second valuation.

12.2 The valuation of the Net Asset Value of each Sub-Fund shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash on hand or on deposit, including any interest accrued thereon;

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

3) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other debt instruments, investments and securities owned or contracted for by the Company;

4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

5) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such securities;

6) the primary expenses of the Company insofar as the same have not been written off;

7) all other assets of any kind and nature including pre-paid expenses.

The valuation of assets of each Sub-Fund of the Company shall be calculated in the following manner:

(a) the value of any cash on hand or in deposits, bills, demand notes and accounts receivables, prepaid expenses, dividends and interests matured but not yet received shall be valued at the par-value of the assets except however if it appears that such value is unlikely to be received. In such a case, subject to the approval of the Board of Directors, the value shall be determined by deducting a certain amount to reflect the true value of these assets.

(b) The value of assets which are listed or dealt in on any stock exchange is based on the last available price on the stock exchange which is normally the principal market for such assets.

(c) The value of assets dealt in on any other Regulated Market is based on the last available price.

(d) In the event that any assets are not listed or dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.

(e) The market value of forward or options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The market value of futures or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures or options contracts are traded by the Company. Provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable. Interest rate swaps will be valued at their market value established by reference to the applicable interest rate curve.

(f) The value of money market instruments not listed or dealt in on any stock exchange or any other Regulated Market and with remaining maturity of less than twelve (12) months and of more than ninety (90) days is deemed to be the market value thereof, increased by any interest accrued thereon. Money Market Instruments with a remaining maturity of ninety (90) days or less will be valued by the amortized cost method, which approximates market value.

(g) Units or shares of open-ended UCI will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Board of Directors on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value.

(h) All other securities and other assets will be valued at fair market value, as determined in good faith pursuant to procedures established by the Board of Directors or a committee appointed to that effect by the Board of Directors.

To the extent that the Board of Directors considers that it is in the best interests of the Company, given the prevailing market conditions and the level of subscriptions or redemptions requested by Shareholders in relation to the size of any Sub-Fund, an adjustment, as determined by the Board of Directors at its discretion, may be reflected in the Net Asset Value of the Sub-Fund for such sum as may represent the percentage estimate of costs and expenses which may be incurred by the relevant Sub-Fund under such conditions.

The Board of Directors may at its discretion permit any other method of valuation to be used if it considers that such method of valuation better reflects value generally or in particular markets or market conditions and is in accordance with the good practice.

II. The liabilities of the Company shall include:

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

1) all loans, bills and accounts payable;

2) all accrued or payable administrative expenses, including, but not limited to, investment advisory and management fees, custodian and paying agent fees, administrator fees, listing fees, domiciliary and corporate agent fees, auditors' and legal fees;

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

4) 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;

5) the formation expenses of the Company insofar as the same have not been written off; and

6) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares in the Company.

In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its investment manager, to its sub-manager(s), accountants, custodian and correspondents, administration, domiciliary, registrar and transfer agents, its listing agent, its paying agents, its distributor(s) and permanent representatives in places of registration and any other agent employed by the Company, fees for legal and auditing services, promotion, printing, reporting and publishing expenses, including the cost of advertising, preparing, translating and printing of prospectuses, explanatory memoranda, key investor information documents, registration statements, annual and semi-annual reports or any other Company's documentation, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone, facsimile and other electronic means of communication.

The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance and may accrue the same in equal proportions over any such period.

The value of all assets and liabilities not expressed in the reference currency of a Sub¬Fund or Class will be converted into the reference currency of such Sub-Fund or Class at the rate of exchange determined as of the relevant Valuation Day in good faith by or under procedures established by the Board of Directors.

The Board of Directors, in its absolute 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 and / or liability of the Company.

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of two or more Classes of Shares in the following manner:

1) if two or more Classes of Shares relate to one Sub-Fund, the assets attributable to such Classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, Classes of Shares may be defined from time to time by the Board of Directors so as to correspond to: (i) a specific distribution policy, such as entitling to distributions ("distribution shares") or not entitling to distributions ("accumulation shares); and/or (ii) a specific sales and redemption charge structure± and/or (iii) a specific management or advisory fee structure; and/or (iv) a specific assignment of distribution, shareholder services or other fees; and/or (v) a specific type of investor; and/or (vi) a specific currency; and/or (vii) any other specific features applicable to one Class of Shares;

2) the proceeds to be received from the issue of Shares of a Class shall be applied in the books of the Company to the Sub-Fund corresponding to that Class of Shares, provided that if several Classes of Shares are outstanding in such Sub-Fund, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the Class of Shares to be issued;

3) the assets and liabilities and the income and expenditure applied to a Sub-Fund shall be attributable to the Class or Classes of Shares corresponding to such Sub-Fund;

4) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Sub-Fund as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund;

5) where the Company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;

6) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds pro rata to the Net Asset Value of the relevant Classes of Shares or in such other manner as determined by the Board of Directors acting in good faith; and

7) upon the payment of distributions to the holders of any Class of Shares, the Net Asset Value of such Class of Shares shall be reduced by the amount of such distributions.

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

In the absence of fraud, bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board of Directors or by any bank, company or other organisation which the Board of Directors may appoint

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this Article:

1) Shares of the Company to be redeemed under Article 9 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board of Directors as of the Valuation Day on which such redemption is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) Shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors as of the Valuation Day on which such issue is made and from such time and until received by the Company. The price therefore shall be deemed to be a debt due to the Company;

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

4) where as of 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 as of such Valuation Day, then its value shall be estimated by the Company.

Art. 13. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares.

13.1 With respect to each Sub-Fund or Class of Shares, the Net Asset Value per Share and the price for the issue, redemption and conversion of Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors and determined in the Prospectus, such date or time of calculation being the Valuation Day.

13.2 The Company may suspend the determination of the Net Asset Value per Share of any particular Class or Sub-Fund and the issue and redemption of its Shares to and from its Shareholders as well as the conversion from and to Shares of each Class or Sub-Fund during:

13.2.1 any period when the principal stock exchanges on which a substantial proportion of the investments of the Company attributable to the relevant Sub-Fund are quoted are closed otherwise than for ordinary holidays or during which dealings thereon are restricted or suspended; or

13.2.2 during the whole or part of any period when circumstances outside the control of the Board of Directors exist as a result of which any disposal or valuation by the Company of investments of the Sub-Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Company; or

13.2.3. the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company attributable to the relevant Sub-Fund would be impractical; or

13.2.4 any breakdown in the means of communication normally employed in determining the price or value of any of the investments attributable to any particular Sub-Fund or the currency price or values on any such stock exchange; or

13.2.5 any moment when for any other reason the prices of any investments owned by the Company attributable to any Sub-Fund cannot promptly or accurately be ascertained; or

13.2.6 any period when the Company is unable to repatriate funds for the purpose of making repayments due on the redemption of Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on the redemption of Shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange; or

13.2.7 following a possible decision to liquidate or dissolve the Company or one or several Sub-Funds; or

13.2.8 if any other reason makes it impossible or impracticable to determine the value of a portion of the investments of the Company or any Sub-Fund; or

13.2.9 if, in exceptional circumstances, the Board of Directors determines that suspension of the determination of the NAV is in the interest of Shareholders (or Shareholders in that Sub-Fund as appropriate).

13.3 Any such suspension shall be published by the Company and may be notified to Shareholders having made an application for subscription, redemption or conversion of Shares for which the calculation of the Net Asset Value has been suspended.

13.4 Such suspension as to any Class of Shares or Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Class of Shares or Sub-Fund if the assets within such other Class or Sub-Fund are not affected to the same extent by the same circumstances.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

13.5 Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share.

Title III. Administration and Supervision

Art. 14. Board of Directors.

14.1 The Company shall be managed by the Board of Directors composed of not less than three members, who need not be Shareholders of the Company. They shall be elected for a term not exceeding six years. They may be re-elected. The Directors shall be elected by the Shareholders at a general meeting of Shareholders. The general meeting of Shareholders shall also determine the number of Directors, their remuneration and the term of their office.

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

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

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

Art. 15. Board Meetings.

15.1 The Board of Directors shall choose from among its members a chairman and may choose one or more vice-chairmen. The Board of Directors may also choose a secretary (who need not be a director) who shall write and keep the minutes of the meetings of the Board of Directors and of the Shareholders. Either the chairman or any two directors may at any time summon a meeting of the Directors by notice in writing to every director which notice shall set forth the general nature of the business to be considered and the place at which the meeting is to be convened.

15.2 Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of an emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing by mail, e-mail, facsimile or any other similar means of communication, or when all Directors are present or represented at the meeting. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

15.3 The chairman shall preside at the meetings of the Directors and of the Shareholders. In his absence, the Shareholders or the Directors shall decide by a majority vote that another Director, or in the case of a Shareholders' meeting, that any other person shall be in the chair of such meetings.

15.4 The Board of Directors may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons, with full power of substitution, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles of Incorporation) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board of Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her/it.

15.5 Any Director may act at any meeting by appointing in writing, by mail, e-mail or facsimile or any other similar means of communication another director as his proxy. A Director may represent several of his colleagues.

15.6 The Directors may only act at duly convened meetings of the Board of Directors. The Directors may not bind the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board of Directors.

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

15.8 Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed where they are signed by the chairman of the meeting or any two Directors.

15.9 Resolutions are taken by a majority vote of the Directors present or represented. In the event that at any meeting the numbers of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

15.10 Resolutions in writing approved and signed by all Directors shall have the same effect as resolutions voted at the Board of Directors' meetings. Each Director shall approve such resolution in writing, by mail, facsimile or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

15.11 Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone, videoconference, or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Art. 16. Powers of the Board of Directors.

16.1 The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policies as determined in Article 19 hereof.

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

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

Art. 18. Delegation of Powers.

18.1 The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

18.2 The Company may enter into an investment management agreement with an external investment manager, which shall supply the Company with recommendations and advice with respect to the Company's investment policy pursuant to Article 19 hereof and may, on a day-to-day basis and subject to the overall control and responsibility of the Board of Directors of the Company, have actual discretion to purchase and sell securities and other assets of the Company pursuant to the terms of a written agreement. The external investment manager may delegate its powers to a third party at its own cost.

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

Art. 19. Investment Policies and Restrictions.

19.1 The Board of Directors, based upon the principle of risk spreading, has the power to determine the investment policies and strategies to be applied in respect of each Sub-Fund and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations.

19.2 Within those restrictions, the Board of Directors may decide that investments be made in:

19.2.1 Transferable Securities or Money Market Instruments;

19.2.2 shares or units of other UCIs, including shares or units of a master fund qualified as a UCITS;

19.2.3 deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than twelve (12) months;

19.2.4 financial derivative instruments.

19.2.5 shares issued by one or several other Sub-Funds of the Company under the conditions provided for by the UCI Law.

19.3 The investment policy of the Company may replicate the composition of an index of securities or debt securities or other financial assets permitted by the UCI Law and recognized by the Luxembourg supervisory authority.

19.4 The Company may in particular purchase the above mentioned assets on any Regulated Market of a state of Europe, being or not Member State, of America, Africa, Asia, Australia or Oceania.

19.5 The Company may also invest in recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and that such admission be secured within one year of issue.

19.6 In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to each Sub-Fund in Transferable Securities or Money Market Instruments issued or guaranteed by a Member State, its local authorities, another member state of the OECD set out in the Prospectus or public international bodies of which one or more Member States are members being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub¬Fund, securities belonging to six different issues at least. The securities belonging to one issue cannot exceed 30% of the total net assets attributable to that Sub-Fund.

19.7 The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Prospectus, 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 undertakings for collective investment and/or their sub-funds; or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.

19.8. The Board of Directors may decide in relation to each Sub-Fund that such Sub-Fund may not invest more than 10% of its assets in other UCIs.

19.9 Investments in each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the Board of Directors may from time to time decide and as described in the Prospectus. Reference in these Articles of Incorporation to "investments" and "assets" shall mean, as appropriate, either investments made and

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

19.10 The Company is authorised to employ techniques and instruments relating to Transferable Securities and Money Market Instruments provided that such techniques and instruments may be used for hedging purposes, for the purpose of efficient portfolio management or for investment purposes.

Art. 20. Conflict of Interest.

20.1 No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Board of 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.

20.2 In the event that any Directors or officers of the Company may have an interest in any transaction of the Company which conflicts with the interests of the Company, such Director or officer shall make known to the Board of Directors such conflict of 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.

20.3 Such conflict of interest as referred to in this Article, shall not include any relationship with or without interest in any matter, position or transaction involving any affiliated or associated company of any external investment manager appointed by the Company, or such other person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

Art. 21. Indemnification of Directors. Every Director, agent, auditor, or officer of the Company and his personal representatives shall be indemnified and secured harmless out of the assets of the relevant Sub-Fund(s) against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities ("Losses") incurred or sustained by him/her/it in or about the conduct of the Company business or affairs or in the execution or discharge of his/her/its duties, powers, authorities or discretions, including Losses incurred by him/her/it in defending (whether successfully or otherwise) any civil proceedings concerning the Company in any court whether in Luxembourg or elsewhere. No such person shall be liable: (i) for the acts, receipts, neglects, defaults or omissions of any other such person; or (ii) by reason of his/her/it having joined in any receipt for money not received by him personally; or (iii) for any loss on account of defect of title to any property of the Company; or (iv) on account of the insufficiency of any security in or upon which any money of the Company shall be invested; or (v) for any loss incurred through any bank, broker or other agent; or (vi) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of his/her/its office or in relation thereto, unless the same shall happen through his own gross negligence or wilful misconduct against the Company.

Art. 22. Auditors.

22.1 The accounting data related in the annual report of the Company shall be examined by an authorised auditor ("réviseur d'entreprises agréé"') appointed by the general meeting of Shareholders and remunerated by the Company.

22.2 The auditor shall fulfil all duties prescribed by the UCI Law.

Title IV. General meetings - Accounting year - Distributions

Art. 23. General Meetings of Shareholders of the Company.

23.1 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 of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

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

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

23.4 The annual general meeting shall be held in accordance with Luxembourg law at the registered office or at a place specified in the notice of meeting, at 2 p.m. (Luxembourg time) on the ninth of April of each year.

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

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

23.7 The Board of Directors may convene a general meeting of Shareholders pursuant to a notice setting forth the agenda published to the extent and in the manner required by Luxembourg law and/or sent at least eight (8) days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders or at such other address indicated by the relevant Shareholder. No evidence of the giving of such notice to registered Shareholders is required by the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

meeting is called on the written demand of the Shareholders in which instance the Board of Directors may prepare a supplementary agenda.

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

23.8 If permitted by and on the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may specify that the quorum and the majority applicable to any general meeting of Shareholders will be determined by reference to the Shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a Shareholder to participate at a general meeting of Shareholders and exercise the voting rights attached to his/her/its Shares shall be determined by reference to the Shares held by this Shareholder as at the Record Date.

23.9 if no publications are made, notices to Shareholders may be mailed by registered mail only.

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

23.11 The Board of Directors may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders.

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

23.13 Each Share of whatever Class is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A Shareholder may act at any meeting of Shareholders by appointing another person as his/her/its proxy in writing, by mail or by facsimile transmission, who need not be a Shareholder and who may be a Director.

23.14 Unless otherwise provided by law or herein, resolutions of the general meeting of Shareholders are passed by a simple majority of the votes validly cast. Abstentions and nihil vote shall not be taken into account.

23.15 Each Shareholder may vote at a general meeting through a signed voting form sent by mail, e-mail or facsimile or any other similar means of communication to the Company's registered office or to the address specified in the convening notice. The Shareholders may only use voting forms provided by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to or, as the case may be, the Record Date referred therein.

Art. 24. General Meetings of Shareholders of Sub-Funds or of Classes of Shares.

24.1 The Shareholders of the Class or Classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

24.2 In addition, the Shareholders of any Class of Shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Class.

24.3 The provisions of Article 23, paragraphs 2, 3, 7, 8, 9, 10, 11, 12, 13, 14 and 15 shall apply to such general meetings of Shareholders.

24.4 Each Share is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act either in person or by giving a proxy in writing, by mail or by facsimile transmission to another person who need not be a Shareholder and may be a Director.

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

24.6 Any resolution of the general meeting of Shareholders of the Company, affecting the rights of the holders of Shares of any Class vis-à-vis the rights of the holders of Shares of any other Class or Classes, shall be subject to a resolution of the general meeting of Shareholders of such Class or Classes in compliance with Article 68 of the law of August 10, 1915 on commercial companies, as amended.

Art. 25. Termination of Sub-Funds.

25.1 In the event that for any reason the value of the total net assets in any Class or Sub-Fund has not reached or has decreased to an amount determined by the Board of Directors to be the minimum level for such Class or such Sub¬Fund to be operated in an economically efficient manner, or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the Board of Directors may decide to redeem all the Shares of the relevant Class or Sub-Fund at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses), determined as of the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant Class or Sub-Fund prior to the effective date for the compulsory redemption provided however that in no event shall such Shareholders receive less than thirty (30) days' prior notice. This notice will indicate the reasons and the procedure for the redemption operations. Unless it is otherwise

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

decided in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Class or the Sub-Fund concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the effective date of the compulsory redemption.

25.2 Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of Shareholders of any Class within any Sub-Fund may, upon a proposal from the Board of Directors, redeem all the Shares of the relevant Class within the relevant Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) determined as of the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of those present or represented and voting.

25.3 Assets which may not be distributed to the relevant beneficiaries upon the implementation of the redemption will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

25.4 All redeemed Shares shall be cancelled.

Art. 26. Mergers.

26.1 The Board of Directors may decide to proceed with a merger (within the meaning of the UCI Law) of the Company or of one of the Sub-Fund(s), either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the UCI Law, in particular concerning the merger project and the information to be provided to the Shareholders, as follows:

The Board of Directors may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "New UCITS"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the Shares of the Company concerned as shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Company involved in a merger is the receiving UCITS (within the meaning of the UCI Law), solely the Board of Directors will decide on the merger and effective date thereof.

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

26.2 The Board of Directors may decide to proceed with a merger (within the meaning of the UCI Law) of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the "New Sub-Fund"); or
- a New UCITS,

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

26.3 Notwithstanding the powers conferred to the Board of Directors under the preceding paragraph, the general meeting of Shareholders may decide to proceed with a merger (within the meaning of the UCI Law) of the Company or of one of the Sub-Fund(s), either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the UCI Law, in particular concerning the merger project and the information to be provided to the Shareholders, as follows:

The general meeting of Shareholders may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or
- a sub-fund thereof.

The decision shall be adopted by a general meeting of Shareholders for which there shall be no quorum requirement and which will decide on such a merger and its effective date by a resolution adopted at a simple majority of the votes validly cast at such meeting.

26.4 The general meeting of a Sub-Fund may also decide a merger (within the meaning of the UCI Law) of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund,

by a resolution adopted with no quorum requirement at a simple majority of the votes validly cast at such meeting.

26.5 The Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their Shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the same management company or by any other company with which the management company is linked by common management or control, or by substantial direct or indirect holding, in accordance with the provisions of the UCI Law.

Art. 27. Accounting Year. The accounting year of the Company shall commence on the 1 January of each year and terminate on the 31 December of the same year.

Art. 28. Distributions.

28.1 The general meeting of Shareholders of the Class or Classes issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of such Sub¬Fund shall be disposed of, and may from time to time declare or authorise the Board of Directors to declare distributions.

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

28.3 Payments of distributions to Shareholders shall be made at their addresses in the register of Shareholders.

28.4 Distributions may be paid in such currency and at such time and place that the Board of Directors shall in its discretion determine from time to time.

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

28.6 Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant Class or Classes of Shares.

28.8 No interest shall be payable by the Company on a dividend which has not been claimed by a Shareholder.

Title V. Final provisions

Art. 29. Depositary.

29.1 To the extent required by law, the Company shall enter into a custody agreement with a banking or savings institution - a depositary (the "Depositary") - as defined by the law of 5 April 1993 on the financial sector, as amended.

29.2 The Depositary shall fulfil the duties and responsibilities as provided for by the UCI Law.

29.3 If the Depositary wishes to retire, the Board of Directors shall use its best endeavours to find a successor Depositary within two (2) months of the effectiveness of such retirement. The Board of Directors may terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor Depositary shall have been appointed to act in the place thereof.

Art. 30. Dissolution of the Company.

30.1 The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in Article 32 hereof.

30.2 Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 6 hereof, the question of the dissolution of the Company shall be referred to the general meeting of Shareholders by the Board of Directors. The general meeting of Shareholders, for which no quorum shall be required, shall decide by a simple majority of the votes of the Shares represented at the meeting.

30.3 The question of the dissolution of the Company shall further be referred to the general meeting of Shareholders whenever the share capital falls below one quarter of the minimum capital set by Article 6 hereof; in such an event, the general meeting of Shareholders shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one quarter of the votes of the Shares represented at the meeting.

30.4 The general meeting of Shareholders must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one quarter of the legal minimum, as the case may be.

Art. 31. Liquidation of the Company. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of Shareholders which shall determine their powers and their compensation.

For the avoidance of doubt, the liquidation of the last remaining Sub-Fund will result in the liquidation of the Company as described in these Articles of Incorporation.

Art. 32. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 33. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended, and the UCI Law.

Transitory Dispositions

1) The first accounting year will begin on the date of incorporation of the Company and will end on 31 December 2014.

2) The first annual general meeting of Shareholders will be held in 2015.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Subscription and Payment

The share capital of the Company has been subscribed as follows:

Ignis Investment Services Limited, pre-qualified, subscribes for three hundred thousand (300,000) Shares.

Evidence of the above payment, totalling three hundred thousand Euros (EUR 300,000), was given to the undersigned notary.

The subscriber declared that, upon determination by the Board of Directors pursuant to the Articles of Incorporation of the various Classes of Shares which the Company shall have, it will elect the Class or Classes of Shares to which the Shares subscribed shall appertain.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26, 26-3 and 26-5 of the law of 10 August 1915 on commercial companies, as amended and expressly states that they have been fulfilled.

Expenses

The expenses of the Company as a result of its creation are estimated at approximately EUR 4,000.-.

Resolution of the Sole Shareholder

The above named entity representing the entire subscribed capital of the Company and considering itself as being duly convened has thereupon passed the following resolutions:

1. The address of the registered office of the Company is set at 16, boulevard d'Avranches, L-1160 Luxembourg;

2. The following are elected as Directors for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Company as at 31 December 2014:

- Mr. Justin Egan, residing professionally at 6B, route de Treves, L-2633 Senningerberg, born in Dublin, Ireland, on 8 September 1967;

- Mrs Tracey McDermott, residing professionally at 6B, route de Treves, L-2633 Senningerberg, born in Dublin, Ireland, on 22 May 1972;

- Mr. André Haubensack, residing professionally at Rennweg 22, 8001 Zurich, Switzerland, born in London, United Kingdom, on 19 June 1966;

- Mr Robert Bricout, residing professionally at 150, Cheapside, London EC2V 6ET, United Kingdom, born in Durban, South-Africa, on 11 February 1963.

3. The following is elected as auditor for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Company as at 31 December 2014:

Ernst and Young, société anonyme, 7, rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg (RCS Luxembourg B 47771).

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

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

The document having been read to the proxyholder of the appearing person known to the notary by name, first name, and residence, the said proxyholder of the appearing person signed together with the notary this deed.

Signé: N. BERCK et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 18 octobre 2013. Relation: LAC/2013/47481. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 23 octobre 2013.

Référence de publication: 2013148725/880.

(130181888) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 octobre 2013.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Applied Materials Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: USD 845.097.496,00.

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

R.C.S. Luxembourg B 161.373.

Varian Semiconductor Equipment Associates Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 126.212.

MERGER PROPOSAL

In accordance with Article 261 of the Luxembourg law of 10 August 1915 on Commercial Companies, as amended (the "Luxembourg Law"):

1) The board of managers of Applied Materials Luxembourg S.à r.l., a Luxembourg private limited liability company ("société à responsabilité limitée"), having its registered office at 412F, route d'Esch, L-2086 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 161.373, with an issued share capital of USD 845,097,496 (eight hundred forty-five million ninety-seven thousand four hundred ninety-six United States Dollars) represented by 845,097,496 (eight hundred forty-five million ninety-seven thousand four hundred ninety-six) ordinary shares with a nominal value of USD 1 (one United States Dollar) each (the "Absorbing Company");

hereby duly represented by Arrnin Eberhard, category A manager of the Absorbing Company, duly empowered by the board of managers of the Absorbing Company pursuant to the resolutions taken by the board of managers of the Absorbing Company on 17 October 2013; and

2) The board of managers of Varian Semiconductor Equipment Associates Luxembourg S.à r.l., a Luxembourg private limited liability company ("société à responsabilité limitée"), having its registered office at 2-8, avenue Charles de Gaulle, L-1653 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 126.212, with an issued share capital of USD 20,000 (twenty thousand United States Dollars) represented by 20,000 (twenty thousand) ordinary shares with a nominal value of USD 1 (one United States Dollar) each (the "Absorbed Company", together with the Absorbing Company referred to as the "Merging Companies");

hereby duly represented by Nancy L. Ludgus, manager of the Absorbed Company, duly empowered by the board of managers of the Absorbed Company pursuant to the resolutions taken by the board of managers of the Absorbed Company on 17 October 2013;

have together established in writing and under private seal the following common terms (the "Merger Project") of the merger by absorption of the Absorbed Company by the Absorbing Company (the "Merger") in order to specify the terms and conditions of the Merger.

IT IS STATED AS FOLLOWS:

- The Absorbing Company is entirely held by Applied Materials 2 LLC Luxembourg S.C.S. 3 S.C.S., a Luxembourg limited corporate partnership ("société en commandite simple"), with registered office at 412F, route d'Esch, L-2086 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 172.297 ("Applied Materials S.C.S.") as of the Effective Date (as defined in Article 4 below);

- The Absorbed Company is currently entirely held by Varian Semiconductor Equipment Associates (Gibraltar) Limited, a company incorporated and existing under the laws of Gibraltar, with registered office at 57/63 Line Wall Road, Gibraltar, registered in Gibraltar under registration number 98202 ("VSEA");

- It is intended that VSEA, being the sole shareholder of the Absorbed Company, transfers all the shares held in the Absorbed Company on or around 15 November 2013 to Applied Materials S.C.S. As a consequence, Applied Materials S.C.S. will be the sole shareholder of the Absorbed Company as of the Effective Date;

- None of the Merging Companies has been dissolved or declared bankrupt, or has a suspension of payment been declared;

- The Absorbing Company has no employees;

- The Absorbed Company has no employees;

- The aforementioned merger is motivated by reasons of restructuring of the structure and activities of the Merging Companies, and the group of which they form part, including reduction of the number of group companies and for organizational and administrative simplification. The merger by absorption of the Absorbed Company by the Absorbing Company also aims at strengthening the presence and activities of the group of which the Merging Companies form part in Luxembourg;

- The Merger Project will be registered with the Luxembourg Trade and Companies' Register and published in the "Mémorial C, Recueil des Sociétés et Associations" ("Mémorial") in accordance with Articles 9 and 262 of the Luxembourg

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Law at least one month before the date of the extraordinary general meetings of shareholders of each of the Merging Companies relating to the approval of the Merger;

- The merger of the Absorbed Company into the Absorbing Company shall comply with Luxembourg legal provisions; and

- The Merger is subject to the condition of its approval by the sole shareholder of the Merging Companies in an extraordinary general meeting to be held before a Luxembourg notary.

Thereupon, the following has been agreed:

Art. 1. Universal transfer of assets and liabilities.

According to Article 257 and following of the Luxembourg Law dealing with merger by acquisition, as of the Effective Date the Absorbing Company will acquire the entirety of the assets and liabilities of the Absorbed Company (known and unknown), by operation of law, such that as of the Effective Date:

a) all of the assets of the Absorbed Company shall be vested in the Absorbing Company and shall thereafter be the property of the Absorbing Company;

b) the Absorbing Company shall be entitled to all the rights and liable for all the obligations of the Absorbed Company, provided, however, that notwithstanding the foregoing, amounts owing (if any) between the Absorbed Company and the Absorbing Company shall be cancelled for no consideration;

c) the Absorbed Company shall hand over to the Absorbing Company the originals of all its incorporating documents, deeds, amendments, contracts/agreements and transaction documents of any kind, as well as the bookkeeping and related archives and any other accounting documents, titles of ownership or documentary titles of ownership of any assets, the supporting documents of the operations carried out, securities and contracts, archives, vouchers and any other documents relating to the assets and rights given as of the Effective Date. Such documents shall be kept at the registered office of the Absorbing Company during the legal period; and

d) The Absorbed Company will cease to exist without liquidation.

Art. 2. Data to be mentioned pursuant to Article 261 of the Luxembourg Law.

The following data needs to be mentioned pursuant to Article 261 of the Luxembourg Law:

a. Type of legal entity, name, registered office and registration number of the merging companies in accordance with Article 261 paragraph 2 a) of the Luxembourg Law.

Absorbing Company:

Applied Materials Luxembourg S.à r.l. a Luxembourg private limited liability company ("société à société à responsabiltié limitée"), having its registered office at 412F, route d'Esch, L-2086 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 161.373, with an issued share capital of USD 845,097,496 (eight hundred forty-five million ninety-seven thousand four hundred ninety-six United States Dollars) represented by 845,097,496 (eight hundred forty-five million ninety-seven thousand four hundred ninety-six) ordinary shares with a nominal value of USD 1 (one United States Dollar) each; and

Absorbed Company:

Varian Semiconductor Equipment Associates Luxembourg S.à r.L, Luxembourg private limited liability company ("société à responsabilité limitée"), having its registered office at 2-8, avenue Charles de Gaulle, L-1653 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 126.212, with an issued share capital of USD 20,000 (twenty thousand United States Dollars) represented by 20,000 (twenty thousand) ordinary shares with a nominal value of USD 1 (one United States Dollar) each.

Following the Merger, the Absorbing Company will maintain its legal form, name and registered office.

b. Rights given by the Absorbing Company to shareholders having special rights and to the holders of securities other than shares or the measures proposed concerning them pursuant to Article 261 paragraph 2 f) of the Luxembourg Law.

As there are no persons who, in any other capacity than as shareholder, have special rights against the Absorbed Company, no special rights will be given by the Absorbing Company.

d. Special advantages to be granted to the members of the administrative, management supervisory or control bodies of the Merging Companies pursuant to Article 261 paragraph 2 g) of the Luxembourg Law.

None.

d. Date as from which the operations of the Absorbed Company shall be treated for accounting purpose as being carried out on behalf of the Absorbing Company pursuant to Article 261 paragraph 2 e) of the Luxembourg Law.

The operations of the Absorbed Company shall be treated for accounting and taxation purpose as being carried out on behalf of the Absorbing Company as from 1 November 2013.

e. Proposed measures in connection with the conversion of the shareholding of the Absorbed Company or in connection with an allotment of shares or in connection with the date per which such shares give rights to profits of the Absorbing Company pursuant to Article 261 paragraph 2 b), c) and d) of the Luxembourg Law.

The sole shareholder of the Absorbed Company as of the Effective Date, being Applied Materials S.C.S. shall receive, in exchange of its shares in the Absorbed Company cancelled by operation of the Merger, a number of shares in the

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Absorbing Company equal to the number of shares it holds in the Absorbed Company multiplied by the exchange ratio. Based on the interim financial statements of the Merging Companies as at 31 July 2013, the share exchange ratio is equal to 2,308.47 (two thousand three hundred eight point forty-seven) ordinary shares of the Absorbing Company in exchange for 1 (one) share of the Absorbed Company. In case of fractional shares by operation of such share exchange ratio, the balance shall be allocated as merger premium ("prime de fusion") to a special equity bookkeeping of the Absorbing Company.

The current share capital of the Absorbing Company is composed of ordinary shares. New ordinary shares to be issued by the Absorbing Company as of the Effective Date shall in all respects be identical to the existing ordinary shares of the Absorbing Company and shall give right to profits of the Absorbing Company as from the Effective Date.

f. Approval of the resolution to effect the Merger pursuant to Article 263 and following of the Luxembourg Law.

The resolutions to effect the Merger will be taken by the extraordinary general meeting of the sole shareholder of the Absorbing Company and by the extraordinary general meeting of the sole shareholder of the Absorbed Company.

Art. 3. Waivers. In accordance to Article 266 (5) of the Luxembourg Law, the sole shareholder of the Absorbing Company and the sole shareholder of the Absorbed Company will respectively waive their right of examination of the Merger Project by one or more independent expert(s) as well as the written report concerning the common draft terms of such expert(s).

In accordance to Article 265 (3) of the Luxembourg Law, the sole shareholder of the Absorbing Company and the sole shareholder of the Absorbed Company will respectively waive their right to receive from the board of managers of the Merging Companies a detailed written report explaining and setting out the legal and economic grounds of the Merger Project, in particular in regards to the share exchange ratio.

Art. 4. Effective Date. The Merger shall become effective between the Merging Companies as at the date of the latest extraordinary general meeting of the sole shareholder of the Merging Companies to be held before a Luxembourg notary approving the Merger as stated in Article 272 of the Luxembourg Law.

The Merger shall become effective towards third parties as of the later date of (i) the publication in the Memorial of the minutes of the extraordinary general meeting ("EGM") of the sole shareholder of the Absorbing Company approving the Merger or (ii) the publication in the Memorial of the minutes of the EGM of the sole shareholder of the Absorbed Company approving the Merger, as stated in Article 273 of the Law.

As of the Effective Date, the Absorbed Company will cease to exist and its assets and liabilities shall be transferred by operation of law to the Absorbing Company as stated above in Article 1.

Art. 5. Obligations concerning formalities of the Absorbing Company. The Absorbing Company shall carry out all the legal formalities required by law and being necessary or useful to achieve the Merger and to have the Absorbing Company acquire all the assets and liabilities of the Absorbed Company.

Art. 6. Availability of the Merger documentation at registered offices. The documents referred to in Article 267 paragraph 1 a), b) and c) of the Luxembourg Law in particular:

a) the Merger Project;

b) the annual accounts of the Absorbing Company for the last two financial years and the annual accounts of the Absorbed Company for the last three financial years; and

c) the interim financial statements of the Merging Companies as of 31 July 2013,

will be made available as from the date hereof for inspection of each sole shareholder at the respective registered offices of the Merging Companies.

Art. 7. Creditors' claims. The creditors of the Merging Companies will benefit from all the protections and recourses as provided for by the Luxembourg Law, i.e.:

According to Luxembourg Law, the creditors of the Merging Companies, whose claims predate the date of publication of the extraordinary general meeting of the sole shareholder of the Merging Companies to be held before a Luxembourg notary approving the Merger may, notwithstanding any agreement to the contrary, apply within 2 (two) months to the competent court to obtain adequate safeguard of collateral for any matured and unmatured debts, where the Merger would make such protection necessary.

Art. 8. Intentions regarding continuation or Winding up activities. The activities of the Absorbed Company shall be continued by the Absorbing Company in the same manner.

Art. 9. Miscellaneous. The Merger Project is governed by, and shall be construed in accordance with Luxembourg law. The courts of the city of Luxembourg shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Merger Project and that accordingly any proceeding, suit or action arising out of or in connection with the Merger Project may be brought in such courts.

The present document is worded in English followed by a French translation.

In case of discrepancies between the English and the French versions, the English version will prevail.

The Merger Project shall be executed in 2 (two) originals.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Luxembourg on 18 October 2013.

Applied Materials Luxembourg S.àr.l. / Varian Semiconductor Equipment Associates Luxembourg S.à r.l.

Armin Eberhard / Nancy L. Ludgus

Manager / Manager

Suit la traduction française du texte qui précède

Conformément à l'Article 261 de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la "Loi Luxembourgeoise"):

1) Le conseil de gérance d'Applied Materials Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 412F, route d'Esch, L-2086 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 161.373, avec un capital social de 845.097.496 USD (huit cent quarante-cinq millions quatre-vingt-dix-sept mille quatre cent quatre-vingt-seize Dollars Américains) représenté par 845.097.496 (huit cent quarante-cinq millions quatre-vingt-dix-sept mille quatre cent quatre-vingt-seize) parts sociales ordinaires avec une valeur nominale de 1 USD (un Dollar Américain) chacune (la "Société Absorbante");

ici représentée par Armin Eberhard, gérant de catégorie A de la Société Absorbante, dûment habilité par le conseil de gérance de la Société Absorbante conformément aux résolutions prises par le conseil de gérance de la Société Absorbante le 17 octobre 2013; et

2) Le conseil de gérance de Varian Semiconductor Equipment Associates Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 2-8, avenue Charles de Gaulle, L-1653 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 126.212, avec un capital social de 20.000 USD (vingt mille Dollars Américains) représenté par 20.000 (vingt mille) parts sociales ordinaires avec une valeur nominale de 1 USD (un Dollar Américain) chacune (la "Société Absorbée", dénommée ensemble avec la Société Absorbante, les "Sociétés Fusionnantes");

ici représentée par Nancy L. Ludgus, gérant de la Société Absorbée, dûment habilitée par le conseil de gérance de la Société Absorbée conformément aux résolutions prises par le conseil de gérance de la Société Absorbée le 17 octobre 2013;

ont élaboré ensemble par écrit et sous seing privé le projet commun suivant (le "Projet de Fusion") de la fusion par absorption de la Société Absorbée par la Société Absorbante (la "Fusion") afin de déterminer les modalités et conditions de la Fusion.

IL EST CONVENU CE QUI SUIT:

- La Société Absorbante est entièrement détenue par Applied Materials 2 LLC Luxembourg S.C.S 3 S.C.S., une société en commandite simple de droit luxembourgeois, ayant son siège social sis à 412F, route d'Esch, L-2086 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 172.297 ("Applied Materials S.C.S.") à la Date d'Effet (telle que définie à l'Article 4 ci-dessous);

- La Société Absorbée est actuellement entièrement détenue par Varian Semiconductor Equipment Associates (Gibraltar) Limited, une société constituée et régie par les lois de Gibraltar, ayant son siège social sis à 57/63 Line Wall Road, Gibraltar, immatriculée à Gibraltar sous le numéro d'immatriculation 98202 ("VSEA");

- Il est prévu que VSEA, étant l'associé unique de la Société Absorbée, transfère toutes les parts sociales détenues dans la Société Absorbée aux alentours du 15 novembre 2013 à Applied Materials S.C.S.. En conséquence, Applied Materials S.C.S. sera l'associé unique de la société Absorbée à la Date d'Effet;

- Aucune des Sociétés Fusionnantes n'a pas été dissoute ou déclarée en faillite, ni aucune cessation de paiement n'a été déclarée;

- La Société Absorbante n'a pas d'employé;

- La Société Absorbée n'a pas d'employé;

- La fusion susmentionnée est motivée par des raisons de réorganisation et de rationalisation de la structure et des activités des Sociétés Fusionnantes, et du groupe auquel elles appartiennent, ainsi que par la réduction du nombre de sociétés composant le groupe et simplification organisationnelle et administrative du groupe. La fusion par absorption de la Société Absorbée par la Société Absorbante a également pour but de renforcer au Luxembourg la présence et les activités du groupe auquel les Sociétés Fusionnantes appartiennent;

- Le Projet de Fusion sera déposé au Registre de Commerce et des Sociétés de Luxembourg et publié au Mémorial C, Recueil Spécial des Sociétés et Associations (le "Mémorial") conformément aux Articles 9 et 262 de la Loi Luxembourgeoise au moins un mois avant la date de l'assemblée générale extraordinaire des associés de chacune des Sociétés Fusionnantes en relation avec l'approbation de la Fusion;

- La fusion de la Société Absorbée par la Société Absorbante est soumise au respect des dispositions légales luxembourgeoises; et

- La Fusion est sujette aux conditions de son approbation par l'associé unique des Sociétés Fusionnantes dans une assemblée générale extraordinaire devant se tenir devant un notaire luxembourgeois.

Sur ce, il est convenu ce qui suit:

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Art. 1 er . Transfert universel de patrimoine. Conformément à l'Article 257 et suivants de la Loi Luxembourgeoise traitant de la fusion par absorption, à la Date d'Effet, la Société Absorbante va acquérir de plein droit la totalité des actifs et passifs de la Société Absorbée (connus et inconnus), par opération de la loi, de façon à ce qu'à la Date d'Effet:

a) tous les actifs de la Société Absorbée seront transférés à la Société Absorbante et deviendront ainsi la propriété de la Société Absorbante;

b) la Société Absorbante bénéficiera de tous les droits et sera tenue de toutes les obligations de la Société Absorbée, à condition néanmoins que, nonobstant ce qui précède, les sommes dues entre la Société Absorbée et la Société Absorbante soient annulées sans aucune contrepartie;

c) la Société Absorbée devra transmettre à la Société Absorbante les originaux de tous ses documents constitutifs, actes, modifications, contrats, conventions et documents transactionnels de toutes sortes, ainsi que les livres comptables et les archives et tous autres documents comptables, titres ou documents de propriété de tout actif, les documents de supports des opérations effectuées, valeurs mobilières et contrats, archives, coupons et tous autres documents relatifs aux actifs et droits existant à la Date d'Effet. Ces documents seront conservés au siège social de la Société Absorbante pendant la durée légale requise; et

d) la Société Absorbée cessera d'exister sans liquidation.

Art. 2. Données devant être mentionnées conformément à l'Article 261 de la Loi Luxembourgeoise. Les données suivantes doivent être mentionnées conformément à l'Article 261 de la Loi Luxembourgeoise:

a. Type d'entité juridique, nom et siège social des société fusionnantes conformément à l'Article 261 paragraphe 2 a) de la Loi Luxembourgeoise.

Société Absorbante:

Applied Materials Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 412F, route d'Esch, L-2086 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 161.373, avec un capital social de 845.097.496 USD (huit cent quarante-cinq millions quatre-vingt-dix-sept mille quatre cent quatre-vingt-seize Dollars Américains) représenté par 845.097.496 (huit cent quarante-cinq millions quatre-vingt-dix-sept mille quatre cent quatre-vingt-seize) parts sociales ordinaires avec une valeur nominale de 1 USD (un Dollar Américain) chacune; et

Société Absorbée:

Varian Semiconductor Equipment Associates Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à 2-8, avenue Charles de Gaulle, L-1653 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 126.212, avec un capital social de 20.000 USD (vingt mille Dollars Américains) représenté par 20.000 (vingt mille) parts sociales ordinaires avec une valeur nominale de 1 USD (un Dollar Américain) chacune.

Suite à la Fusion, la Société Absorbante conservera sa forme juridique, dénomination social et siège social.

b. Droits donnés par la Société Absorbante aux associés ayant des droits spéciaux et aux détenteurs de titres autres que des parts sociales ou mesures proposées les concernant conformément à l'Article 261 paragraphe 2 f) de la Loi Luxembourgeoise.

Etant donné qu'aucune personne, autre qu'en qualité d'associé, ne dispose de droits spéciaux à l'encontre de la Société Absorbée, aucun droit spécial ne sera donné et aucune compensation ne sera payée à qui que ce soit par la Société Absorbante.

c. Avantages particuliers à accorder aux membres du conseil de gestion, de surveillance ou de contrôle des Sociétés Fusionnantes conformément à l'Article 261 paragraphe 2 g) de la Loi Luxembourgeoise.

Aucun.

d. Date à partir de laquelle les opérations de la Société Absorbée seront considérées d'un point de vue comptable comme accomplies pour le compte de la Société Absorbante conformément à l'Article 261 paragraphe 2 e) de la Loi Luxembourgeoise.

Les opérations de la Société Absorbée seront considérées d'un point de vue comptable comme accomplies pour le compte de la Société Absorbante au 1 novembre 2013.

e. Mesures proposées relatives à la conversion de l'actionnariat de la Société Absorbée ou à une allocation des parts sociales ou en rapport avec la date à laquelle ces parts sociales donnent droit au profits de la Société Absorbante conformément à l'Article 261 paragraphe 2 b), c) et d) de la Loi Luxembourgeoise.

L'associé unique de la Société Absorbée à la Date d'Effet, étant Applied Materials S.C.S., recevra, en échange de ses parts sociales dans la Société Absorbée annulées par opération de la Fusion, un nombre de parts sociales dans la Société Absorbante égal au nombre de parts sociales qu'il détient dans la Société Absorbée multiplié par le ratio d'échange. Sur base des états financiers intérimaires des Sociétés Fusionnantes au 31 juillet 2013, le ratio d'échange est égal à 2.308,47 (deux mille trois cent huit virgule quarante-sept) parts sociales ordinaires de la Société Absorbante en échange de 1 (une) part sociale de la Société Absorbée. Dans le cas où le rapport d'échange aurait pour conséquence l'apparition de rompus, la valeur restante sera allouée comme prime de fusion à porter à un poste comptable de capitaux propres de la Société Absorbante.

Le capital social actuel de la Société Absorbante est composé de parts sociales ordinaires. Les nouvelles parts sociales ordinaires qui seront émises par la Société Absorbante à la Date d'Effet seront en tout point identiques aux parts sociales ordinaires existantes de la Société Absorbante et donneront droit aux profits de la Société Absorbante à compter de la Date d'Effet.

f. Approbation des résolutions pour réaliser la fusion conformément à l'Article 263 et suivants de la Loi Luxembourgeoise.

Les résolutions approuvant la Fusion seront adoptées par l'assemblée générale de l'associé unique de la Société Absorbante et par l'assemblée générale de l'associé unique de la Société Absorbée.

Art. 3. Renonciations. Par application de l'Article 266 (5) de la Loi Luxembourgeoise, l'associé unique de la Société Absorbante et l'associé unique de la Société Absorbée renonceront respectivement à leur droit d'un examen du Projet de Fusion par un ou plusieurs experts indépendant(s) ainsi que le rapport écrit concernant le Projet de Fusion par ledit (s) experts indépendant(s).

Par application de l'Article 265 (3) de la Loi Luxembourgeoise, l'associé unique de la Société Absorbante et l'associé unique de la Société Absorbée renonceront respectivement à leur droit de recevoir un rapport écrit détaillé des conseils de gérance des Sociétés Fusionnantes expliquant et justifiant du point de vue juridique et économique le Projet de Fusion, et en particulier le rapport d'échange.

Art. 4. Date d'Effet. La Fusion sera effective entre les Sociétés Fusionnantes à la date de la dernière assemblée générale extraordinaire de l'associé unique des Sociétés Fusionnantes devant se tenir devant un notaire luxembourgeois approuvant la Fusion tel que prévu à l'Article 272 de la Loi Luxembourgeoise.

La Fusion sera effective à l'égard des tiers à compter de la dernière date suivante soit (i) la publication dans le Mémorial, des résolutions prises lors de l'assemblée générale extraordinaire (1 "AGE") de l'associé unique de la Société Absorbante approuvant la Fusion ou (ii) la publication dans le Mémorial des résolutions prises lors de l'AGE de l'associé unique de la Société Absorbée approuvant la Fusion, tel que prévu à l'Article 273 de la Loi Luxembourgeoise.

A compter de la Date d'Effet, la Société Absorbée cessera d'exister et ses actifs et passifs seront transférés par opération de la loi à la Société Absorbante tel que décrit ci-dessus à l'Article 1.

Art. 5. Obligations concernant les formalités de la Société Absorbante. La Société Absorbante effectuera toutes les formalités légales requises par la loi et nécessaires ou utiles à la réalisation de la Fusion et afin de permettre à la Société Absorbante d'acquérir tous les actifs et passifs de la Société Absorbée.

Art. 6. Mise à disposition de la documentation relative à la Fusion aux sièges sociaux. Les documents visés à l'Article 267 paragraphe 1 a) b) et c) de la Loi Luxembourgeoise en particulier:

a) le Projet de Fusion;

b) les comptes annuels de la Société Absorbante pour les deux derniers exercices sociaux et les comptes annuels de la Société Absorbée pour les trois derniers exercices sociaux; et

c) les états financiers intérimaires des Sociétés Fusionnantes au 31 juillet 2013,

seront tenus à disposition pour inspection par chaque associé unique aux sièges sociaux respectifs des Sociétés Fusionnantes dès la date des présentes.

Art. 7. Réclamations des créanciers. Les créanciers des Sociétés Fusionnantes bénéficieront de toutes les protections et recours prévus par la Loi Luxembourgeoise, à savoir:

Conformément à la Loi Luxembourgeoise, les créanciers des Sociétés Fusionnantes, dont les créances sont antérieures à la date de la publication de l'assemblée générale extraordinaire des associés des Sociétés Fusionnantes approuvant la Fusion et devant se tenir devant un notaire luxembourgeois, peuvent, nonobstant toute convention contraire, dans les 2 (deux) mois, demander à la juridiction compétente d'obtenir les garanties et sûretés adéquates pour toute créance arrivée à maturité ou non, là ou la fusion rend une telle protection nécessaire.

Art. 8. Intentions concernant la continuation ou la suspension des activités. Les activités de la Société Absorbée seront poursuivies par la Société Absorbante de la même manière.

Art. 9. Divers. Le Projet de Fusion est régie et sera interprété conformément à la loi luxembourgeoise. Les tribunaux de la ville de Luxembourg auront juridiction exclusive pour déterminer tout conflit pouvant découler ou en rapport avec le Projet de Fusion et par suite toute procédure, procès ou action découlant ou en rapport avec le Projet de Fusion peuvent être portés devant ces tribunaux.

Le présent document est établi en anglais suivi d'une traduction en français.

En cas de divergence entre les textes anglais et français, la version anglaise prévaudra.

Le Projet de Fusion est signé en 2 (deux) originaux.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Luxembourg le 18 octobre 2013.

Applied Materials Luxembourg S.àr.l. / Varian Semiconductor Equipment Associates Luxembourg S.à r.l.
Armin Eberhard / Nancy L. Ludgus
Gérant / Gérant

Référence de publication: 2013149478/342.

(130181848) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 octobre 2013.

JPA Electronique s.à r.l., Société à responsabilité limitée.

Siège social: L-4384 Ehlerange, Zare 1, Ilôt Ouest 14.

R.C.S. Luxembourg B 149.164.

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.
Windhof, le 20/09/2013.

Référence de publication: 2013132702/10.

(130162071) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Jolyco S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.

R.C.S. Luxembourg B 132.095.

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 19 septembre 2013.

Référence de publication: 2013132699/10.

(130161215) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

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

Siège social: L-2550 Luxembourg, 52-54, avenue du X Septembre.

R.C.S. Luxembourg B 122.543.

Le Bilan du 1 er Janvier 2012 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.

Référence de publication: 2013132696/10.

(130162026) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Agroregion, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 177.795.

EXTRAIT

Par résolution écrite du conseil de gérance en date du 30 août 2013, le conseil de gérance a décidé d'adopter la résolution suivante:

- le siège social de la société a été transféré de 17, rue des Jardiniers, L-1835 Luxembourg à 7, rue Robert Stümper, L-2557 Luxembourg, avec effet au 1 er septembre 2013.

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

Pour extrait sincère et conforme
Signature
Le mandataire

Référence de publication: 2013133180/17.

(130162404) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

A.M.V. LUX, s.à r.l., Société à responsabilité limitée.

Siège social: L-8059 Bertrange, 3, Grevelsbarriere.

R.C.S. Luxembourg B 101.521.

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.

Luxembourg.

Signature.

Référence de publication: 2013133178/10.

(130162163) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 septembre 2013.

A.M.V. LUX, s.à r.l., Société à responsabilité limitée.

Siège social: L-8059 Bertrange, 3, Grevelsbarriere.

R.C.S. Luxembourg B 101.521.

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.

Luxembourg.

Signature.

Référence de publication: 2013133177/10.

(130162162) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 septembre 2013.

Advice Invest S.A., Société Anonyme.

Siège social: L-1325 Luxembourg, 1, rue de la Chapelle.

R.C.S. Luxembourg B 112.689.

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: 2013133179/10.

(130162692) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 septembre 2013.

Alpha Private Equity Fund 6 Management Company, Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 10, avenue Monterey.

R.C.S. Luxembourg B 161.408.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg, le 05 août 2013

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

Diekirch, le 21 septembre 2013.

Référence de publication: 2013133182/10.

(130162339) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 septembre 2013.

A & M Consulinvest SA, Société Anonyme.

Siège social: L-2430 Luxembourg, 18-20, rue Michel Rodange.

R.C.S. Luxembourg B 80.947.

Le bilan 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, le 20 septembre 2013.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2013133174/14.

(130162175) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Financial Investments Company S.A., Société Anonyme.

Siège social: L-9753 Heinerscheid, 1, Hauptstrooss.

R.C.S. Luxembourg B 112.560.

—

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.

Signature.

Référence de publication: 2013132608/10.

(130161604) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Fiduciaire Continentale, Société Anonyme.

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

R.C.S. Luxembourg B 12.311.

—

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.

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2013132607/10.

(130161467) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Financial Investments Company S.A., Société Anonyme.

Siège social: L-9753 Heinerscheid, 1, Hauptstrooss.

R.C.S. Luxembourg B 112.560.

—

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

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

Signature.

Référence de publication: 2013132609/10.

(130161605) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Electro Pinto S.à r.l., Société à responsabilité limitée.

Siège social: L-9370 Gilsdorf, 27, rue um Knaeppchen.

R.C.S. Luxembourg B 99.011.

—

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: 2013132569/10.

(130161790) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Global Food Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 149.393.

—

Rectificatif du dépôt du 23/05/2013 (L130082076)

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.

Société Européenne de Banque S.A.
Société Anonyme
Banque domiciliataire
Signatures

Référence de publication: 2013132633/14.

(130161973) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Teal 2 S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 70.889.

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.

Référence de publication: 2013132971/9.

(130161915) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Teal 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 69.899.

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.

Référence de publication: 2013132970/9.

(130161916) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Teal Voltaic S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 168.968.

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.

Référence de publication: 2013132969/9.

(130161909) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Teal 3 S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 70.894.

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.

Référence de publication: 2013132972/9.

(130161914) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Teal Doncaster S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 168.987.

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.

Référence de publication: 2013132968/9.

(130161911) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Sylvanus Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 89.646.

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: 2013132967/9.

(130161924) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Teal 4 S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 78.058.

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.

Référence de publication: 2013132973/9.

(130161913) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Stige S.A., Société Anonyme.

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

R.C.S. Luxembourg B 91.989.

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: 2013132962/9.

(130161590) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

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

R.C.S. Luxembourg B 142.777.

En date du 02 mai 2013, la société Fiduciaire CGS SARL, dénonce la convention de domiciliation de la société STARTEX SARL, 4, rue du Fossé, L-4123 Esch-sur-Alzette, inscrite au Registre de Commerce et des Sociétés du Grand-Duché de Luxembourg sous le numéro B-142.777.

Esch-sur-Alzette, le 02 mai 2013. Signature.

Référence de publication: 2013132960/10.

(130161377) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Stoll, Maître-Matelassier, S.à r.l., Société à responsabilité limitée.

Siège social: L-3364 Leudelange, rue de la Poudrerie.

R.C.S. Luxembourg B 25.072.

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: 2013132963/10.

(130161619) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Trina Solar (Luxembourg) Overseas Systems S.à r.l., Société à responsabilité limitée.

Capital social: EUR 5.199.300,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 178.419.

EXTRAIT

Il résulte des résolutions prises lors du conseil de gérance de la Société en date du 18 septembre 2013 que le siège social de la Société est transféré du 15, rue Edward Steichen L-2540 Luxembourg au 26-28, rue Edward Steichen, L-2540 Luxembourg.

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

Luxembourg, le 20 septembre 2013.

Pour TRINA SOLAR (Luxembourg) OVERSEAS SYSTEMS S.à r.l.
Un mandataire

Référence de publication: 2013132990/16.

(130161657) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Soleo S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.

R.C.S. Luxembourg B 161.316.

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: 2013132944/9.

(130161993) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

SELP (Alzenau) S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 177.307.

Les statuts coordonnés suivant l'acte n° 67353 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: 2013132924/10.

(130161622) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Sagres Participations S.A., Société Anonyme.

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

R.C.S. Luxembourg B 143.670.

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 16 septembre 2013.

Référence de publication: 2013132916/10.

(130161140) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Syntegra Investments III S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.600,00.

Siège social: L-1748 Luxembourg, 7, rue Lou Hemmer.

R.C.S. Luxembourg B 109.690.

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 18 septembre 2013. Signature.

Référence de publication: 2013132914/10.

(130161387) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Saninpart S.A., Société Anonyme.

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

R.C.S. Luxembourg B 52.301.

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 19.09.2013.

Pour: SANINPART S.A.
Société anonyme
Experta Luxembourg
Société anonyme
Isabelle Marechal-Gerlaxhe / Susana Goncalves Martins

Référence de publication: 2013132922/15.

(130161237) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

White Martins & White Martins - Comércio e Serviços, S.à r.l., Société à responsabilité limitée.

Capital social: EUR 97.330,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 165.539.

—

Les comptes annuels consolidés de PRAXAIR, INC. au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg, en conformité avec l'article 316 de la loi du 10 août 1915 telle que modifiée.

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

Luxembourg, le 19 septembre 2013.

Référence de publication: 2013133021/11.

(130161145) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

White Martins & White Martins - Comércio e Serviços, S.à r.l., Société à responsabilité limitée.

Capital social: EUR 97.330,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 165.539.

—

Les comptes annuels consolidés de PRAXAIR, INC. au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg, en conformité avec l'article 316 de la loi du 10 août 1915 telle que modifiée.

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

Luxembourg, le 19 septembre 2013.

Référence de publication: 2013133020/11.

(130161144) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Vivier S.A. Holding, Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 43.353.

—

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 VIVIER S.A. HOLDING
Intertrust (Luxembourg) S.A.

Référence de publication: 2013133017/11.

(130162038) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Vector Asset Management S.A., Société Anonyme.

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 138.903.

—

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 VECTOR ASSET MANAGEMENT S.A

Référence de publication: 2013133010/10.

(130162018) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Trio, Société à responsabilité limitée unipersonnelle.

Siège social: L-1261 Luxembourg, 1, rue de Bonnevoie.

R.C.S. Luxembourg B 160.932.

—

Les comptes annuels au 31/12/2012 ont été déposés, dans leur version abrégée, au registre de commerce et des sociétés de Luxembourg conformément à l'art. 79(1) de la loi du 19/12/2002.

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

Mandataire

Référence de publication: 2013133002/11.

(130161685) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Tiffany Properties S.A., Société Anonyme.

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

R.C.S. Luxembourg B 141.731.

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 TIFFANY PROPERTIES S.A.
United International Management S.A.

Référence de publication: 2013132995/11.

(130161472) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

The Fun Agency s.à r.l., Société à responsabilité limitée.

Siège social: L-8360 Goetzingen, 2, rue de Nospelt.

R.C.S. Luxembourg B 158.632.

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 The Fun Agency S.à r.l.
Signature

Référence de publication: 2013132994/11.

(130161297) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

WMT GeC Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 169.081.

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: 2013133031/10.

(130161886) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Zitro IP S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 148.320.

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 19 septembre 2013.

Référence de publication: 2013133034/10.

(130161593) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

WM Kehlen (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: USD 262.665.000,00.

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

R.C.S. Luxembourg B 105.995.

Le dépôt rectificatif des comptes annuels au 31 décembre 2012 déposés au Registre de Commerce et des Sociétés de Luxembourg le 1 [er] août 2013, sous la référence L130133375 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 20 septembre 2013.

Référence de publication: 2013133030/12.

(130162022) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Zitro S.àr.l., Société à responsabilité limitée.

Capital social: EUR 502.500,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 133.648.

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 19 septembre 2013.

Référence de publication: 2013133037/10.

(130161597) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

St Nicolas Sàrl, Société à responsabilité limitée.

Capital social: EUR 40.161.300,00.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 77.862.

Les statuts coordonnés 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 19 septembre 2013.

Référence de publication: 2013132958/11.

(130161668) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

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

Siège social: L-3231 Bettembourg, 52, route d'Esch.

R.C.S. Luxembourg B 103.200.

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.

Luxembourg, le 19 septembre 2013.

MUNIER Delphine.

Référence de publication: 2013132945/10.

(130161298) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

WEWE Hausverwaltungs GmbH, Société à responsabilité limitée.

Siège social: L-9991 Weiswampach, 47, Gruuss-Strooss.

R.C.S. Luxembourg B 101.759.

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: 2013133028/10.

(130161754) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Thunderbird J S.à r.l., Société à responsabilité limitée.

Capital social: EUR 18.575,00.

Siège social: L-2430 Luxembourg, 7, rue Michel Rodange.

R.C.S. Luxembourg B 117.772.

Il est à noter que Mr. Martin Eckel, gérant unique de la Société, demeure professionnellement au 7, rue Michel Rodange, L-2430 Luxembourg.

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

Silvia Mathieu
Mandataire

Référence de publication: 2013132982/13.

(130161899) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Spir S.A., Société Anonyme.

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

R.C.S. Luxembourg B 141.903.

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: 2013132948/10.

(130161420) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Sienna Capital S.à r.l., Société à responsabilité limitée.

Siège social: L-8009 Strassen, 19-21, route d'Arlon.

R.C.S. Luxembourg B 178.406.

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 18 septembre 2013.

Référence de publication: 2013132936/10.

(130161135) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Syntegra Investments I S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1748 Luxembourg, 7, rue Lou Hemmer.

R.C.S. Luxembourg B 102.671.

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 18 septembre 2013. Signature.

Référence de publication: 2013132913/10.

(130161384) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

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

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

R.C.S. Luxembourg B 168.354.

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 SAMANCO S.A., SPF
Signatures

Référence de publication: 2013132918/11.

(130161399) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Thunderbird I S.à r.l., Société à responsabilité limitée.

Capital social: EUR 93.300,00.

Siège social: L-2430 Luxembourg, 7, rue Michel Rodange.

R.C.S. Luxembourg B 117.771.

Il est à noter que Mr. Martin Eckel, gérant unique de la Société, demeure professionnellement au 7, rue Michel Rodange, L-2430 Luxembourg.

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

Silvia Mathieu
Mandataire

Référence de publication: 2013132981/13.

(130161896) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

Terra Venture Partners Management S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 127.912.

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.

Référence de publication: 2013131722/9.

(130160101) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Tcarma S.A., Société Anonyme Unipersonnelle.

Siège social: L-2714 Luxembourg, 6-12, rue du Fort Wallis.

R.C.S. Luxembourg B 137.673.

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: 2013131726/9.

(130159752) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2013.

Inolux S.A., Société Anonyme.

Siège social: L-3871 Schifflange, 13, rue de la Paix.

R.C.S. Luxembourg B 170.120.

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.

Référence de publication: 2013132052/9.

(130160653) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 septembre 2013.

Invest 9 S.A., Société Anonyme.

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.

R.C.S. Luxembourg B 157.312.

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: 2013132064/9.

(130160359) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 septembre 2013.

KPI Residential Property 2 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 108.357.

Les comptes annuels au 30 juin 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: 2013132081/9.

(130160913) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 septembre 2013.

Copal Belle Boutique S.A., Société Anonyme.

Siège social: L-6735 Grevenmacher, 2A, rue Prince Henri.

R.C.S. Luxembourg B 16.612.

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.

Référence de publication: 2013132543/9.

(130161970) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 septembre 2013.

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