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MEMORIAL
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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° 241 28 janvier 2014

SOMMAIRE

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

Capital social: GBP 73.876,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 76.334.

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

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

was held an extraordinary general meeting (the Meeting) of the sole shareholder of POINTLUX, S.à r.l., a private limited liability company (société à responsabilité limitée), governed by the laws of the Grand Duchy of Luxembourg, with registered office at 15, rue Edward Steichen L - 2540 Luxembourg, registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) under number B 76.334, having a share capital of seventy-three thousand eight hundred three British Pounds Sterling (GBP 73,803.-) (the Company). The Company has been incorporated on June 13, 2000 pursuant to a deed of Maître Alphonse Lentz, notary residing in Remich, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations, N° 752 of October 12, 2000. The articles of association of the Company have been amended for the last time on November 25, 2013 pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

There appeared:

EMEA HOLDINGS C.V., a limited partnership (commanditaire vennootschap), organized and existing under the laws of The Netherlands, with its seat at Leidschendam, The Netherlands and its office address located at Dokter Van der Stamstraat 4, 2265 BC Leidschendam, The Netherlands (the Sole Shareholder), represented by Wyndham Exchange and Rentals Subsidiary, LLC, its general partner, represented by Paul F. Cash, Executive Vice President, General Counsel and Secretary,

here represented by Régis Galiotto, notary's clerk, with professional address in Luxembourg, Grand Duchy of Luxembourg, by virtue of a proxy given under private seal.

The said proxy, after having been signed ne varietur by the proxyholder of the appearing party and the undersigned notary, shall remain attached to this notarial deed to be filed at the same time with the registration authorities.

Such appearing party, represented as described above, has requested the undersigned notary to record the following:

I. That the Sole Shareholder holds all the shares in the share capital of the Company;

II. That the agenda of the Meeting is worded as follows:

1. Increase of the share capital of the Company by an amount of seventy-three British Pounds Sterling (GBP 73.-) in order to bring the share capital of the Company from its present amount of seventy-three thousand eight hundred three British Pounds Sterling (GBP 73,803.-), represented by one thousand eleven (1,011) shares having a par value of seventy-three British Pounds Sterling (GBP 73.-) per share to seventy-three thousand eight hundred seventy-six British Pounds Sterling (GBP 73,876.-), by way of the issue of one (1) new share of the Company having a par value of seventy-three British Pounds Sterling (GBP 73.-), with such share having the same rights and obligations as the existing shares.

2. Subscription to and payment of the increase of the share capital as described in item 1. above by a contribution in kind.

3. Subsequent amendment to article 6 of the articles of association of the Company (the Articles) in order to reflect the increase of the share capital adopted under item 1. above.

4. Amendment to the register of shareholders of the Company in order to reflect the above changes with power and authority given to any manager of the Company (each an Authorized Representative), each individually, to proceed in the name and on behalf of the Company with the registration of the newly issued share in the register of shareholders of the Company.

5. Miscellaneous.

III. That the Sole Shareholder has taken the following resolutions:

First Resolution:

The Sole Shareholder resolves to increase and hereby increases the share capital of the Company by an amount of seventy-three British Pounds Sterling (GBP 73.-) in order to bring the share capital of the Company from its present amount of seventy-three thousand eight hundred three British Pounds Sterling (GBP 73,803.-), represented by one thousand eleven (1,011) shares having a par value of seventy-three British Pounds Sterling (GBP 73.-) per share to seventy-three thousand eight hundred seventy-six British Pounds Sterling (GBP 73,876.-), by way of the issue of one (1) new share of the Company having a par value of seventy-three British Pounds Sterling (GBP 73.-), with such share having the same rights and obligations as the existing shares.

Second Resolution:

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

Subscription - Payment

The Sole Shareholder hereby declares that it subscribes to one (1) new share of the Company and fully pays up such share by a contribution in kind consisting of the B preferred share (the Share) that the Sole Shareholder holds in Wyndham Exchange and Rentals LLP having its registered office at The Triangle, 5-17 Hammersmith Grove, London, WL6 0LG (the Subsidiary), such Share having an aggregate fair market value in an amount of forty-seven million eight hundred eighteen thousand one hundred one British Pounds Sterling (GPB 47,818,101.-), subject to adjustment and fluctuations resulting from any subsequent valuation facts regarding the Share.

The contribution in kind of the Share from the Sole Shareholder to the Company is to be allocated as follows:

(i) an amount of seventy-three British Pounds Sterling (GBP 73.-) to the nominal share capital account of the Company; and

(ii) the surplus in an amount of forty-seven million eight hundred eighteen thousand twenty-eight British Pounds Sterling (GPB 47,818,028.-), subject to adjustment and fluctuations resulting from any subsequent valuation facts regarding the Share, to the share premium reserve account of the Company.

The valuation of the contribution in kind of the Share is evidenced by a certificate issued on the date hereof by the management of the Sole Shareholder and acknowledged and approved by the management of the Company. It results from such certificate that, as of the date of such certificate:

- the Sole Shareholder is the legal and beneficial owner of the Share;

- the Sole Shareholder is solely entitled to the Share and possesses the power to dispose of the Share;

- based on generally accepted accounting principles, the fair market value of the Share contributed to the Company is of at least forty-seven million eight hundred eighteen thousand one hundred one British Pounds Sterling (GPB 47,818,101.-), subject to adjustment and fluctuations resulting from any subsequent valuation facts regarding the Share;

- according to applicable law and the limited liability partnership agreement of the Subsidiary, the Share (with the consent of the members of the LLP and such members having provided consent) contributed to the Company, is freely transferable by the Sole Shareholder to the Company;

- the Share is not encumbered with any pledge or usufruct, there exists no right to acquire any pledge or usufruct on the Share and the Share is not subject to any attachment;

- all formalities required under English law to transfer the legal and beneficial ownership of the Shares to the Company have been or will be accomplished by the Sole Shareholder immediately upon receipt of a certified copy of the notarial deed documenting the contribution of the Share by the Sole Shareholder to the Company.

Such certificate, after signature ne varietur by the proxyholder of the Sole Shareholder and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Third resolution:

As a consequence of the foregoing resolutions, the Sole Shareholder resolves to amend article 6 of the Articles in order to reflect the above changes which shall henceforth read as follows:

" **Art. 6. Share Capital.** The subscribed share capital of the Company is set at seventy-three thousand eight hundred seventy-six British Pounds Sterling (GBP 73,876.-), represented by one thousand twelve (1,012) Shares having a par value of seventy-three British Pounds Sterling (GBP 73.-) each.

The Company's subscribed share capital may be increased or reduced by a resolution adopted by the General Meeting in the manner required for the amendment to the Articles, as prescribed in article 11 below."

Fourth Resolution:

The Sole Shareholder resolves to amend the register of shareholders of the Company in order to reflect the above changes and empowers and authorizes any Authorized Representative, each individually, to proceed in the name and on behalf of the Company with the registration of the newly issued share in the register of shareholders 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 to be approximately seven thousand Euros (7,000.- EUR).

The undersigned notary who understands and speaks English, states herewith that at the 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 and in case of divergences between the English and the French versions, the English version will prevail.

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

This document having been read to the proxyholder of the appearing party, who is known to the undersigned notary by his/her surname, name, civil status and residence, the said proxyholder of the appearing party signed the present deed together with the undersigned notary.

Suit la traduction en français du texte qui précède:

L'an deux mil treize, le vingt-cinq novembre,

Pardevant nous, Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

s'est tenue une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de POINTLUX S.à r.l., une société à responsabilité limitée constituée selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 15, rue Edward Steichen, L - 2540 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg (R.C.S. Luxembourg) sous le numéro B 76.334, ayant un capital social de soixante-treize mille huit cent trois Livres Sterling (GBP 73.803,-) (la Société). La Société a été constituée le 13 juin 2000 suivant un acte de Maître Alphonse Lentz, notaire de résidence à Remich, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations, N° 752 du 12 octobre 2000. Les statuts de la Société ont été modifiés pour la dernière fois le 25 novembre 2013 suivant un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

A comparu:

EMEA HOLDINGS C.V., une société en commandite par actions (commanditaire vennootschap), constituée selon les lois des Pays-Bas, ayant son siège social à Dokter Van der Stamstraat 4, 2265 BC Leidschendam, Pays-Bas (l'Associé Unique), représentée par Wyndham Exchange and Rentals Subsidiary, LLC, agissant en sa qualité de commandité, représentée par Paul F. Cash, vice-président, directeur juridique et secrétaire général,

ici représentée par Régis Galiotto, clerc de notaire, ayant son adresse professionnelle à Luxembourg, Grand-Duché de 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 ainsi que par le notaire soussigné, restera annexée au présent acte notarié pour être soumise ensemble aux formalités de l'enregistrement.

Laquelle partie comparante, représentée tel que décrit ci-dessus, a requis le notaire soussigné d'acter ce qui suit:

I. Que l'Associé Unique détient toutes les parts sociales dans le capital social de la Société;

II. Que l'ordre du jour de l'Assemblée est le suivant:

1. Augmentation du capital social de la Société d'un montant de soixante-treize Livres Sterling (GBP 73,-) dans le but de porter le capital social de la Société de son montant actuel de soixante-treize mille huit cent trois Livres Sterling (GBP 73.803,-), représenté par mille onze (1.011) parts sociales ayant une valeur nominale de soixante-treize Livres Sterling (GBP 73,-) par part sociale à soixante-treize mille huit cent soixante-seize Livres Sterling (GBP 73.876,-), par l'émission d'une (1) nouvelle part sociale de la Société ayant une valeur nominale de soixante-treize Livres Sterling (GBP 73,-), laquelle a les mêmes droits et obligations que ceux attachés aux parts sociales existantes.

2. Souscription à et libération de l'augmentation du capital social tel que décrit au point 1. ci-dessus par un apport en nature.

3. Modification subséquente de l'article 6 des statuts de la Société (les Statuts) afin de refléter l'augmentation du capital social adoptée au point 1. ci-dessus.

4. Modification du registre des associés de la Société afin de refléter les modifications ci-dessus avec pouvoir et autorité donnée à tout gérant de la Société (chacun un Représentant Autorisé), chacun individuellement, pour procéder au nom et pour le compte de la Société à l'enregistrement de la part sociale nouvellement émise dans le registre des associés de la Société.

5. Divers.

III. Que l'Associé Unique a pris les résolutions suivantes:

Première résolution:

L'Associé Unique décide d'augmenter et par la présente augmente le capital social de la Société d'un montant de soixante-treize Livres Sterling (GBP 73,-) dans le but de porter le capital social de la Société de son montant actuel de soixante-treize mille huit cent trois Livres Sterling (GBP 73.803,-), représenté par mille onze (1.011) parts sociales ayant une valeur nominale de soixante-treize Livres Sterling (GBP 73,-) par part sociale à soixante-treize mille huit cent soixante-seize Livres Sterling (GBP 73.876,-), par l'émission d'une (1) nouvelle part sociale de la Société ayant une valeur nominale de soixante-treize Livres Sterling (GBP 73,-), laquelle a les mêmes droits et obligations que ceux attachés aux parts sociales existantes.

Deuxième résolution:

L'Associé Unique décide d'accepter et d'enregistrer la souscription suivante ainsi que la libération intégrale de l'augmentation du capital comme suit:

Souscription - Libération

L'Associé Unique déclare qu'il souscrit à une (1) nouvelle part sociale de la Société et libère entièrement ladite part sociale par un apport en nature consistant en la part sociale privilégiée de catégorie B (la Part Sociale) que l'Associé Unique détient dans le capital social de la société Wyndham Exchange and Rentals LLP, ayant son siège social à The Triangle, 5-17 Hammersmith Grove, Londres, WL6 0LG (la Filiale), la Part Sociale ayant une valeur marchande de quarante-sept millions huit cent dix-huit mille cent un Livres Sterling (GBP 47.818.101,-), sous réserve des ajustements et fluctuations résultant de l'évaluation subséquente de la Part Sociale.

L'apport en nature de la Part Sociale de l'Associé Unique à la Société sera affecté comme suit:

(i) un montant de soixante-treize Livres Sterling (GBP 73,-) au compte capital social nominal de la Société; et

(ii) le surplus d'un montant de quarante-sept millions huit cent dix- huit mille vingt-huit Livres Sterling (GBP 47.818.028,-), sous réserve des ajustements et fluctuations résultant de l'évaluation subséquente de la Part Sociale, au compte prime d'émission de la Société.

L'évaluation de l'apport en nature de la Part Sociale est documentée par un certificat émis à la date des présentes par la gérance de l'Associé Unique et pris en considération et approuvé par la gérance de la Société. Il résulte de ce certificat que, à la date dudit certificat:

- l'Associé Unique est le propriétaire légal et le bénéficiaire économique de la Part Sociale;

- l'Associé Unique est le seul titulaire de la Part Sociale et possède le droit d'en disposer;

- fondée sur les principes comptables généralement acceptés, la valeur marchande de la Part Sociale apportée à la Société est d'au moins quarante-sept millions huit cent dix-huit mille cent un Livres Sterling (GBP 47.818.101,-), sous réserve des ajustements et fluctuations résultant de l'évaluation subséquente de la Part Sociale;

- conformément au droit applicable et à la convention de société à responsabilité limitée de la Filiale, la Part Sociale (avec le consentement des membres de la LLP et un tel consentement ayant été donné par les membres de la LLP) apportée à la Société est librement cessible par l'Associé Unique à la Société;

- la Part Sociale n'est pas grevée d'un nantissement ou d'un usufruit, il n'existe aucun droit d'acquérir un nantissement ou un usufruit sur la Part Sociale et la Part Sociale n'est pas sujette à une telle opération;

- toutes les formalités requises par le droit anglais afin de céder la propriété légale et économique de la Part Sociale à la Société ont été ou seront accomplies par l'Associé Unique dès réception d'une copie certifiée de l'acte notarié documentant l'apport de la Part Sociale de l'Associé Unique à la Société.

Ledit certificat, après avoir été signé ne varietur par le mandataire de l'Associé Unique et le notaire instrumentant, restera annexé au présent acte pour être soumis ensemble aux formalités d'enregistrement.

Troisième Résolution:

En conséquence des résolutions qui précèdent, l'Associé Unique décide de modifier l'article 6 des Statuts afin de refléter les modifications ci-dessus et décide que cet article aura désormais la teneur suivante:

« **Art. 6. Capital Social.** Le capital social souscrit de la Société est fixé à soixante-treize mille huit cent soixante-seize Livres Sterling (GBP 73.876,-), représenté par mille douze (1.012) Parts Sociales ayant une valeur nominale de soixante-treize Livres Sterling (GBP 73,-) chacune.

Le capital social souscrit de la Société peut être augmenté ou réduit par une résolution prise par l'Assemblée Générale statuant de la manière requise en cas de modification des Statuts, dans les conditions prévues à l'article 11 ci-dessous.»

Quatrième Résolution:

L'Associé Unique décide de modifier le registre des associés de la Société afin de refléter les modifications ci-dessus et donne pouvoir et autorité à tout Représentant Autorisé, chacun individuellement, pour procéder au nom et pour le compte de la Société à l'enregistrement de la part sociale nouvellement émise dans le registre des associés de la Société.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société en raison du présent acte, sont estimés approximativement à la somme de sept mille Euros (7.000,- EUR).

Le notaire soussigné qui comprend et parle l'anglais, déclare qu'à la requête de la partie comparante, le présent acte a été établi en anglais, suivi d'une version française. A la requête de cette même partie comparante et en cas de divergence entre les versions anglaise et française, la version anglaise prévaudra.

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

Et après lecture faite au mandataire de la partie comparante, connu du notaire soussigné par son nom, prénom usuel, état civil et demeure, ledit mandataire de la partie comparante a signé avec le notaire soussigné le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 4 décembre 2013. Relation: LAC/2013/55080. Reçu soixante-quinze euros (75,- EUR)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 9 janvier 2014.

Référence de publication: 2014007084/220.

(140006989) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2014.

Sunova S.A., Société Anonyme Soparfi.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 30.363.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social sis à L-1470 Luxembourg, route d'Esch, 7 en date du *14 février 2014* à 11 heures avec l'ordre du jour suivant:

Ordre du jour:

1. Discussion et approbation des comptes annuels arrêtés au 30 septembre 2013 et du compte de résultats.
2. Discussion et approbation du rapport du Commissaire.
3. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 30 septembre 2013.
4. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
5. Le cas échéant, décision conformément à l'article 100 des LCSC.
6. Divers.

Le conseil d'administration.

Référence de publication: 2014013905/1004/19.

Laboratoires Pharmedical S.A., Société Anonyme.

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

R.C.S. Luxembourg B 8.201.

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Messrs. shareholders are hereby convened to attend the

GENERAL MEETING

which is going to be held extraordinarily at the address of the registered office, on *3 mars 2014* at 17.00 o'clock, with the following agenda:

Agenda:

"Resolution to be taken according to article 100 of the law of August 10, 1915."

The statutory general meeting held extraordinarily on 21 January 2014 was not able to deliberate on the item 3, as the legally required quorum was not achieved. The general meeting, which is going to be held extraordinarily on 5 mars 2014 will deliberate whatever the proportion of the capital represented.

The board of directors.

Référence de publication: 2014013986/534/16.

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

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 30.082.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le *11 février 2014* à l'Etude du Notaire Schaeffer à Luxembourg, avec l'ordre du jour suivant:

Ordre du jour:

1. Changement de la dénomination de la société en JARKRIDE S.A. et modification subséquente de l'article 1 er , première phrase des statuts de la société.
2. Transformation de la société anonyme de gestion de patrimoine familial (SPF) en société de participation financière (SOPARFI) et modification subséquente de l'article 4 des statuts de la société.
3. Divers.

L'assemblée délibérera valablement sans condition de quorum et les résolutions devront réunir les 2/3 des voix des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2013180583/1031/18.

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

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 32.872.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le *11 février 2014* à l'Etude du Notaire Schaeffer à Luxembourg, avec l'ordre du jour suivant:

Ordre du jour:

1. Changement de la dénomination de la société en JOHNEBAPT S.A. et modification subséquente de l'article 1 er , première phrase des statuts de la société.
2. Transformation de la société anonyme de gestion de patrimoine familial (SPF) en société de participation financière (SOPARFI) et modification subséquente de l'article 4 des statuts de la société.
3. Divers.

L'assemblée délibérera valablement sans condition de quorum et les résolutions devront réunir les 2/3 des voix des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2013180584/1031/18.

Energie 5 Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 53.516.

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Les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *06 février 2014* à 10.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Transfert du siège social de la société du 44, Avenue J.F. Kennedy, L-1855 Luxembourg au 7, route d'Esch, L-1470 Luxembourg avec effet rétroactif au 1 er janvier 2014
2. Démission de Messieurs Arnaud Schreiber et Benoît Lejeune de leur mandat d'administrateur avec effet rétroactif au 1 er janvier 2014 et décharge à leur accorder
3. Démission de Madame Bénédicte Reis de son mandat d'administrateur avec effet rétroactif au 07 octobre 2013 et décharge à lui accorder
4. Nomination en leur remplacement de nouveaux administrateurs avec effet rétroactif au 1 er janvier 2014 jusqu'à l'assemblée générale statutaire de 2020.
5. Divers

Le conseil d'administration.

Référence de publication: 2014005777/20.

Sorti S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 76.274.

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Les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *06 février 2014* à 14.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Transfert du siège social de la société du 44, Avenue J.F. Kennedy, L-1855 Luxembourg au 7, route d'Esch, L-1470 Luxembourg avec effet rétroactif au 1 er janvier 2014.

2. Démission de Messieurs Arnaud Schreiber et Benoît Lejeune de leur mandat d'administrateur avec effet rétroactif au 1 er janvier 2014 et décharge à leur accorder.
3. Démission de Madame Bénédicte Reis de son mandat d'administrateur avec effet rétroactif au 07 octobre 2013 et décharge à lui accorder
4. Nomination en leur remplacement de nouveaux administrateurs avec effet rétroactif au 1 er janvier 2014 jusqu'à l'assemblée générale statutaire de 2020.
5. Divers

Le conseil d'administration.

Référence de publication: 2014005778/20.

Mine Holding S.A., Société Anonyme Holding.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 76.332.

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Les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *06 février 2014* à 13.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Transfert du siège social de la société du 44, Avenue J.F. Kennedy, L-1855 Luxembourg au 7, route d'Esch, L-1470 Luxembourg avec effet rétroactif au 1 er janvier 2014.
2. Démission de Messieurs Arnaud Schreiber et Benoît Lejeune de leur mandat d'administrateur avec effet rétroactif au 1 er janvier 2014 et décharge à leur accorder.
3. Démission de Madame Bénédicte Reis de son mandat d'administrateur avec effet rétroactif au 07 octobre 2013 et décharge à lui accorder
4. Nomination en leur remplacement de nouveaux administrateurs avec effet rétroactif au 1 er janvier 2014 jusqu'à l'assemblée générale statutaire de 2020.
5. Divers

Le conseil d'administration.

Référence de publication: 2014005779/20.

BC Bowling S.à r.l., Société à responsabilité limitée,

(anc. Bouquet S.à r.l.).

Siège social: L-1899 Kockelscheuer, 20, route de Bettembourg.

R.C.S. Luxembourg B 53.208.

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L'an deux mille treize, le vingt septembre.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg) agissant en remplacement de Maître Henri BECK, notaire de résidence à Echternach (Grand-Duché de Luxembourg), absent, lequel dernier restera dépositaire du présent acte.

ONT COMPARU:

1.- Monsieur Robert BOUQUET, gérant de société, demeurant à L-8042 Strassen, 5, rue Mathias Saur.

2.- Monsieur Steve CLEMENT, indépendant, demeurant à L-2344 Luxembourg, 2, rue du Pont.

Lesquels comparants sont ici représentés par Madame Peggy SIMON, employée privée, demeurant professionnellement à Echternach, 9, Rabatt, en vertu d'une procuration sous seing privé lui délivrée en date du 19 septembre 2013,

laquelle procuration, après avoir été signée «ne varietur» par le mandataire des comparantes et le notaire instrumentant, restera annexée au présent acte pour être enregistrée avec lui.

Lesquels comparants, représentés comme dit ci-avant, déclarent et requièrent le notaire instrumentant d'acter ce qui suit:

Qu'ils sont les seuls associés de la société à responsabilité limitée BOUQUET S.à r.l., avec siège social à L-8042 Strassen, 5, rue Mathias Saur, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 53.208 (NIN 1995 2410 582), constituée suivant acte reçu par le notaire Georges D'HUART, alors de résidence à Pétange, en date du 22 novembre 1995, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 83 du 16 février 1996, et dont les statuts ont été modifiés comme suit:

- suivant acte reçu par ledit notaire Georges D'HUART en date du 13 décembre 1995, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 83 du 16 février 1996;

- suivant acte reçu par le notaire Jean-Paul HENCKS, alors de résidence à Luxembourg, en date du 6 décembre 1996, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 141 du 24 mars 1997;

- suivant acte reçu par ledit notaire Jean-Paul HENCKS en date du 30 septembre 1997, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 16 du 8 janvier 1998;

- suivant acte reçu par ledit notaire Jean-Paul HENCKS en date du 21 décembre 1998, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 201 du 24 mars 1999;

- suivant acte reçu par ledit notaire Jean-Paul HENCKS en date du 29 décembre 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 291 du 18 avril 2000;

- suivant acte reçu par ledit notaire Jean-Paul HENCKS en date du 29 septembre 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 356 du 18 mai 2000;

- suivant acte reçu par le notaire Jean SECKLER, de résidence à Junglinster, en date du 23 septembre 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2645 du 29 octobre 2008.

Le capital social s'élève au montant de trente mille neuf cent quatre-vingt-quinze mille Euros (€ 30.995,-), représenté par cent cinquante (150) parts sociales sans désignation de valeur nominale.

Que suite à une convention de cession de parts sociales du 10 septembre 2013, laquelle convention, après avoir été signée «ne varietur» par les comparants et le notaire instrumentant, restera annexée au présent acte pour être enregistrée avec lui, les parts sociales sont attribuées aux associés comme suit:

1.- Monsieur Robert BOUQUET, prénommé, soixante-quinze parts sociales	75
2.- Monsieur Steve CLEMENT, prénommé, soixante-quinze parts sociales	75
Total: cent cinquante parts sociales	150

Ensuite les comparants ont requis le notaire instrumentant d'acter ce qui suit:

Première résolution

Les associés décident de changer la dénomination sociale de la société en BC BOWLING S.à r.l. et par conséquent de modifier l'article 1 er des statuts afin de lui donner la teneur suivante:

Art. 1 er . La société prend la dénomination BC BOWLING S.à r.l..

Deuxième résolution

Les associés décident de transférer le siège social de la société de Strassen à Kockelscheuer et par conséquent de modifier l'article 2 des statuts afin de lui donner la teneur suivante:

Art. 2. Le siège social est établi à Kockelscheuer.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des statuts.

L'adresse du siège social peut être déplacée à l'intérieur de la commune par simple décision du ou des gérants.

La Société peut avoir des bureaux et des succursales tant au Grand-Duché de Luxembourg qu'à l'étranger.

Troisième résolution

Les associés décident de fixer la nouvelle adresse de la société à L-1899 Kockelscheuer, 20, route de Bettembourg.

Quatrième résolution

Les associés décident de modifier l'article 5 des statuts afin de lui donner la teneur suivante:

Art. 5. Le capital social est fixé à trente mille neuf cent quatre-vingt-quinze Euros (€ 30.995,-), représenté par cent cinquante (150) parts sociales sans désignation de valeur nominale.

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

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

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

Signé: P. SIMON, Jean SECKLER.

Enregistré à Echternach, le 24 septembre 2013. Relation: ECH/2013/1768. - Reçu soixante-douze euros (75,00 €).

Le Receveur (signé): J.M. MINY.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 27 septembre 2013.

Référence de publication: 2013136653/77.

(130166336) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 septembre 2013.

NRG 6 S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 165.949.

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Les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *06 février 2014* à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Transfert du siège social de la société du 44, Avenue J.F. Kennedy, L-1855 Luxembourg au 7, route d'Esch, L-1470 Luxembourg avec effet rétroactif au 1 er janvier 2014.
2. Démission de Messieurs Arnaud Schreiber et Benoît Lejeune de leur mandat d'administrateur avec effet rétroactif au 1 er janvier 2014 et décharge à leur accorder.
3. Démission de Madame Bénédicte Reis de son mandat d'administrateur avec effet rétroactif au 07 octobre 2013 et décharge à lui accorder
4. Nomination en leur remplacement de nouveaux administrateurs avec effet rétroactif au 1 er janvier 2014 jusqu'à l'assemblée générale statutaire de 2020.
5. Divers

Le conseil d'administration.

Référence de publication: 2014005780/20.

Margaux S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 124.633.

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Les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *06 février 2014* à 9.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Transfert du siège social de la société du 44, Avenue J.F. Kennedy, L-1855 Luxembourg au 7, route d'Esch, L-1470 Luxembourg avec effet rétroactif au 1 er janvier 2014.
2. Démission de Monsieur Benoît Lejeune de son mandat d'administrateur et décharge à lui accorder.
3. Nomination en son remplacement d'un nouvel administrateur avec effet rétroactif au 1 er janvier 2014 jusqu'à l'assemblée générale statutaire de 2020.
4. Ratification de la cooptation de la société MALIBARO S.A. avec siège social au 36, Bohey, L9647 Doncols représentée par Madame Marie Rose Hartman en qualité d'administrateur en remplacement de Monsieur Arnaud Schreiber, démissionnaire
5. Divers

Le conseil d'administration.

Référence de publication: 2014005781/20.

NRG 7 S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 175.696.

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Les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *06 février 2014* à 12.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Transfert du siège social de la société du 44, Avenue J.F. Kennedy, L-1855 Luxembourg au 7, route d'Esch, L-1470 Luxembourg avec effet rétroactif au 1 er janvier 2014.
2. Démission de Messieurs Arnaud Schreiber et Benoît Lejeune de leur mandat d'administrateur avec effet rétroactif au 1 er janvier 2014 et décharge à leur accorder.

3. Démission de Madame Bénédicte Reis de son mandat d'administrateur avec effet rétroactif au 07 octobre 2013 et décharge à lui accorder
4. Nomination en leur remplacement de nouveaux administrateurs avec effet rétroactif au 1 er janvier 2014 jusqu'à l'assemblée générale statutaire de 2020.
5. Divers

Le conseil d'administration.

Référence de publication: 2014005782/20.

Gecam Adviser Fund, Fonds Commun de Placement.

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Das Verwaltungsreglement betreffend den Fonds GECAM ADVISER FUND, welcher von der Universal-Investment-Luxembourg S.A. verwaltet wird, wurde in geänderter Fassung beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Munsbach, im Januar 2014.

Für den GECAM ADVISER FUND
Universal-Investment-Luxembourg S.A.
Anja Richter / Katrin Nickels

Référence de publication: 2014007230/13.

(140007373) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2014.

Tintean, Société à responsabilité limitée,

(anc. Tintean S.A.).

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

R.C.S. Luxembourg B 154.630.

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L'an deux mille treize, le quatre novembre.

Par-devant Maître Paul DECKER, notaire de résidence à Luxembourg.

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme "TINTEAN", (ci-après la "Société"), établie et ayant son siège social à L-2330 Luxembourg, 128, boulevard de la Pétrusse, constituée en date du 8 novembre 2007 suivant acte reçu par Gérard LECUIT, notaire de résidence à Luxembourg, publié au Mémorial C numéro 1871 du 11 septembre 2010,

inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 154.630.

L'assemblée est ouverte sous la présidence de Madame Géraldine NUCERA, clerc de notaire, demeurant professionnellement à Luxembourg qui se désigne également comme secrétaire.

L'assemblée choisit comme scrutatrice Mademoiselle Virginie PIERRU, clerc de notaire, demeurant professionnellement à Luxembourg.

Le bureau ayant ainsi été constitué, la Présidente expose et prie le notaire instrumentaire d'acter ce qui suit:

A) Que la présente assemblée générale extraordinaire a pour ordre du jour:

Ordre du jour:

1. Changement de la forme juridique de la Société, pour la transformer de société anonyme (S.A.) en société à responsabilité limitée (S.à r.l.) conformément à l'article 3 de loi du 10 août 1915 sur les sociétés commerciales telle que modifiée.

2. Démission des administrateurs et du commissaire aux comptes de la Société avec décharge pleine et entière pour l'exécution de leurs mandats jusqu'à ce jour.

3. Refonte complète des statuts de manière à les adapter à la nouvelle forme juridique de la Société sans en modifier les caractéristiques essentielles.

4. Nominations statutaires.

5. Divers.

B) Que les actionnaires représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont portés sur une liste de présence; laquelle liste de présence et les procurations des actionnaires représentés, après avoir été signées «ne varietur» par la mandataire des actionnaires représentés, les membres du bureau de l'assemblée et le notaire instrumentant, resteront annexées aux présentes pour les besoins de l'enregistrement.

D) Que l'intégralité du capital social étant représentée et que les actionnaires, représentés, déclarent avoir été dûment notifiés et avoir eu connaissance de l'ordre du jour préalablement à cette assemblée et renoncer aux formalités de convocation d'usage, aucune autre convocation n'était nécessaire.

E) Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement sur les objets portés à l'ordre du jour.

Ensuite, l'assemblée aborde l'ordre du jour, et après en avoir délibéré, elle a pris à l'unanimité les résolutions suivantes.

Première résolution

L'assemblée générale décide de transformer la forme légale de la Société en une société à responsabilité limitée (S.à.r.l.) conformément à l'article 3 de la loi sur les sociétés commerciales telle que modifiée.

Par cette transformation de la société anonyme en société à responsabilité limitée, aucune nouvelle société n'est créée, la société à responsabilité limitée étant la continuation de la société anonyme telle qu'elle a existé jusqu'à présent, avec la même personnalité juridique, et sans qu'aucun changement n'intervienne tant dans l'actif que le passif de cette société.

L'assemblée convertit les actions de la société anonyme en parts sociales, de sorte que le capital sera représenté dorénavant par trente et une (31) parts sociales d'une valeur nominale de mille euros (1.000,- EUR) chacune.

Les trente et une (31) actions sont annulées et échangées contre trente et une (31) parts sociales, entièrement détenues comme suit:

1. trente (30) parts sociales pour «ACE INTERNATIONAL TRUST (NZ) LTD» une société de droit néo-zélandais ayant son siège social au 280, Parnell Road, PO BOX 137 069, Parnell Post Office, Auckland (Nouvelle Zélande), immatriculée au Registre des Sociétés de Nouvelle-Zélande sous le numéro 1586487; et

2. une (1) part sociale pour Madame Ariane SLINGER, née le 26 juillet 1963 à Menton (France), demeurant professionnellement au 1 Place de Saint-Gervais CH-1211 Genève (Suisse)

Ainsi l'article 5 des statuts de la Société est modifié comme suit:

« **Art. 5.** Le capital de la Société est de trente et un mille euros (31.000,- EUR), représenté par trente et une (31) parts sociales d'une valeur nominale de mille euros (1.000,- EUR) chacune.»

Deuxième résolution

L'assemblée décide de révoquer suite au changement de la forme juridique tous les administrateurs, savoir Madame Ariane SLINGER et Monsieur Javier OTERO demeurant tous deux au 1 Place de Saint-Gervais CH-1211 Genève (Suisse), Messieurs Alain NOULLET et Stéphane BIVER, demeurant tous deux professionnellement au 128 Boulevard de la Pétrusse L-2330 Luxembourg et de révoquer le commissaire DATA GRAPHIC S.A., demeurant 128 Boulevard de la Pétrusse L-2330 Luxembourg leurs confère pleine et entière décharge pour l'accomplissement de leurs mandats à la date de ce jour.

Troisième résolution

L'assemblée décide de procéder à une refonte totale des statuts, afin de refléter les résolutions prises ci-avant et pour les adapter à la nouvelle forme juridique de la Société et de leur donner la teneur suivante:

« **Art. 1 er .** Il existe une société à responsabilité limitée sous la dénomination de "TINTEAN", (la "Société"), régie par les lois en vigueur et notamment par celle modifiée du 10 août 1915 sur les sociétés commerciales, ainsi que par les présents statuts (les "Statuts").

Art. 2. La société pourra accomplir toutes opérations commerciales, industrielles ou financières, ainsi que tous transferts de propriété immobiliers ou mobiliers.

La société a pour objet toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets, accorder aux sociétés auxquelles elle s'intéresse tous concours, prêts, avances ou garanties.

Art. 3. Le siège social de la Société est établi dans la Commune de Luxembourg, (Grand-Duché de Luxembourg). Il pourra être transféré en tout autre lieu du Grand-Duché de Luxembourg par simple décision des associés.

Art. 4. La durée de la Société est illimitée.

Art. 5. Le capital souscrit de la Société est fixé à trente et un mille (31.000,- EUR), représenté par trente et un (31) parts sociales d'une valeur nominale de mille euros (1.000,- EUR) chacune.

La Société peut acquérir ses propres parts à condition qu'elles soient annulées et le capital réduit proportionnellement.

Art. 6. Les parts sociales sont indivisibles à l'égard de la Société, qui ne reconnaît qu'un seul ayant-droit pour chacune d'elles.

S'il y a plusieurs ayant-droits d'une part sociale, la Société a le droit de suspendre l'exercice des droits afférents, jusqu'à ce qu'une seule personne soit désignée comme étant à son égard, propriétaire de la part sociale. Il en sera de même en cas de conflit opposant l'usufruitier et le nu-propriétaire ou un débiteur et un créancier-gagiste.

Toutefois, les droits de vote attachés aux parts sociales grevées d'usufruit sont exercés par le seul usufruitier.

Art. 7. Les cessions de parts entre vifs à des associés et à des non-associés sont subordonnées à l'agrément des associés représentant les trois quarts au moins du capital social.

Les cessions de parts à cause de mort à des associés et à des non-associés sont subordonnées à l'agrément des associés représentant les trois quarts au moins du capital social appartenant aux survivants.

Cet agrément n'est pas requis lorsque les parts sont transmises à des héritiers réservataires, soit au conjoint survivant.

En cas de refus d'agrément dans l'une ou l'autre des hypothèses, les associés restants possèdent un droit de préemption proportionnel à leur participation dans le capital social restant.

Le droit de préemption non exercé par un ou plusieurs associés échoit proportionnellement aux autres associés. Il doit être exercé dans un délai de trois mois après le refus d'agrément. Le non-exercice du droit de préemption entraîne de plein droit agrément de la proposition de cession initiale.

Art. 8. A côté de son apport, chaque associé pourra, avec l'accord préalable des autres associés, faire des avances en compte-courant de la Société. Ces avances seront comptabilisées sur un compte-courant spécial entre l'associé, qui a fait l'avance, et la Société.

Elles porteront intérêt à un taux fixé par l'assemblée générale des associés à une majorité des deux tiers. Ces intérêts seront comptabilisés comme frais généraux.

Les avances accordées par un associé dans la forme déterminée par cet article ne sont pas à considérer comme un apport supplémentaire et l'associé sera reconnu comme créancier de la Société en ce qui concerne ce montant et les intérêts.

Art. 9. Le décès, l'incapacité, la faillite ou la déconfiture d'un des associés ne mettent pas fin à la Société.

En cas de décès d'un associé, la Société sera continuée entre les associés survivants et les héritiers légaux.

Art. 10. Les créanciers, ayants droit ou héritiers des associés ne pourront pour quelque motif que ce soit, apposer des scellés sur les biens et documents de la Société, ni s'immiscer en aucune manière dans les actes de son administration.

Ils doivent pour l'exercice de leurs droits s'en rapporter aux inventaires sociaux.

Art. 11. La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Le(s) gérants n'ont pas besoin d'être associés.

Le(s) gérant(s) sont révocables ad nutum.

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

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

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, peut subdéléguer une partie de ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, déterminera les responsabilités et la rémunération (s'il en est) de ces agents, la durée de leurs mandats ainsi que toutes autres conditions de leur mandat.

En cas de pluralité de gérants, les résolutions du conseil de gérance seront adoptées à la majorité des gérants présents ou représentés.

Art. 12. Tout gérant ne contracte à raison de sa fonction, aucune obligation personnelle, quant aux engagements régulièrement pris par lui au nom de la Société; simple mandataire, il n'est responsable que de l'exécution de son mandat.

Art. 13. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social. Toutefois, les décisions ayant pour objet une modification des Statuts ne pourront être prises qu'à la majorité des associés représentant les trois quarts du capital social.

Des dividendes intérimaires peuvent être distribués dans les conditions suivantes:

- des comptes intérimaires sont établis sur une base trimestrielle ou semestrielle,
- ces comptes doivent montrer un profit suffisant, bénéfices reportés inclus,
- la décision de payer des dividendes intérimaires est prise par une assemblée générale extraordinaire des associés.

Art. 14. L'exercice social commence le premier novembre de chaque année et se termine le trente et un octobre de l'année suivante.

Art. 15. Chaque année, au 31 octobre, la gérance établira les comptes annuels et les soumettra aux associés.

Art. 16. Tout associé peut prendre au siège social de la Société communication des comptes annuels pendant les quinze jours qui précéderont son approbation.

Art. 17. L'excédent favorable du compte de profits et pertes, après déduction des frais généraux, charges sociales, amortissements et provisions, constitue le bénéfice net de la Société.

Chaque année, cinq pour cent (5 %) du bénéfice net seront prélevés et affectés à la réserve légale.

Ces prélèvements et affectations cesseront d'être obligatoires lorsque la réserve aura atteint un dixième du capital social, mais devront être repris jusqu'à entière reconstitution, si à un moment donné et pour quelque cause que ce soit, le fonds de réserve se trouve entamé. Le solde est à la libre disposition des associés.

Art. 18. En cas de dissolution de la Société pour quelque raison que ce soit, la liquidation sera faite par la gérance ou par toute personne désignée par les associés.

La liquidation de la Société terminée, les avoirs de la Société seront attribués aux associés en proportion des parts sociales qu'ils détiennent.

Des pertes éventuelles sont réparties de la même façon, sans qu'un associé puisse cependant être obligé de faire des paiements dépassant ses apports.

Art. 19. Pour tout ce qui n'est pas prévu par les présents Statuts, les associés s'en réfèrent aux dispositions légales en vigueur.

Art. 20. Tous les litiges, qui naîtront pendant la liquidation de la Société, soit entre les associés eux-mêmes, soit entre le ou les gérants et la Société, seront réglés, dans la mesure où il s'agit d'affaires de la Société, par arbitrage conformément à la procédure civile.»

Quatrième résolution

L'assemblée nomme, pour une durée illimitée comme gérant:

a. Madame Ariane SLINGER, administrateur de sociétés, né à Menton (France), le 26 juillet 1963, demeurant professionnellement à CH-1211 Genève, Place de Saint Gervais, 1 (Suisse), en tant que gérant A;

b. Monsieur Javier OTERO, administrateur de sociétés, né à Lausanne (Suisse), le 26 octobre 1973, demeurant professionnellement à CH-1211 Genève, Place de Saint Gervais, 1 (Suisse), en tant que gérant A;

c. Monsieur Alain NOULLET, employé privé, né à Berchem-Sainte- Agathe (Belgique), le 2 novembre 1960, demeurant professionnellement à L- 2330 Luxembourg, 128, boulevard de la Pétrusse, en tant que gérant B;

d. Monsieur Stéphane BIVER, employé privé, né à Watermaël Boitsfort (Belgique), le 3 août 1968, demeurant professionnellement à L-2330 Luxembourg, 128, boulevard de la Pétrusse, en tant que gérant B.

Les gérants auront les pouvoirs les plus étendus pour agir au nom de la société en toutes circonstances et pour faire et autoriser les actes et opérations relatifs à son objet par la signature conjointe d'un gérant A et d'un gérant B.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à mille deux soixante-quatorze euros (1.274,-EUR).

DONT ACTE, fait et passé à Luxembourg, en l'étude du notaire instrumentant, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparantes, connues du notaire par nom, prénoms usuels, état et demeure, celles-ci ont toutes signées avec le notaire le présent acte

Signé: G. NUCERA, V. PIERRU, P. DECKER

Enregistré à Luxembourg A.C., le 05/11/2013. Relation: LAC/2013/50155. Reçu 75,- € (soixante-quinze Euros)

Le Receveur (signé): Irène THILL.

POUR COPIE CONFORME, délivré au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg, le 05/11/2013.

Référence de publication: 2014011320/186.

(140011800) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 janvier 2014.

Universal-Investment-Luxembourg S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 18-20, rue Gabriel Lippmann.

R.C.S. Luxembourg B 75.014.

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Das Verwaltungsreglement betreffend den Fonds Aquantum Commodity Spread FCP-SIF, welcher von der Universal-Investment-Luxembourg S.A. verwaltet wird, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Munsbach, den 28. Januar 2014.

Für den Aquantum Commodity Spread FCP-SIF
Universal-Investment-Luxembourg S.A.
Anja Richter / Katrin Nickels

Référence de publication: 2014011337/14.
(140012283) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 janvier 2014.

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

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

R.C.S. Luxembourg B 162.131.

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In the year two thousand and fourteen, on the tenth day of the month of January.

Before Us Maître Jean-Joseph WAGNER, notary residing in Sanem, Grand Duchy of Luxembourg,

was held an extraordinary general meeting (the "Meeting") of the shareholders of "Arenafunds SICAV-FIS", an investment company with variable capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) in the form of a public limited company (société anonyme), having its registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 162.131 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a notarial deed enacted on 07 July 2011, the articles of incorporation of which (the "Articles") have been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") on 26 September 2011 under number 2274, on page 109106.

The Meeting is declared open at 10.00 a.m. and is presided over by Mr Bertrand Gourdain, residing in Luxembourg, Grand Duchy of Luxembourg who appoints as secretary of the Meeting Mrs Chantal Valet, professionally residing in Luxembourg, Grand Duchy of Luxembourg.

The Meeting elects as scrutineer Mrs Karin Crelot, professionally residing in Luxembourg, Grand Duchy of Luxembourg,

together constituting the board of the Meeting.

The Chairman declares and the Meeting agrees:

A) that the agenda of the Meeting is the following:

1. Add an English version to the existing German version of the Articles of Association;

2. Miscellaneous.

B) that the Meeting has been regularly convened by notices sent to all registered shareholders of the Company at least eight (8) calendar days prior to the date of the Meeting;

C) that an attendance list showing the names of the shareholders of the Company present or represented and their proxies and the number of their shares and signed by the members of the bureau of the Meeting shall remain attached, together with the proxies of the represented shareholders, to the present minutes;

D) as appears from the said attendance list, out of two hundred fifty-four thousand three hundred and twenty point eight three seven five five (254,320.83755) shares in issue of the Company, five hundred (500) shares are duly represented at the present Meeting.

In view off the fact that this Meeting was duly convened for the second time (with the same agenda), no quorum having been reached on 06 December 2013 at a first meeting, the shareholders may validly decide on the item of the agenda without any quorum.

The Chairman of the Meeting commented the proposed changes and the shareholders of the Company adopted by unanimous votes, the following resolution:

Sole resolution

The shareholders of the Company RESOLVED to add an English version to the existing German version of the Articles of Association.

The Articles of Association in said added English version will have the following wording:

"I. Name - Registered Office - Duration - Corporate Purpose

Art. 1. Corporate Name. There exists, among the existing subscribers/shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé ("open-ended investment company with variable capital - specialised investment fund") under the corporate name ARENAFUNDS SICAV-SIF (the "Company").

Art. 2. Registered Office.

(1) The registered office of the Company shall be situated in Luxembourg, Grand Duchy of Luxembourg. The registered office of the Company may be moved within the same municipality by a simple decision of the Board of Directors. Branches, subsidiaries or other offices may be established at any time both in the Grand Duchy of Luxembourg as well as in foreign countries by a simple decision of the Board of Directors.

(2) If the Board of Directors establishes that extraordinary political, economic or social events have taken place or are impending, which could have an adverse impact on the normal course of business at its registered office or on communications with branches or persons abroad, the registered office may be temporarily relocated to a different country until those extraordinary circumstances have totally ceased; such provisional measures, however, shall have no effect whatsoever on the nationality of the Company, which shall remain a Luxembourg company despite such a temporary relocation of its registered office.

Art. 3. Duration. Notwithstanding Article 32, the Company is incorporated for an unlimited period of time.

Art. 4. Corporate Purpose. The exclusive purpose of the Company shall be to generate profits from the invested capital for the benefit of the investors, while reducing investment risks by means of appropriate diversification of the investments. The Company may achieve this purpose through the direct or indirect investment of its assets, for example in shares, securities, accounts receivable, derivatives, and in alternative investments, in particular venture capital, venture capital funds, private equity, private equity funds, hedge funds, hedge funds of funds, property or real estate companies or real estate funds and other specialised investment funds permitted under the most current version of the Law of 13 February 2007 on specialised investment funds, as amended or revised (the "Law of 13 February 2007"). The Company shall be authorised to take any measures and conclude any transactions which it considers beneficial to the fulfilment and development of its corporate purpose, as long as they are permissible pursuant to the Luxembourg Law of 13 February 2007.

II. Capital - Sub-Funds - Shares - Net Asset Value

Art. 5. Capital.

(1) The corporate capital of the Company shall consist of fully paid up shares and shall be equivalent at all times to the total net assets of the Company resulting from the addition of the net assets of all sub-funds.

(2) The initial capital of the Company amounts to CHF 50,000 (fifty thousand Swiss francs) represented by 500 (five hundred) shares without par value.

(3) The minimum capital of the Company shall be equivalent to the value of EUR 1,250,000.00 (one million, two hundred and fifty thousand euros). The minimum capital must be reached within twelve months of the date Company is licensed as a specialised investment fund pursuant to Luxembourg legal regulations.

Art. 6. Sub-Funds, Share Classes. The Board of Directors may launch sub-funds at any time as defined by Article 71 of the Law of 13 February 2007, each of which shall represent a separate part of the fund's assets. The Board of Directors shall set a specific investment objective for each sub-fund and if applicable, assign each sub-fund its own specific investment limits or specific features.

Each sub-fund shall be deemed to be autonomous in relation to the shareholders between each other. The rights of the shareholders and creditors with respect to a sub-fund or the rights which exist in connection with the formation, management or liquidation of a sub-fund shall be restricted to the assets of that sub-fund.

The assets of a sub-fund shall only be liable to the extent of the investments of the shareholders in this sub-fund and to the extent of the accounts receivable of those creditors whose accounts receivable have arisen in connection with the formation, management or liquidation of that sub-fund. In regard to the relationships of the shareholders between each other, each sub-fund shall be treated as an autonomous unit.

The Company shall be authorised to create more than one share class within a sub-fund, the assets of which shall be invested collectively in alignment with the investment objective of the sub-fund concerned. The share classes may differ from each other with respect to the fee structure, minimum investment amounts, dividend policy, conditions to be met by investors, reference currency or other special features, which shall each be determined by the Board of Directors. The net asset value per share shall be calculated for each share class issued in each sub-fund.

Art. 7. Form of the Shares.

(1) The shares shall be exclusively issued as registered shares.

(2) The shares shall be entered in the share register, which shall provide the unambiguous proof of ownership. No physical share certificates shall be issued.

(3) Insofar and as long as the shares are fully paid up, the shareholder shall not be obliged to make any capital contributions or other payment of capital beyond this amount in accordance with these articles of association.

(4) Communications to the investors shall be sent to each investor at the address listed in the subscription form or another address he has provided to the Company in writing. If the investor fails to provide his address, the registered office of the Company shall be deemed to be the address of the investor until the investor provides one.

(5) The company shall only recognise one owner per share. Should the ownership of shares be divided up, then those who assert a right to these shares must nominate a joint authorised representative to represent the rights resulting from the shares vis-à-vis the Company. The Company may suspend the entitlement to exercise all rights relating to such shares if a single person has not been appointed as owner of the share(s) in the relationship with the Company.

(6) If provided for in the Private Placement Memorandum, the Company may issue fractions of shares. Such fractions of shares shall not have any voting rights, but do entitle the holder to participate in the Company assets on a proportional basis.

Art. 8. Issue and Conversion of Shares.

(1) Shares in each sub-fund shall only be issued to well-informed investors as defined by the Law of 13 February 2007.

(2) During the time in which the calculation of the net asset value of one or more sub-funds of the Company is suspended in accordance with Article 13, the Company shall not issue any shares in those sub-funds.

(3) The shares shall be issued for each sub-fund in accordance with the provisions and at the issue price described in the Private Placement Memorandum. The issue price may be increased by an issue surcharge and/or cost compensation, which, if applicable, shall be specified for each sub-fund in the Private Placement Memorandum. The applicable payment terms and other modalities are described in more detail for each sub-fund in the Private Placement Memorandum.

(4) The Board of Directors may authorise any Director or senior executive of the Company or other companies to accept subscriptions and receive payments for new shares to be issued.

(5) The Company may issue shares in exchange for a contribution in kind in accordance with the legal requirements stipulated by Luxembourg law, which in particular provide for a valuation report by an external auditor, provided that such contributions in kind conform with the investment objectives, investment policy and investment restrictions of the respective sub-fund.

(6) The Board of Directors may resolve at any time that shareholders are entitled to have their shares in one sub-fund and/or share class, if such exists, converted into shares of another sub-fund and/or share class. However, the Board of Directors may impose restrictions and conditions with regard to the right and frequency of conversions between certain sub¬funds and/or share classes and it can, at its discretion, make the conversion subject to the payment of costs and fees. If the Board of Directors resolves to make the conversion of shares possible, that option and the conditions and restrictions shall be mentioned in the Private Placement Memorandum.

(7) The conversion price shall be calculated with binding reference to the relevant net asset value per share of the two sub-funds/share classes concerned, which must be calculated on the same valuation day.

(8) Shares which have been converted into shares of another share class shall be cancelled.

Art. 9. Redemption of Shares, Postponement of Redemption, Suspension of Redemption.

(1) In principle, redemption at the level of a sub-fund shall be possible subject to the conditions and information regarding the redemption price and if applicable incidental redemption fees, which are stated at the level of the respective sub-fund in the Private Placement Memorandum.

(2) Irrespective of this, the Board of Directors may, at its discretion, resolve the unilateral redemption of shares in one or more sub-funds. The decision to redemption shall be binding on all shareholders of the sub-fund(s) concerned and shall have an effect proportional to their respective shareholding. In this case, the Company shall inform the registered shareholders of the affected sub-fund(s) in due time about the repurchase. This notice shall include the redemption deadline and the calculation method used for the redemption price, which shall be determined on the last day of the redemption deadline and shall be based on the net asset value of the shares on the last day of the redemption deadline.

(3) If the redemption of shares is permitted for a sub-fund, the following conditions shall apply, unless otherwise directed by the Board of Directors:

a) The redemption price may be reduced by a redemption fee or cost compensation to be determined by the Board of Directors and specified in the Private Placement Memorandum.

b) In the case of substantial redemption requests or if there are insufficient liquid funds, the Company may delay the redemption if necessary under the conditions specified in the Private Placement Memorandum.

c) The Company may suspend the redemption of the shares of one or more sub-funds in extraordinary circumstances in accordance with Article 13, which would make the suspension appear to be necessary, taking into consideration the interests of the shareholders. If a redemption request has been submitted which has not been revoked in writing to the Company by the date of the resumption of redemption of shares, the application shall be settled according to the applicable terms and conditions.

d) Shares that have been redeemed shall be cancelled.

e) The redemption price per share shall be paid within a deadline, which is defined for each sub-fund in the Private Placement Memorandum.

Art. 10. Restrictions on Share Ownership.

(1) The Company may, at the discretion of the Board of Directors, restrict or prohibit the ownership of shares by a certain person or entity, an enterprise or a company, if ownership by such persons or entities would be a disadvantage

to the Company, if a violation of a law or regulation of Luxembourg or foreign law is impending, or if the Company would incur tax disadvantages or other financial disadvantages, which would not otherwise have occurred.

(2) In this connection, the Company may reject a subscription application at any time at its discretion, or temporarily restrict, suspend or entirely discontinue the issue of shares. Furthermore, where shares are held by investors who are excluded from acquisition or ownership of shares, the Company may at any time refuse to transfer such shares or may buy back such shares in exchange for payment of the redemption price.

(3) In particular, the Company may restrict the ownership of shares by U.S. persons or entities and investors who are not well-informed ("non well-informed investor").

The term "non well-informed investor", as used in these articles of association, covers all natural persons and legal entities who cannot be deemed to be "well-informed investors" as defined by the Law of 13 February 2007. This term includes institutional investors, professional investors and any other investors who fulfil the following conditions:

(1) he has confirmed in writing that he adheres to the status of well- informed investor; and

(2) he invests at least 125,000.00 euros in the Company; or

(3) he has an appraisal from a credit institution as defined in Directive 2006/48/EC, a securities firm as defined in Directive 2004/39/EC or a management company as defined in Directive 2001/107/EC, which certifies that he possesses the expertise, experience and knowledge to be able to appropriately assess an investment in a specialised investment fund.

Persons or entities who hold shares in the Company undertake not to sell or transfer their shares to U.S. persons or entities or non well-informed investors.

An investor as defined in these articles of association shall mean any well-informed investor who has signed a subscription form. If the circumstances so dictate, the term "investor" shall also include the term "shareholder".

Art. 11. Transfer of Shares.

(1) "Transfer" shall in particular refer to the sale, exchange, transfer and assignment of shares.

(2) Shares in the Company shall be freely transferable to well-informed investors as defined in the Law of 13 February 2007. However, a transfer of shares shall not be effective if the buyer or transferee does not undertake in writing to comply with the terms and conditions of the subscription form.

(3) An investor may only sell his registered shares (which he must hold in an account opened with a bank), if (i) the buyer is a well-informed investor and (ii) the latter also has the shares credited to an account with a bank, which in turn holds a securities account at the custodian bank or at a bank specified by the custodian bank and undertakes to check whether the buyer is a well-informed investor.

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

(1) The net asset value per share of each sub-fund and each share class, if such exist, shall be designated in the respective sub-fund currency or share class currency, which the Board of Directors shall specify, and be determined on each valuation day, but at least once a year. The Board of Directors may specify additional valuation days at its discretion.

(2) In order to calculate the net asset value of the shares in each sub-fund, the value of the assets belonging to each sub-fund less the liabilities of the respective sub-fund shall be calculated on each valuation day and divided by the number of shares of the respective sub-fund in circulation on the valuation day. The net asset value per share may be rounded up or down to the next full amount at the instructions of the Board of Directors.

The Board of Directors shall be entitled to overturn the first valuation and carry out a second valuation in good faith if a major change has occurred in relation to a substantial part of the investments held by the respective sub-fund since the previous calculation of the net asset value of the shares of a sub-fund.

(3) The assets of the Company and the sub-funds respectively, shall consist of:

a) immoveable property and rights equivalent to property entered in the name of the Company or sub-fund;

b) company shares or listed securities, bonds, accounts receivable;

c) cash deposits and other liquid funds, including interest accrued thereon;

d) money market instruments;

e) target fund shares and other fund shares and investment certificates held by the Company or the sub-fund;

f) dividends and claims to dividends, if the Company has sufficient information relating to such;

g) interest accrued on contributions in the ownership of the Company or sub-fund, if this is not included or reported in the capital amount of these assets;

h) non-amortised preliminary expenses of the Company or sub-fund, including the costs for the issue and placement of the shares;

i) all other assets of any kind, including advance payments that have been made.

(4) These assets shall be valued as follows:

a) Property and real estate assets shall be valued taking into account the increase in the value of the assets at the value determined by an expert property appraiser on a consolidated group basis;

b) The value of cash in hand or contributions in cash, cash deposits, bills of exchange and payment demands, and trade receivables, accrued income, cash dividends and interest income, which have been resolved or, as mentioned above, accrued but not yet received, shall be taken into account in the full amount unless it is unlikely that these amounts shall be paid or received, in which case their value shall be determined with a deduction found to be appropriate in order to reflect their true value;

c) In the case of money market instruments, the valuation price shall be successively adjusted to the redemption price starting from the net purchase price, retaining the resultant returns on the valuation price. In the case of major changes in market conditions, the calculation basis for the individual assets shall be adjusted to the new market returns;

d) Securities that are listed on a stock exchange or traded on another regulated market, which is recognised, open to the public and functions regularly (a "regulated market") shall be valued based on the last available price;

e) Target fund shares, fund shares and investment certificates shall be valued at the last determined and available net asset value. If the calculation of the net asset value is suspended for target fund shares, fund shares and investment certificates or no redemption prices are set or there is no formal estimated net asset value, or if in the opinion of the Board of Directors there is reason to assume that the last available net asset value/redemption price is no longer in line with the market, then these shares shall be measured at fair value, as defined by the Board of Directors in good faith using generally accepted measurement rules, which can be audited by external auditors. If fund shares or investment certificates are listed on a stock exchange, the last published daily rate shall be used as the basis.

f) The value of shares in private equity funds or any direct investments shall be determined with reference to the latest reports available to the fund and in accordance with the policies of the respective private equity or venture capital associations. In case of doubt, the EVCA guidelines shall be taken as the basis.

g) Option rights and futures contracts which have been admitted for trading on a stock exchange or are included on another organised market shall be valued at the last determined prices on the stock exchanges or markets concerned.

h) OTC derivatives shall be valued on the basis of a generally accepted valuation method specified by the Board of Directors, which may be audited by external auditors, taking into consideration the principles of good faith.

i) All other securities and other assets, securities with limited transferability and securities for which no market quotation is available shall be valued on the basis of quotations from dealers or a price service approved by the Board of Directors or if such prices are not available or to the extent that these prices are not in line with the market, they shall be recognised at fair value, which shall be determined in good faith according to the method specified by the Board of Directors.

The value of assets and liabilities that are not reported in the respective sub-fund currency shall be converted into the respective sub-fund currency at the exchange rate valid in Luxembourg on the respective valuation day. If these quotations are not available, the exchange rate shall be determined in good faith by the Board of Directors or according to methods specified by the same.

The Board of Directors may, at its discretion, permit the use of another valuation method if it is of the opinion that such a valuation would better reflect the market value of an asset. This method shall then be used consistently.

Furthermore, additional or different valuation rules may be decided upon by the Board of Directors for specific sub-funds. These shall, if such exist, be mentioned at the level of the respective sub-fund in the Private Placement Memorandum.

The central administration may use such deviations approved by the Company as the basis for the purpose of calculating the net asset value.

(5) The liabilities of the Company and sub-fund consist of:

a) loan liabilities and other liabilities for borrowed capital (including convertible debt instruments, bills of exchange and payable statements of account);

b) all accrued interest on such loans or other liabilities for borrowed capital (including accrued fees and charges for the provision of loans);

c) all accrued or payable expenses (including administrative costs, consultancy fees, performance fees, contingency fees, custodian bank and central administration fees);

d) all known current and future liabilities including all due contractual obligations for payments of money or assets, including the amount of all unpaid dividends that have been reported for the respective sub-fund by the Company;

e) reasonable provisions for future taxes, which are based on the assets and income up until the valuation day, and if applicable other provisions approved and permitted by the Board of Directors as well as an amount, which the Board of Directors regards as a reasonable provision in relation to potential liabilities of the Company or respective sub-fund, if applicable;

f) all other liabilities of the Company or sub-fund of any kind, which are reported in compliance with Luxembourg law.

When determining the amount of these liabilities, the Company shall take into account all expenses to be paid by itself or the sub-fund. A list of the Company's expenses is included in Article 22 as an example.

The company may assess regularly recurring administrative and other costs in advance on the basis of estimated figures for annual and other periods.

(6) In the context of this Article 12, the following shall apply:

a) Shares that are to be bought back in accordance with Article 9 shall be deemed to be in circulation and shall be kept in the books as such until immediately after the point in time specified by the Board of Directors as the respective valuation day and from that point in time until payment, the repurchase price shall be deemed to be a liability of the Company.

b) Shares to be issued by the Company shall be treated as being in circulation from the issue date onwards.

c) All investments, fixed term deposits and other assets which are reported in currencies other than the Company's net asset value shall be valued after the market price or exchange rate valid at the time of the determination of the net asset value of the shares has been taken into account.

d) If, on the valuation day, the Company has undertaken to

(i) purchase assets, the amount payable for said asset shall be shown as a liability of the respective sub-fund and the value of the asset intended to be purchased shall be reported as an asset of the respective sub-fund;

(ii) sell assets, the amount which the respective sub-fund receives for this asset shall be shown as an asset of the sub-fund and the asset to be delivered shall not be included in the assets of the fund unless the exact value or nature of this consideration is not known on the respective valuation day; in this case, its value shall be estimated by the Company. However, if assets are being bought and sold on a regulated market, the principles stated in this item d) shall apply as of the business day after the conclusion of the respective purchase or sale (i.e. the day on which the respective broker executes the order for the purchase or sale).

e) Net assets relating to a sub-fund are those assets which are allocated to that sub-fund, less the liabilities allocable to this sub-fund. If an asset or liability cannot be regarded by the Company as allocable to a sub-fund, that asset or liability shall then be allocated to the assets or liabilities which relate to the Company as a whole, or proportionally to all sub-funds concerned according to their share in the net sub-fund assets.

f) All valuation rules and resolutions are to be made and interpreted in accordance with generally recognised and accepted accounting principles.

g) In the absence of bad faith, negligence or manifest error, every decision in connection with the net asset value calculation per share which is made by the Board of Directors, or by a bank, company or other office that the Board of Directors has commissioned with the calculation of the net asset value per share, shall be final and binding for the present, former and future shareholders of the Company.

(7) Distinctions shall apply for the calculation of the net asset value per share, if more than one share class has been established:

a) In this case, the net asset value per share shall be calculated separately for each share class in accordance with the valuation methods described in this Article 12.

b) The cash inflow arising from the issue of shares shall increase the percentage of the respective share class in the total value of the net sub¬fund assets. The cash outflow from the redemption of shares shall reduce the percentage of the respective share class in the total value of the net sub-fund assets.

c) In the event of a dividend payout, the value of the shares entitled to dividends shall be reduced by the amount of the dividend payout. The percentage of the shares entitled to dividends in the total value of the net sub-fund assets shall therefore be reduced at the same time.

Art. 13. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share and the Issue, Redemption and Conversion of Shares. The Company (or one of its designated representatives) shall calculate the net asset value per share of each sub-fund under the responsibility of the Board of Directors. The calculation shall be carried out at the frequency decided by the Board of Directors and specified in the Private Placement Memorandum at the level of the sub-fund concerned; the date on which the net asset value is calculated is termed a "valuation day" in these articles of association. The Company shall be authorised to suspend the determination of the net asset value per share of one or more sub-funds and the issue, redemption and conversion of their shares during the following times:

a) during a period of time in which the sale of the assets in the possession of the respective sub-fund(s) cannot be carried out without serious adverse effects on the interests of the shareholders of the affected sub-fund(s) due to political, economic, military or fiscal policy events, incidents or circumstances that are not the fault of the Board of Directors or due to certain other circumstances, or if in the opinion of the Board of Directors the issue, sale and/or redemption prices cannot be calculated fairly; or

b) during a disruption of the normal means of communication used for determining the price of an asset of the Company, or if the value of an asset (such as a target fund, for example) of the respective sub-fund(s), which is of importance for determining the net asset value (whereby the Board of Directors shall determine the importance at its sole discretion), cannot be determined as quickly or accurately as necessary; or

c) during a period of time in which the value of a (direct or indirect) subsidiary of the Company or a sub-fund cannot be determined accurately; or

d) during a period of time in which the transfer of cash funds in connection with the purchase or sale of investments cannot be carried out at normal exchange rates in the opinion of the Board of Directors; or

e) during a period of time in which the major markets or other stock exchanges on which a substantial part of the assets of the respective sub-fund is listed are closed (for reasons other than the normal statutory holidays) or during a period of time in which trading on these markets or exchanges is restricted or has been suspended; or

f) when a general shareholders' meeting has been called for the purpose of passing a resolution to liquidate the Company; or

g) if the prices for investments cannot be determined immediately or accurately for other reasons.

The temporary suspension of the calculation of the net asset value per share of a sub-fund shall not lead to temporary suspension with regard to other sub-funds that are not affected by the events concerned.

The Company shall inform the shareholders concerned of such suspensions and shall accordingly inform the investors who have submitted applications for the subscription of shares in the affected sub-fund.

III. Administration and Supervision

Art. 14. Members of the Board of Directors (the "Directors"). The Company shall be managed by a Board of Directors, which shall comprise a member who is the chairman ("chairman") plus at least two other members. The Directors do not have to be shareholders in the Company. The term of office of the Directors shall not exceed six years. The Directors shall be appointed by a simple majority of shareholders, who shall also determine the number of Directors and their compensation. The Directors may be removed from office at any time by a resolution passed by a majority of votes of the shares present or represented at a general shareholders' meeting.

In the event that the office of one of the Directors becomes vacant due to death, resignation or for another reason, this position may be filled temporarily by the remaining members of the Board of Directors. The election of a new member shall then take place at the next general shareholders' meeting.

Art. 15. Board of Directors Meetings. The chairman may appoint a vice-chairman and a secretary, who does not have to be a member of the Board of Directors and who shall record the minutes of the Board of Directors meetings and general shareholders' meetings and ensure their safekeeping. The Board of Directors shall be called by the chairman or two of its members; it shall meet at the location specified in the notice of the meeting.

In the event of the absence of the chairman, his tasks and rights shall be executed by the vice-chairman.

Resolutions of the Board of Directors shall be passed with a simple majority of the present or represented Directors. In the event of a parity of vote, the chairman shall have the casting vote.

The Board of Directors may appoint senior executives, including a chief executive and vice chief executive as well as other senior employees who the Company believes are necessary for the business operations and management of the Company. The Board of Directors may revoke these appointments at any time. In the case of the senior executives, they do not have to be members of the Board of Directors or shareholders in the Company. The senior executives shall have the rights and responsibilities assigned to them by the Board of Directors.

All Directors shall receive a written notification at least two business days before the date set for a meeting, except when there is an imminent risk, in which case the circumstances giving rise to the particular urgency are to be stated in the notice of the meeting. The requirement for a notice to be sent by fax, email or an equivalent means of communication may be waived. If a resolution has been passed by the Board of Directors regarding the time and place of Board of Directors meetings, a separate notification shall not be necessary.

Directors may authorise each other to represent them at Board of Directors meetings by fax, email or equivalent means of communication. Multiple representations shall be permissible. Participation in Board of Directors meetings via conference calls or similar communications systems, which guarantee mutual comprehension and understanding of all participants, shall be permissible.

Participants who have attended meetings in this way shall be counted as present in person.

The Directors may only act within the scope of properly convened Board of Directors meetings. The Board of Directors shall only constitute a quorum if at least the majority of the Directors are present or represented.

The resolutions of the Board of Directors shall be recorded in minutes, which shall be signed by the chairman. Copies or excerpts from these minutes that are submitted in legal disputes or elsewhere shall require the signature of the chairman, the vice-chairman, or two Directors, if applicable.

Written resolutions which have been approved and signed by all the Directors shall have the same legal effectiveness as resolutions that have been passed by vote at the Board of Directors meeting. Every Director shall approve such a resolution by letter, fax, email or equivalent means of communication. Written resolutions do not have to be documented or recorded separately, since the written resolution shall be awarded the same power of evidence as the minutes to this extent.

Art. 16. Powers of the Board of Directors. The Board of Directors shall have the comprehensive power to undertake all acts of administration and disposal within the corporate purpose and within the scope of the general and sub-fund specific investment policy in accordance with Article 19 on behalf of the Company.

Any powers which are not reserved for the general shareholders' meeting in accordance with applicable law or these articles of association shall fall within the remit of the Board of Directors.

Art. 17. Authorised Signatories. The company shall be legally bound to third parties through the joint signature of the chairman and one other Director or by the joint or sole signature of persons who have been granted the relevant power of representation by a resolution of the Board of Directors in which the chairman must be involved.

Art. 18. Transfer of Powers. The Board of Directors may transfer the day-to-day management of the Company (including signatory powers within the scope of day-to-day management) and its powers to perform actions within the scope of the corporate purpose and company policy to one or more natural persons or legal entities, who do not have to be Directors.

In addition, the Board of Directors may appoint other authorised representatives, who do not have to be Directors; such authorised representatives shall have the powers transferred to them by the Board of Directors.

Furthermore, the Board of Directors may establish one or more committees, which shall consist of Directors and/or external persons to which the Board of Directors may delegate powers as required.

The involvement of the chairman of the Board of Directors shall be necessary for resolutions regarding the transfer of powers as defined in this Art. 18.

Art. 19. Investment Policy and Investment Limits. The Board of Directors shall have comprehensive powers to conduct and manage the Company. It shall determine the investment policy and investment limits for each sub-fund as well as the action guidelines for management and the business matters of the Company within the scope of the limits specified in the Private Placement Memorandum and in compliance with the applicable laws and regulations.

Art. 20. Investment Manager, Investment Advisor. The Board of Directors may entrust one or more investment managers with the management of the assets of one or more sub-funds. The investment manager shall decide on the investment and re-investment of the assets of the sub-fund with which he has been entrusted, under the supervision of the Board of Directors. The investment manager must comply with the investment policy and investment limits of the Company and the respective sub-fund (which are specified in the Private Placement Memorandum).

The Board of Directors may entrust investment advisors with the investment advising for one or more sub-funds. Investment advising shall comprise the evaluation and recommendation of suitable investment instruments. However, it shall not include direct investment decisions.

Art. 21. Investment Committee. An investment committee may be appointed for the fund, and shall advise the Board of Directors with regard to investment activities.

If an investment committee is appointed, this shall be mentioned in the Private Placement Memorandum of the Company. Details relating to the investment committee, its powers and its functions shall be defined in the rules of internal procedure to be specified by the investment committee.

Art. 22. Costs and Fees. The costs of the Company and/or respective sub-fund shall include:

- the management fee that may be incurred at the level of the sub¬fund (including performance fees, if applicable);

- custodian bank fees;

- fees from the central administration, registrar and transfer agent;

- costs arising in connection with the purchase, holding and sale of assets, in particular due diligence expenses associated with potential investments, standard bank charges for transactions in securities and other assets and rights of the respective sub-fund and its custody and standard bank costs for the management of foreign securities abroad;

- costs arising in connection with the valuation of the sub-fund assets;

- all external management and custodial fees which are charged by other correspondence banks and/or clearing houses for the assets of the sub-fund, as well as all external settlement, despatch and insurance fees that are incurred in connection with the securities transactions of the sub-fund;

- the transaction costs of the issue and if applicable, redemption of shares;

- taxes which are levied on the respective sub-fund assets, its income and the expenses for the account of the respective sub-fund;

- costs for legal and tax advice and bookkeeping that the Company incurs as well as reasonable costs for experts, assessors, other advisors and specialists;

- costs of the independent auditor;

- costs for the creation, preparation, filing, publishing, printing, distribution and despatch of all documents in all required languages for the respective sub-fund, in particular the Private Placement Memorandum, articles of association, annual or other reports, financial statements, announcements to the shareholders, convening of meetings, distribution notices or applications for approval in those countries in which the shares of the respective sub-fund are to be distributed, correspondence with the relevant regulatory authorities and other publications intended for the shareholders and other obligatory information in newspapers;

- all regularly incurred administrative costs of the Company, especially the costs for convening and conducting general shareholders' meetings and meetings of the Board of Directors, the investment committee, if such exists, other committees of the Company as well as other personnel costs, possible compensation of members of the Board of Directors,

the investment committee, provided one exists, and other committees of the Company, including travel expenses, reasonable expenses and any attendance fees;

- the expenses for cash management as well as advertising and insurance costs, interest, bank charges, currency exchange costs and postage, telephone, fax and telex fees and if applicable, rental costs for office space;

- fees that have to be paid for the respective sub-fund to all relevant authorities, in particular administrative fees to the Luxembourg Supervisory Authority and other supervisory authorities and fees for filing and storing the documents of the respective sub-fund;

- costs associated with any admissions to trading;

- costs incurred directly in connection with the offering and sale of shares, including any licence fees;

- fees, expenses and other costs of the paying agents and representatives and other offices that need to be set up in foreign countries, which are incurred in connection with the respective sub-fund assets;

- additional costs of management, including the costs of interest groups and associations as well as commissions and fees to third parties to whom tasks of day-to-day management are delegated;

- any costs for having the respective sub-fund appraised by nationally and internationally accredited rating agencies;

- costs for the formation and incorporation of the Company and the initial issue of shares;

- financing costs to be borne by the Company and/or its sub-funds (including interest, commitment fees, consultancy fees of the financing bank, costs for the creation of collateral for secured loans);

- all reasonable costs and expenses associated with the purchase, development, construction, management (including property management expenses that cannot be charged to tenants and other ancillary costs that cannot be charged to tenants), restructuring and sale of properties, irrespective of whether such a transaction is brought to a successful conclusion;

- standard market fees and brokerage fees incurred in the property management sector, in particular purchase fees, sales fees, performance fees and contingency fees;

- costs for the launch of new sub-funds or share classes.

The Company shall bear all preliminary expenses, in particular costs for legal and tax advice and costs in connection with the structuring, incorporation and launch of the Company and the offering of shares.

The costs arising when the Company is launched shall be covered by the preliminary expenses. The preliminary expenses may be distributed between the individual sub-funds that have been launched on the basis of their respective net assets during a period and according to a ratio of distribution, which shall be established by the Board of Directors on a fair and reasonable basis, but subject to the condition that each sub-fund shall bear its own direct preliminary expenses and launch costs attributed to the respective sub-fund itself.

The company or individual sub-funds may also bear the aforementioned costs and fees for their (direct or indirect) subsidiaries and co-investments.

All fees and costs shall be subject to any value added tax that may be incurred.

Art. 23. Conflicts of Interest. If a Director should have a personal interest that conflicts with the interests of the Company in connection with a business transaction by the Company, that Director shall inform the Board of Directors of this conflicting interest and shall not participate in consultations or votes connected with said business transaction This business transaction as well as the Director's personal interest in it shall be reported at the next general shareholders' meeting.

The above provisions shall not be applied to Board of Directors resolutions that relate to day-to-day business transactions which have been entered under normal conditions.

If a quorum cannot be constituted by the Board of Directors due to a conflict of interest on the part of one or more Directors, the relevant resolutions shall then be passed by a majority of the Directors who are present or represented at such a Board of Directors meeting.

No contract or other transaction between the Company and other companies or enterprises shall be affected by or invalidated by the fact that one or more Directors of the Company have a personal interest in or are members of the Board of Directors, partners, shareholders, associates, authorised representatives or employees of another company or another enterprise. A Director of the Company who simultaneously exercises functions as Director, managing director or employee of another company or firm with which the Company concludes contracts or otherwise enters into business relations shall not be prevented from expressing his opinion on any matters regarding such a contract or transaction, casting his vote or undertaking other actions solely on the basis of his membership of that company or firm.

Art. 24. Exemption and Compensation. The Company shall compensate the Directors, managing directors, senior executives and employees and every representative of the investment committee, if such exists, for every liability and all receivables, claims, damages and liabilities which they are subject to in certain circumstances as a result of their role as Director, managing director, senior executive or employee or representative of the investment committee, or as a result of an action they have taken or failed to take in connection with the Company, out of the Company's assets, if applicable, or out of the relevant sub-fund, if applicable, provided this was not caused by gross negligence, fraud or wilful misconduct, and/or shall exempt them from such liability or such receivables, claims, damages and liabilities. The liability exemption

and compensation of the investment advisor or investment manager shall be governed by the provisions of the pertinent contracts.

Art. 25. Independent Auditors. The data and information contained in the Company's annual report shall be audited by one or more independent auditors who are qualified as "réviseurs d'entreprises agréés" ("approved statutory auditors") and have been commissioned by the general shareholders' meeting and paid by the Company.

The auditors shall comply with all obligations stipulated by the Law of 13 February 2007.

IV. General Shareholders' Meetings - Financial Year - Dividend Payouts

Art. 26. Representation. At the time of its formation or at a later date, the Company may have one single shareholder by grouping all of the shares with one shareholder. The death or dissolution of the single shareholder shall not lead to the dissolution of the Company.

If the Company has more than one shareholder, the general shareholders' meeting shall represent the entirety of the shareholders. Its resolutions shall be binding for all shareholders of the Company. It shall have the legal powers to instruct, implement and approve all actions associated with the activities and operations of the Company. Its resolutions shall be binding for all shareholders, as long as said resolutions comply with Luxembourg law and these articles of association, in particular insofar as they do not interfere with the rights of the separate meetings of the shareholders of a specific sub-fund.

If the Company only has one single shareholder, that shareholder shall exercise the powers of the general shareholders' meeting.

Art. 27. General Shareholders' Meetings. The Company's annual general shareholders' meeting shall take place in compliance with Luxembourg law at the Company's registered office in Luxembourg or at another place in Luxembourg stated in the notice of the meeting, on the fifteenth day of the month of May each year at 2:00 pm. If the banks are not open in Luxembourg on that day, the annual general shareholders' meeting shall be held on the first business day thereafter. The annual general shareholders' meeting may be held in a foreign country, if extraordinary circumstances require it to be, at the discretion of the Board of Directors.

Other shareholders' meetings may be held at the time and place stated in the notice of the meeting.

The legally required quorum and notification periods shall apply to the holding of a general shareholders' meeting, unless otherwise specified in these articles of association.

The general shareholders' meeting shall be called by the Board of Directors via a notice of the meeting, which shall include the agenda. Meetings shall be called and convened in the legally required form.

The agenda shall be prepared by the Board of Directors, unless the meeting takes place on the basis of a written request of shareholders provided for by law; in this case the Board of Directors may prepare an additional agenda.

If all shareholders are present or represented at a general shareholders' meeting and if they confirm they have knowledge of the agenda for the meeting, it may be held without prior notice or publication.

The business to be addressed at a general shareholders' meeting shall be restricted to matters that are set out in the agenda (which must include all matters that are prescribed by law) and matters which arise in connection with them, unless all shareholders agree on a different agenda.

The Board of Directors may specify any other conditions, which the shareholders must meet in order to be able to take part in the general shareholders' meetings.

In the case of matters which affect the Company as a whole, the shareholders of the Company shall vote together. A separate vote shall, however, be carried out in the case of matters that only affect one or more sub-fund.

If the Company only has one single shareholder, his resolutions shall be documented in the minutes.

Art. 28. Majority Requirements. Each share shall entitle the holder to one vote, irrespective of the net asset value per share within a sub-fund/share class, in compliance with Luxembourg law and these articles of association. A shareholder may authorise another person (who does not have to be a shareholder and who may be a Director in the Company) to represent him at the general shareholders' meeting. The power of attorney granted for this purpose may be issued in writing or in the form of a telegram, fax, email or equivalent form of communication.

General shareholders' meeting resolutions shall be passed with a simple majority of the present or represented shareholders, unless otherwise stipulated by law or in these articles of association.

Art. 29. Financial Year. The Company's financial year shall begin on 1 January each year and end on 31 December of the following year.

The company's accounts shall be reported in CHF and shall be prepared on a consolidated basis, including all sub-funds, on the basis of the generally accepted accounting principles in Luxembourg.

Art. 30. Dividends and Payouts. The general shareholders' meeting shall decide on the basis of a proposal by the Board of Directors and within the statutory framework whether and to what extent dividends shall be paid out.

The Board of Directors may pay out interim dividends.

Dividends shall be paid in the respective sub-fund currency at a time determined by the Board of Directors. Any dividend payout which has not been collected within five years of its determination shall be forfeited and returned to the Company or respective sub-fund.

No interest shall be paid on dividends which have been declared by the Company and kept in its safe custody for use by the beneficiaries.

V. Final Provisions

Art. 31. Custodian Bank. The company shall conclude a custodian bank agreement with a bank which is licensed to conduct banking transactions in accordance with the Law of 5 April 1993 on the financial services sector, to the extent prescribed by law.

Art. 32. Dissolution. The company may be liquidated at any time by a resolution of the general shareholders' meeting subject to the quorum and majority requirements in accordance with Article 35 of these articles of association.

If the net asset value of the Company falls below two-thirds of the legally prescribed minimum capital of one million two hundred and fifty thousand euros (EUR 1,250,000.00), the Board of Directors must refer the decision regarding the dissolution of the Company to the general shareholders' meeting. The general shareholders' meeting, at which a quorum is not required, shall make its decision with a simple majority of the votes of the shareholders represented at the general shareholders' meeting. If the net asset value should fall below one-quarter of the minimum capital prescribed by law, i.e. one million two hundred and fifty thousand euros (EUR 1,250,000.00), then one-quarter of the votes of the shareholders present at the general shareholders' meeting shall be sufficient for the dissolution of the Company, without a quorum being required at the general shareholders' meeting. The general shareholders' meeting must be called so that it is held within thirty business days of establishing that the net asset value of the Company has fallen below two-thirds of the minimum capital prescribed by law.

Art. 33. Liquidation. The liquidation of the Company shall be undertaken by one or more liquidators who are natural persons or legal entities. The general shareholders' meeting shall appoint the liquidators and define their responsibilities and compensation.

The assets of the Company/sub-fund shall be liquidated in an orderly fashion upon dissolution of the Company. The proceeds of the liquidation of the investments shall be strictly paid out in cash.

Art. 34. Dissolution and Liquidation or Amalgamation of Sub-Funds.

(1) The general shareholders' meeting for a sub-fund shall have the right to resolve the dissolution and liquidation of the respective sub-fund of the Company or its amalgamation with another sub-fund of the Company or with another undertaking for collective investment (UCI) or a sub-fund of a UCI.

(2) Such a resolution shall be passed with a simple majority of the shareholders of the respective sub-fund.

(3) A resolution by the general shareholders' meeting for the respective sub-fund to liquidate a sub-fund or amalgamate a sub-fund in accordance with the prior subsection shall be communicated in writing to the shareholders of the sub-fund affected by the liquidation or the sub-fund to be absorbed within the scope of the amalgamation and if applicable, published in accordance with the specifications of the Board of Directors.

(4) As of the date of the resolution regarding the dissolution and liquidation or amalgamation of the sub-fund, the anticipated costs to be incurred in connection with the dissolution and liquidation or amalgamation shall be taken into account in the calculation of the net asset value of the sub-fund concerned.

(5) In the following limited cases, the aforementioned dissolution and liquidation or amalgamation of a sub-fund may be resolved by the Board of Directors:

a) If, on a valuation day, the net sub-fund assets have fallen below an amount which appears to be the minimum amount needed to manage the sub-fund in an economically viable manner.

b) If it does not appear to be sensible to continue to manage the sub¬fund due to a major change in the economic or political environment or for reasons of economic viability.

(6) The aforementioned resolutions of the Board of Directors shall be communicated to the shareholders in the way described above. If required by regulatory law, the resolution to amalgamate a sub-fund shall be communicated one month before it takes effect in order to give shareholders the opportunity to redeem or convert their shares free of charge before this deadline. In the case of such a free-of-charge redemption by the shareholder, the redemption price shall be paid out in accordance with the deadlines of the respective sub-fund, which are specified in the Private Placement Memorandum.

(7) In the absence of a resolution by the Board of Directors to the contrary, in the event of a liquidation of the sub-fund, the repurchase of shares shall cease and the assets of this sub-fund shall be realised, the liabilities settled and discharged and the corresponding net liquidation proceeds distributed to the shareholders in proportion to their participation in this sub-fund.

(8) Net liquidation proceeds that have not been collected by shareholders by the closing of the liquidation process shall be deposited at the CAISSE DES CONSIGNATIONS in the Grand Duchy of Luxembourg by the custodian bank for

the account of the entitled shareholders upon the conclusion of the liquidation process, whereby these amounts shall be forfeited if they are not claimed within the statutory time limit.

(9) An amalgamation is conducted by converting the shares of one or more sub-funds into shares of an existing or newly launched sub-fund/UCI. Such a conversion shall be made on the basis of the net asset value of the shares of the sub-fund/UCI to be converted, which shall be determined on the specified conversion date. New shares shall be issued in exchange for the redemption of shares of the sub-fund(s) to be absorbed.

(10) The amalgamation of a sub-fund of the Company with a Luxembourg fonds commun de placement (collective investment fund) or a sub-fund of such a fonds commun de placement, where the sub-fund to be absorbed is the Company's sub-fund, may likewise be resolved by the meeting of the shareholders of the affected sub-fund in accordance with the aforementioned conditions. Such an amalgamation shall, however, only be binding for those shareholders who have voted in favour of this amalgamation. The shares of those shareholders who have not voted in favour of the amalgamation shall be redeemed at the relevant net asset value.

Art. 35. Changes and Amendments to the Articles of Association. These articles of association may be changed or amended at a general shareholders' meeting in accordance with the regulations regarding the quorum and majority requirements specified in the most current version of the Law of 10 August 1915 on commercial companies (as amended).

Art. 36. Applicable Law. All matters not covered by these articles of association shall be decided in accordance with the Law of 10 August 1915 on commercial companies and the most current version of the Law of 13 February 2007 (each as amended)."

Further to this addition, the official language of the "Company" will be English. In case of discrepancies between the English and the German text, the English version will be prevailing.

Nothing else being on the agenda, and nobody rising to speak, the Meeting was closed at 10.30 am.

The undersigned notary who understands and speaks English, states herewith that at the request of the appearing persons, the present deed is worked in English, followed by a German version, at the request of the same appearing persons, and in case of divergences between the English and the German texts, the English version will prevail.

Whereof the present notarial deed was prepared in Luxembourg, on the day mentioned at the beginning of this document.

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

Follows the German translation of the preceding text:

Im Jahr zweitausendvierzehn, am zehnten Tag des Monats Januar.

Vor Uns Maître Jean-Joseph WAGNER, Notar im Amtssitz in Sassenheim, Großherzogtum Luxemburg,

wurde eine außerordentliche Generalversammlung (die „Versammlung") der Aktionäre der „Arenafunds SICAV-FIS" abgehalten, eine Investmentgesellschaft mit variablem Kapital - Spezialisierter Investmentfonds Aktiengesellschaft (société d'investissement à capital variable - fonds d'investissement spécialisé) in der Form einer Aktiengesellschaft (société anonyme) mit Sitz in L-1653 Luxemburg, 2, avenue Charles de Gaulle, Großherzogtum Luxemburg, eingetragen beim Luxemburger Handels- und Gesellschaftsregister unter der Nummer B 162.131, gegründet nach dem Recht des Großherzogtums Luxemburgs durch einer notariellen Urkunde aufgenommen am 07. Juli 2011, deren Satzung (die „Satzung") am 26. September 2011 unter der Nummer 2274, Seite 109106 im Mémorial C, Recueil des Sociétés et Associations (das „Mémorial C") veröffentlicht wurde.

Die Versammlung wird eröffnet um 10.00 Uhr und steht unter dem Vorsitz von Herrn Bertrand Gourdain, berufsansässig in Luxemburg, Großherzogtum Luxemburg, welcher Frau Chantal Valet, berufsansässig in Luxemburg, Großherzogtum Luxemburg, zur Protokollführerin der Versammlung bestimmt.

Die Versammlung wählt Frau Karin Crelot, berufsansässig in Luxemburg, Großherzogtum Luxemburg, zur Stimmenzählerin,

zusammen bildend den Versammlungsvorstand.

Der Vorsitzende erklärt und die Versammlung stimmt zu:

A) dass die Tagesordnung der Versammlung die folgenden Punkte umfasst:

1. Eine englische Fassung der bestehenden deutschen Fassung der Satzungen beizufügen;

2. Sonstiges;

B) dass die Versammlung ordnungsgemäß durch Einberufungsschreiben, die allen eingetragenen Aktionären der Gesellschaft mindestens acht (8) Kalendertage vor dem Tag der Versammlung, einberufen wurde;

C) dass die anwesenden oder vertretenen Aktionäre, ihre Vertreter und die Anzahl der von ihnen gehaltenen Aktien in der Anwesenheitsliste aufgelistet sind, die von den Mitgliedern des Büros sowie vom Notar unterzeichnet wurde. Diese Anwesenheitsliste bleibt dieser Urkunde zusammen mit den von Vollmachten der vertretenen Aktionäre beigefügt;

D) dass aus dieser Anwesenheitsliste hervorgeht, dass von den zweihundertvierundfünfzigtausenddreihundertzwanzig Komma acht drei sieben fünf fünf (254.320,83755) im Umlauf befindenden Aktien der Gesellschaft, fünfhundert (500) Aktien auf der gegenwärtigen Versammlung vertreten sind.

In Anbetracht dessen, dass diese Versammlung zum zweiten Mal ordnungsgemäß einberufen wurde (mit derselben Tagesordnung), da bei der ersten Versammlung, am 06. Dezember 2013 kein Quorum erreicht wurde, können die Anteilinhaber über den Gegenstand der Tagesordnung ohne Quorum wirksam beschließen.

Der Vorsitzende der Versammlung erläuterte die vorgeschlagenen Änderungen und die Anteilinhaber der Gesellschaft fassten einstimmig den folgenden Beschluss:

Einziger Beschluss

Die Versammlung BESCHLIESST eine englische Fassung der bestehenden deutschen Fassung der Satzungen beizufügen.

Dieselbe Satzung in der englischen Fassung erhält nun folgenden nachstehenden Wortlaut:

„I. Name - Registered Office - Duration - Corporate Purpose

Art. 1. Corporate Name. There exists, among the existing subscribers/shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé ("open-ended investment company with variable capital - specialised investment fund") under the corporate name ARENAFUNDS SICAV-SIF (the "Company").

Art. 2. Registered Office.

(1) The registered office of the Company shall be situated in Luxembourg, Grand Duchy of Luxembourg. The registered office of the Company may be moved within the same municipality by a simple decision of the Board of Directors. Branches, subsidiaries or other offices may be established at any time both in the Grand Duchy of Luxembourg as well as in foreign countries by a simple decision of the Board of Directors.

(2) If the Board of Directors establishes that extraordinary political, economic or social events have taken place or are impending, which could have an adverse impact on the normal course of business at its registered office or on communications with branches or persons abroad, the registered office may be temporarily relocated to a different country until those extraordinary circumstances have totally ceased; such provisional measures, however, shall have no effect whatsoever on the nationality of the Company, which shall remain a Luxembourg company despite such a temporary relocation of its registered office.

Art. 3. Duration. Notwithstanding Article 32, the Company is incorporated for an unlimited period of time.

Art. 4. Corporate Purpose. The exclusive purpose of the Company shall be to generate profits from the invested capital for the benefit of the investors, while reducing investment risks by means of appropriate diversification of the investments. The Company may achieve this purpose through the direct or indirect investment of its assets, for example in shares, securities, accounts receivable, derivatives, and in alternative investments, in particular venture capital, venture capital funds, private equity, private equity funds, hedge funds, hedge funds of funds, property or real estate companies or real estate funds and other specialised investment funds permitted under the most current version of the Law of 13 February 2007 on specialised investment funds, as amended or revised (the "Law of 13 February 2007"). The Company shall be authorised to take any measures and conclude any transactions which it considers beneficial to the fulfilment and development of its corporate purpose, as long as they are permissible pursuant to the Luxembourg Law of 13 February 2007.

II. Capital - Sub-Funds - Shares - Net Asset Value

Art. 5. Capital.

(1) The corporate capital of the Company shall consist of fully paid up shares and shall be equivalent at all times to the total net assets o+f the Company resulting from the addition of the net assets of all sub-funds.

(2) The initial capital of the Company amounts to CHF 50,000 (fifty thousand Swiss francs) represented by 500 (five hundred) shares without par value.

(3) The minimum capital of the Company shall be equivalent to the value of EUR 1,250,000.00 (one million, two hundred and fifty thousand euros). The minimum capital must be reached within twelve months of the date Company is licensed as a specialised investment fund pursuant to Luxembourg legal regulations.

Art. 6. Sub-Funds, Share Classes. The Board of Directors may launch sub-funds at any time as defined by Article 71 of the Law of 13 February 2007, each of which shall represent a separate part of the fund's assets. The Board of Directors shall set a specific investment objective for each sub-fund and if applicable, assign each sub-fund its own specific investment limits or specific features.

Each sub-fund shall be deemed to be autonomous in relation to the shareholders between each other. The rights of the shareholders and creditors with respect to a sub-fund or the rights which exist in connection with the formation, management or liquidation of a sub-fund shall be restricted to the assets of that sub-fund.

The assets of a sub-fund shall only be liable to the extent of the investments of the shareholders in this sub-fund and to the extent of the accounts receivable of those creditors whose accounts receivable have arisen in connection with the formation, management or liquidation of that sub-fund. In regard to the relationships of the shareholders between each other, each sub-fund shall be treated as an autonomous unit.

The Company shall be authorised to create more than one share class within a sub-fund, the assets of which shall be invested collectively in alignment with the investment objective of the sub-fund concerned. The share classes may differ from each other with respect to the fee structure, minimum investment amounts, dividend policy, conditions to be met by investors, reference currency or other special features, which shall each be determined by the Board of Directors. The net asset value per share shall be calculated for each share class issued in each sub-fund.

Art. 7. Form of the Shares.

(1) The shares shall be exclusively issued as registered shares.

(2) The shares shall be entered in the share register, which shall provide the unambiguous proof of ownership. No physical share certificates shall be issued.

(3) Insofar and as long as the shares are fully paid up, the shareholder shall not be obliged to make any capital contributions or other payment of capital beyond this amount in accordance with these articles of association.

(4) Communications to the investors shall be sent to each investor at the address listed in the subscription form or another address he has provided to the Company in writing. If the investor fails to provide his address, the registered office of the Company shall be deemed to be the address of the investor until the investor provides one.

(5) The company shall only recognise one owner per share. Should the ownership of shares be divided up, then those who assert a right to these shares must nominate a joint authorised representative to represent the rights resulting from the shares vis-à-vis the Company. The Company may suspend the entitlement to exercise all rights relating to such shares if a single person has not been appointed as owner of the share(s) in the relationship with the Company.

(6) If provided for in the Private Placement Memorandum, the Company may issue fractions of shares. Such fractions of shares shall not have any voting rights, but do entitle the holder to participate in the Company assets on a proportional basis.

Art. 8. Issue and Conversion of Shares.

(1) Shares in each sub-fund shall only be issued to well-informed investors as defined by the Law of 13 February 2007.

(2) During the time in which the calculation of the net asset value of one or more sub-funds of the Company is suspended in accordance with Article 13, the Company shall not issue any shares in those sub-funds.

(3) The shares shall be issued for each sub-fund in accordance with the provisions and at the issue price described in the Private Placement Memorandum. The issue price may be increased by an issue surcharge and/or cost compensation, which, if applicable, shall be specified for each sub-fund in the Private Placement Memorandum. The applicable payment terms and other modalities are described in more detail for each sub-fund in the Private Placement Memorandum.

(4) The Board of Directors may authorise any Director or senior executive of the Company or other companies to accept subscriptions and receive payments for new shares to be issued.

(5) The Company may issue shares in exchange for a contribution in kind in accordance with the legal requirements stipulated by Luxembourg law, which in particular provide for a valuation report by an external auditor, provided that such contributions in kind conform with the investment objectives, investment policy and investment restrictions of the respective sub-fund.

(6) The Board of Directors may resolve at any time that shareholders are entitled to have their shares in one sub-fund and/or share class, if such exists, converted into shares of another sub-fund and/or share class. However, the Board of Directors may impose restrictions and conditions with regard to the right and frequency of conversions between certain sub-funds and/or share classes and it can, at its discretion, make the conversion subject to the payment of costs and fees. If the Board of Directors resolves to make the conversion of shares possible, that option and the conditions and restrictions shall be mentioned in the Private Placement Memorandum.

(7) The conversion price shall be calculated with binding reference to the relevant net asset value per share of the two sub-funds/share classes concerned, which must be calculated on the same valuation day.

(8) Shares which have been converted into shares of another share class shall be cancelled.

Art. 9. Redemption of Shares, Postponement of Redemption, Suspension of Redemption.

(1) In principle, redemption at the level of a sub-fund shall be possible subject to the conditions and information regarding the redemption price and if applicable incidental redemption fees, which are stated at the level of the respective sub-fund in the Private Placement Memorandum.

(2) Irrespective of this, the Board of Directors may, at its discretion, resolve the unilateral redemption of shares in one or more sub-funds. The decision to redemption shall be binding on all shareholders of the sub-fund(s) concerned and shall have an effect proportional to their respective shareholding. In this case, the Company shall inform the registered shareholders of the affected sub-fund(s) in due time about the repurchase. This notice shall include the redemption

deadline and the calculation method used for the redemption price, which shall be determined on the last day of the redemption deadline and shall be based on the net asset value of the shares on the last day of the redemption deadline.

(3) If the redemption of shares is permitted for a sub-fund, the following conditions shall apply, unless otherwise directed by the Board of Directors:

a) The redemption price may be reduced by a redemption fee or cost compensation to be determined by the Board of Directors and specified in the Private Placement Memorandum.

b) In the case of substantial redemption requests or if there are insufficient liquid funds, the Company may delay the redemption if necessary under the conditions specified in the Private Placement Memorandum.

c) The Company may suspend the redemption of the shares of one or more sub-funds in extraordinary circumstances in accordance with Article 13, which would make the suspension appear to be necessary, taking into consideration the interests of the shareholders. If a redemption request has been submitted which has not been revoked in writing to the Company by the date of the resumption of redemption of shares, the application shall be settled according to the applicable terms and conditions.

d) Shares that have been redeemed shall be cancelled.

e) The redemption price per share shall be paid within a deadline, which is defined for each sub-fund in the Private Placement Memorandum.

Art. 10. Restrictions on Share Ownership.

(1) The Company may, at the discretion of the Board of Directors, restrict or prohibit the ownership of shares by a certain person or entity, an enterprise or a company, if ownership by such persons or entities would be a disadvantage to the Company, if a violation of a law or regulation of Luxembourg or foreign law is impending, or if the Company would incur tax disadvantages or other financial disadvantages, which would not otherwise have occurred.

(2) In this connection, the Company may reject a subscription application at any time at its discretion, or temporarily restrict, suspend or entirely discontinue the issue of shares. Furthermore, where shares are held by investors who are excluded from acquisition or ownership of shares, the Company may at any time refuse to transfer such shares or may buy back such shares in exchange for payment of the redemption price.

(3) In particular, the Company may restrict the ownership of shares by U.S. persons or entities and investors who are not well-informed ("non well-informed investor").

The term "non well-informed investor", as used in these articles of association, covers all natural persons and legal entities who cannot be deemed to be "well-informed investors" as defined by the Law of 13 February 2007. This term includes institutional investors, professional investors and any other investors who fulfil the following conditions:

(1) he has confirmed in writing that he adheres to the status of well- informed investor; and

(2) he invests at least 125,000.00 euros in the Company; or

(3) he has an appraisal from a credit institution as defined in Directive 2006/48/EC, a securities firm as defined in Directive 2004/39/EC or a management company as defined in Directive 2001/107/EC, which certifies that he possesses the expertise, experience and knowledge to be able to appropriately assess an investment in a specialised investment fund.

Persons or entities who hold shares in the Company undertake not to sell or transfer their shares to U.S. persons or entities or non well-informed investors.

An investor as defined in these articles of association shall mean any well-informed investor who has signed a subscription form. If the circumstances so dictate, the term "investor" shall also include the term "shareholder".

Art. 11. Transfer of Shares.

(1) "Transfer" shall in particular refer to the sale, exchange, transfer and assignment of shares.

(2) Shares in the Company shall be freely transferable to well-informed investors as defined in the Law of 13 February 2007. However, a transfer of shares shall not be effective if the buyer or transferee does not undertake in writing to comply with the terms and conditions of the subscription form.

(3) An investor may only sell his registered shares (which he must hold in an account opened with a bank), if (i) the buyer is a well-informed investor and (ii) the latter also has the shares credited to an account with a bank, which in turn holds a securities account at the custodian bank or at a bank specified by the custodian bank and undertakes to check whether the buyer is a well-informed investor.

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

(1) The net asset value per share of each sub-fund and each share class, if such exist, shall be designated in the respective sub-fund currency or share class currency, which the Board of Directors shall specify, and be determined on each valuation day, but at least once a year. The Board of Directors may specify additional valuation days at its discretion.

(2) In order to calculate the net asset value of the shares in each sub¬fund, the value of the assets belonging to each sub-fund less the liabilities of the respective sub-fund shall be calculated on each valuation day and divided by the number of shares of the respective sub-fund in circulation on the valuation day. The net asset value per share may be rounded up or down to the next full amount at the instructions of the Board of Directors.

The Board of Directors shall be entitled to overturn the first valuation and carry out a second valuation in good faith if a major change has occurred in relation to a substantial part of the investments held by the respective sub-fund since the previous calculation of the net asset value of the shares of a sub-fund.

(3) The assets of the Company and the sub-funds respectively, shall consist of:

a) immoveable property and rights equivalent to property entered in the name of the Company or sub-fund;

b) company shares or listed securities, bonds, accounts receivable;

c) cash deposits and other liquid funds, including interest accrued thereon;

d) money market instruments;

e) target fund shares and other fund shares and investment certificates held by the Company or the sub-fund;

f) dividends and claims to dividends, if the Company has sufficient information relating to such;

g) interest accrued on contributions in the ownership of the Company or sub-fund, if this is not included or reported in the capital amount of these assets;

h) non-amortised preliminary expenses of the Company or sub-fund, including the costs for the issue and placement of the shares;

i) all other assets of any kind, including advance payments that have been made.

(4) These assets shall be valued as follows:

a) Property and real estate assets shall be valued taking into account the increase in the value of the assets at the value determined by an expert property appraiser on a consolidated group basis;

b) The value of cash in hand or contributions in cash, cash deposits, bills of exchange and payment demands, and trade receivables, accrued income, cash dividends and interest income, which have been resolved or, as mentioned above, accrued but not yet received, shall be taken into account in the full amount unless it is unlikely that these amounts shall be paid or received, in which case their value shall be determined with a deduction found to be appropriate in order to reflect their true value;

c) In the case of money market instruments, the valuation price shall be successively adjusted to the redemption price starting from the net purchase price, retaining the resultant returns on the valuation price. In the case of major changes in market conditions, the calculation basis for the individual assets shall be adjusted to the new market returns;

d) Securities that are listed on a stock exchange or traded on another regulated market, which is recognised, open to the public and functions regularly (a "regulated market") shall be valued based on the last available price;

e) Target fund shares, fund shares and investment certificates shall be valued at the last determined and available net asset value. If the calculation of the net asset value is suspended for target fund shares, fund shares and investment certificates or no redemption prices are set or there is no formal estimated net asset value, or if in the opinion of the Board of Directors there is reason to assume that the last available net asset value/redemption price is no longer in line with the market, then these shares shall be measured at fair value, as defined by the Board of Directors in good faith using generally accepted measurement rules, which can be audited by external auditors. If fund shares or investment certificates are listed on a stock exchange, the last published daily rate shall be used as the basis;

f) The value of shares in private equity funds or any direct investments shall be determined with reference to the latest reports available to the fund and in accordance with the policies of the respective private equity or venture capital associations. In case of doubt, the EVCA guidelines shall be taken as the basis;

g) Option rights and futures contracts which have been admitted for trading on a stock exchange or are included on another organised market shall be valued at the last determined prices on the stock exchanges or markets concerned;

h) OTC derivatives shall be valued on the basis of a generally accepted valuation method specified by the Board of Directors, which may be audited by external auditors, taking into consideration the principles of good faith;

i) All other securities and other assets, securities with limited transferability and securities for which no market quotation is available shall be valued on the basis of quotations from dealers or a price service approved by the Board of Directors or if such prices are not available or to the extent that these prices are not in line with the market, they shall be recognised at fair value, which shall be determined in good faith according to the method specified by the Board of Directors.

The value of assets and liabilities that are not reported in the respective sub-fund currency shall be converted into the respective sub¬fund currency at the exchange rate valid in Luxembourg on the respective valuation day. If these quotations are not available, the exchange rate shall be determined in good faith by the Board of Directors or according to methods specified by the same.

The Board of Directors may, at its discretion, permit the use of another valuation method if it is of the opinion that such a valuation would better reflect the market value of an asset. This method shall then be used consistently.

Furthermore, additional or different valuation rules may be decided upon by the Board of Directors for specific sub-funds. These shall, if such exist, be mentioned at the level of the respective sub-fund in the Private Placement Memorandum.

The central administration may use such deviations approved by the Company as the basis for the purpose of calculating the net asset value.

(5) The liabilities of the Company and sub-fund consist of:

a) loan liabilities and other liabilities for borrowed capital (including convertible debt instruments, bills of exchange and payable statements of account);

b) all accrued interest on such loans or other liabilities for borrowed capital (including accrued fees and charges for the provision of loans);

c) all accrued or payable expenses (including administrative costs, consultancy fees, performance fees, contingency fees, custodian bank and central administration fees);

d) all known current and future liabilities including all due contractual obligations for payments of money or assets, including the amount of all unpaid dividends that have been reported for the respective sub-fund by the Company;

e) reasonable provisions for future taxes, which are based on the assets and income up until the valuation day, and if applicable other provisions approved and permitted by the Board of Directors as well as an amount, which the Board of Directors regards as a reasonable provision in relation to potential liabilities of the Company or respective sub-fund, if applicable;

f) all other liabilities of the Company or sub-fund of any kind, which are reported in compliance with Luxembourg law.

When determining the amount of these liabilities, the Company shall take into account all expenses to be paid by itself or the sub-fund. A list of the Company's expenses is included in Article 22 as an example.

The company may assess regularly recurring administrative and other costs in advance on the basis of estimated figures for annual and other periods.

(6) In the context of this Article 12, the following shall apply:

a) Shares that are to be bought back in accordance with Article 9 shall be deemed to be in circulation and shall be kept in the books as such until immediately after the point in time specified by the Board of Directors as the respective valuation day and from that point in time until payment, the repurchase price shall be deemed to be a liability of the Company.

b) Shares to be issued by the Company shall be treated as being in circulation from the issue date onwards.

c) All investments, fixed term deposits and other assets which are reported in currencies other than the Company's net asset value shall be valued after the market price or exchange rate valid at the time of the determination of the net asset value of the shares has been taken into account.

d) If, on the valuation day, the Company has undertaken to

(i) purchase assets, the amount payable for said asset shall be shown as a liability of the respective sub-fund and the value of the asset intended to be purchased shall be reported as an asset of the respective sub-fund;

(ii) sell assets, the amount which the respective sub-fund receives for this asset shall be shown as an asset of the sub-fund and the asset to be delivered shall not be included in the assets of the fund unless the exact value or nature of this consideration is not known on the respective valuation day; in this case, its value shall be estimated by the Company. However, if assets are being bought and sold on a regulated market, the principles stated in this item d) shall apply as of the business day after the conclusion of the respective purchase or sale (i.e. the day on which the respective broker executes the order for the purchase or sale).

e) Net assets relating to a sub-fund are those assets which are allocated to that sub-fund, less the liabilities allocable to this sub-fund. If an asset or liability cannot be regarded by the Company as allocable to a sub¬fund, that asset or liability shall then be allocated to the assets or liabilities which relate to the Company as a whole, or proportionally to all sub-funds concerned according to their share in the net sub-fund assets.

f) All valuation rules and resolutions are to be made and interpreted in accordance with generally recognised and accepted accounting principles.

g) In the absence of bad faith, negligence or manifest error, every decision in connection with the net asset value calculation per share which is made by the Board of Directors, or by a bank, company or other office that the Board of Directors has commissioned with the calculation of the net asset value per share, shall be final and binding for the present, former and future shareholders of the Company.

(7) Distinctions shall apply for the calculation of the net asset value per share, if more than one share class has been established:

a) In this case, the net asset value per share shall be calculated separately for each share class in accordance with the valuation methods described in this Article 12.

b) The cash inflow arising from the issue of shares shall increase the percentage of the respective share class in the total value of the net sub¬fund assets. The cash outflow from the redemption of shares shall reduce the percentage of the respective share class in the total value of the net sub-fund assets.

c) In the event of a dividend payout, the value of the shares entitled to dividends shall be reduced by the amount of the dividend payout. The percentage of the shares entitled to dividends in the total value of the net sub-fund assets shall therefore be reduced at the same time.

Art. 13. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share and the Issue, Redemption and Conversion of Shares. The Company (or one of its designated representatives) shall calculate the net

asset value per share of each sub-fund under the responsibility of the Board of Directors. The calculation shall be carried out at the frequency decided by the Board of Directors and specified in the Private Placement Memorandum at the level of the sub-fund concerned; the date on which the net asset value is calculated is termed a "valuation day" in these articles of association. The Company shall be authorised to suspend the determination of the net asset value per share of one or more sub-funds and the issue, redemption and conversion of their shares during the following times:

a) during a period of time in which the sale of the assets in the possession of the respective sub-fund(s) cannot be carried out without serious adverse effects on the interests of the shareholders of the affected sub-fund(s) due to political, economic, military or fiscal policy events, incidents or circumstances that are not the fault of the Board of Directors or due to certain other circumstances, or if in the opinion of the Board of Directors the issue, sale and/or redemption prices cannot be calculated fairly; or

b) during a disruption of the normal means of communication used for determining the price of an asset of the Company, or if the value of an asset (such as a target fund, for example) of the respective sub-fund(s), which is of importance for determining the net asset value (whereby the Board of Directors shall determine the importance at its sole discretion), cannot be determined as quickly or accurately as necessary; or

c) during a period of time in which the value of a (direct or indirect) subsidiary of the Company or a sub-fund cannot be determined accurately; or

d) during a period of time in which the transfer of cash funds in connection with the purchase or sale of investments cannot be carried out at normal exchange rates in the opinion of the Board of Directors; or

e) during a period of time in which the major markets or other stock exchanges on which a substantial part of the assets of the respective sub¬fund is listed are closed (for reasons other than the normal statutory holidays) or during a period of time in which trading on these markets or exchanges is restricted or has been suspended; or

f) when a general shareholders' meeting has been called for the purpose of passing a resolution to liquidate the Company; or

g) if the prices for investments cannot be determined immediately or accurately for other reasons.

The temporary suspension of the calculation of the net asset value per share of a sub-fund shall not lead to temporary suspension with regard to other sub-funds that are not affected by the events concerned.

The Company shall inform the shareholders concerned of such suspensions and shall accordingly inform the investors who have submitted applications for the subscription of shares in the affected sub-fund.

III. Administration and Supervision

Art. 14. Members of the Board of Directors (the "Directors"). The Company shall be managed by a Board of Directors, which shall comprise a member who is the chairman ("chairman") plus at least two other members. The Directors do not have to be shareholders in the Company. The term of office of the Directors shall not exceed six years. The Directors shall be appointed by a simple majority of shareholders, who shall also determine the number of Directors and their compensation. The Directors may be removed from office at any time by a resolution passed by a majority of votes of the shares present or represented at a general shareholders' meeting.

In the event that the office of one of the Directors becomes vacant due to death, resignation or for another reason, this position may be filled temporarily by the remaining members of the Board of Directors. The election of a new member shall then take place at the next general shareholders' meeting.

Art. 15. Board of Directors Meetings. The chairman may appoint a vice-chairman and a secretary, who does not have to be a member of the Board of Directors and who shall record the minutes of the Board of Directors meetings and general shareholders' meetings and ensure their safekeeping. The Board of Directors shall be called by the chairman or two of its members; it shall meet at the location specified in the notice of the meeting.

In the event of the absence of the chairman, his tasks and rights shall be executed by the vice-chairman.

Resolutions of the Board of Directors shall be passed with a simple majority of the present or represented Directors. In the event of a parity of vote, the chairman shall have the casting vote.

The Board of Directors may appoint senior executives, including a chief executive and vice chief executive as well as other senior employees who the Company believes are necessary for the business operations and management of the Company. The Board of Directors may revoke these appointments at any time. In the case of the senior executives, they do not have to be members of the Board of Directors or shareholders in the Company. The senior executives shall have the rights and responsibilities assigned to them by the Board of Directors.

All Directors shall receive a written notification at least two business days before the date set for a meeting, except when there is an imminent risk, in which case the circumstances giving rise to the particular urgency are to be stated in the notice of the meeting. The requirement for a notice to be sent by fax, email or an equivalent means of communication may be waived. If a resolution has been passed by the Board of Directors regarding the time and place of Board of Directors meetings, a separate notification shall not be necessary.

Directors may authorise each other to represent them at Board of Directors meetings by fax, email or equivalent means of communication. Multiple representations shall be permissible. Participation in Board of Directors meetings via

conference calls or similar communications systems, which guarantee mutual comprehension and understanding of all participants, shall be permissible.

Participants who have attended meetings in this way shall be counted as present in person.

The Directors may only act within the scope of properly convened Board of Directors meetings. The Board of Directors shall only constitute a quorum if at least the majority of the Directors are present or represented.

The resolutions of the Board of Directors shall be recorded in minutes, which shall be signed by the chairman. Copies or excerpts from these minutes that are submitted in legal disputes or elsewhere shall require the signature of the chairman, the vice-chairman, or two Directors, if applicable.

Written resolutions which have been approved and signed by all the Directors shall have the same legal effectiveness as resolutions that have been passed by vote at the Board of Directors meeting. Every Director shall approve such a resolution by letter, fax, email or equivalent means of communication. Written resolutions do not have to be documented or recorded separately, since the written resolution shall be awarded the same power of evidence as the minutes to this extent.

Art. 16. Powers of the Board of Directors. The Board of Directors shall have the comprehensive power to undertake all acts of administration and disposal within the corporate purpose and within the scope of the general and sub-fund specific investment policy in accordance with Article 19 on behalf of the Company.

Any powers which are not reserved for the general shareholders' meeting in accordance with applicable law or these articles of association shall fall within the remit of the Board of Directors.

Art. 17. Authorised Signatories. The company shall be legally bound to third parties through the joint signature of the chairman and one other Director or by the joint or sole signature of persons who have been granted the relevant power of representation by a resolution of the Board of Directors in which the chairman must be involved.

Art. 18. Transfer of Powers. The Board of Directors may transfer the day-to-day management of the Company (including signatory powers within the scope of day-to-day management) and its powers to perform actions within the scope of the corporate purpose and company policy to one or more natural persons or legal entities, who do not have to be Directors.

In addition, the Board of Directors may appoint other authorised representatives, who do not have to be Directors; such authorised representatives shall have the powers transferred to them by the Board of Directors.

Furthermore, the Board of Directors may establish one or more committees, which shall consist of Directors and/or external persons to which the Board of Directors may delegate powers as required.

The involvement of the chairman of the Board of Directors shall be necessary for resolutions regarding the transfer of powers as defined in this Art. 18.

Art. 19. Investment Policy and Investment Limits. The Board of Directors shall have comprehensive powers to conduct and manage the Company. It shall determine the investment policy and investment limits for each sub-fund as well as the action guidelines for management and the business matters of the Company within the scope of the limits specified in the Private Placement Memorandum and in compliance with the applicable laws and regulations.

Art. 20. Investment Manager, Investment Advisor. The Board of Directors may entrust one or more investment managers with the management of the assets of one or more sub-funds. The investment manager shall decide on the investment and re-investment of the assets of the sub-fund with which he has been entrusted, under the supervision of the Board of Directors. The investment manager must comply with the investment policy and investment limits of the Company and the respective sub-fund (which are specified in the Private Placement Memorandum).

The Board of Directors may entrust investment advisors with the investment advising for one or more sub-funds. Investment advising shall comprise the evaluation and recommendation of suitable investment instruments. However, it shall not include direct investment decisions.

Art. 21. Investment Committee. An investment committee may be appointed for the fund, and shall advise the Board of Directors with regard to investment activities.

If an investment committee is appointed, this shall be mentioned in the Private Placement Memorandum of the Company. Details relating to the investment committee, its powers and its functions shall be defined in the rules of internal procedure to be specified by the investment committee.

Art. 22. Costs and Fees. The costs of the Company and/or respective sub-fund shall include:

- the management fee that may be incurred at the level of the sub¬fund (including performance fees, if applicable);

- custodian bank fees;

- fees from the central administration, registrar and transfer agent;

- costs arising in connection with the purchase, holding and sale of assets, in particular due diligence expenses associated with potential investments, standard bank charges for transactions in securities and other assets and rights of the respective sub-fund and its custody and standard bank costs for the management of foreign securities abroad;

- costs arising in connection with the valuation of the sub-fund assets;

- all external management and custodial fees which are charged by other correspondence banks and/or clearing houses for the assets of the sub-fund, as well as all external settlement, despatch and insurance fees that are incurred in connection with the securities transactions of the sub-fund;

- the transaction costs of the issue and if applicable, redemption of shares;

- taxes which are levied on the respective sub-fund assets, its income and the expenses for the account of the respective sub-fund;

- costs for legal and tax advice and bookkeeping that the Company incurs as well as reasonable costs for experts, assessors, other advisors and specialists;

- costs of the independent auditor;

- costs for the creation, preparation, filing, publishing, printing, distribution and despatch of all documents in all required languages for the respective sub-fund, in particular the Private Placement Memorandum, articles of association, annual or other reports, financial statements, announcements to the shareholders, convening of meetings, distribution notices or applications for approval in those countries in which the shares of the respective sub-fund are to be distributed, correspondence with the relevant regulatory authorities and other publications intended for the shareholders and other obligatory information in newspapers;

- all regularly incurred administrative costs of the Company, especially the costs for convening and conducting general shareholders' meetings and meetings of the Board of Directors, the investment committee, if such exists, other committees of the Company as well as other personnel costs, possible compensation of members of the Board of Directors, the investment committee, provided one exists, and other committees of the Company, including travel expenses, reasonable expenses and any attendance fees;

- the expenses for cash management as well as advertising and insurance costs, interest, bank charges, currency exchange costs and postage, telephone, fax and telex fees and if applicable, rental costs for office space;

- fees that have to be paid for the respective sub-fund to all relevant authorities, in particular administrative fees to the Luxembourg Supervisory Authority and other supervisory authorities and fees for filing and storing the documents of the respective sub-fund;

- costs associated with any admissions to trading;

- costs incurred directly in connection with the offering and sale of shares, including any licence fees;

- fees, expenses and other costs of the paying agents and representatives and other offices that need to be set up in foreign countries, which are incurred in connection with the respective sub-fund assets;

- additional costs of management, including the costs of interest groups and associations as well as commissions and fees to third parties to whom tasks of day-to-day management are delegated;

- any costs for having the respective sub-fund appraised by nationally and internationally accredited rating agencies;

- costs for the formation and incorporation of the Company and the initial issue of shares;

- financing costs to be borne by the Company and/or its sub-funds (including interest, commitment fees, consultancy fees of the financing bank, costs for the creation of collateral for secured loans);

- all reasonable costs and expenses associated with the purchase, development, construction, management (including property management expenses that cannot be charged to tenants and other ancillary costs that cannot be charged to tenants), restructuring and sale of properties, irrespective of whether such a transaction is brought to a successful conclusion;

- standard market fees and brokerage fees incurred in the property management sector, in particular purchase fees, sales fees, performance fees and contingency fees;

- costs for the launch of new sub-funds or share classes.

The Company shall bear all preliminary expenses, in particular costs for legal and tax advice and costs in connection with the structuring, incorporation and launch of the Company and the offering of shares.

The costs arising when the Company is launched shall be covered by the preliminary expenses. The preliminary expenses may be distributed between the individual sub-funds that have been launched on the basis of their respective net assets during a period and according to a ratio of distribution, which shall be established by the Board of Directors on a fair and reasonable basis, but subject to the condition that each sub-fund shall bear its own direct preliminary expenses and launch costs attributed to the respective sub-fund itself.

The company or individual sub-funds may also bear the aforementioned costs and fees for their (direct or indirect) subsidiaries and co-investments.

All fees and costs shall be subject to any value added tax that may be incurred.

Art. 23. Conflicts of Interest. If a Director should have a personal interest that conflicts with the interests of the Company in connection with a business transaction by the Company, that Director shall inform the Board of Directors of this conflicting interest and shall not participate in consultations or votes connected with said business transaction This business transaction as well as the Director's personal interest in it shall be reported at the next general shareholders' meeting.

The above provisions shall not be applied to Board of Directors resolutions that relate to day-to-day business transactions which have been entered under normal conditions.

If a quorum cannot be constituted by the Board of Directors due to a conflict of interest on the part of one or more Directors, the relevant resolutions shall then be passed by a majority of the Directors who are present or represented at such a Board of Directors meeting.

No contract or other transaction between the Company and other companies or enterprises shall be affected by or invalidated by the fact that one or more Directors of the Company have a personal interest in or are members of the Board of Directors, partners, shareholders, associates, authorised representatives or employees of another company or another enterprise. A Director of the Company who simultaneously exercises functions as Director, managing director or employee of another company or firm with which the Company concludes contracts or otherwise enters into business relations shall not be prevented from expressing his opinion on any matters regarding such a contract or transaction, casting his vote or undertaking other actions solely on the basis of his membership of that company or firm.

Art. 24. Exemption and Compensation. The Company shall compensate the Directors, managing directors, senior executives and employees and every representative of the investment committee, if such exists, for every liability and all receivables, claims, damages and liabilities which they are subject to in certain circumstances as a result of their role as Director, managing director, senior executive or employee or representative of the investment committee, or as a result of an action they have taken or failed to take in connection with the Company, out of the Company's assets, if applicable, or out of the relevant sub-fund, if applicable, provided this was not caused by gross negligence, fraud or wilful misconduct, and/or shall exempt them from such liability or such receivables, claims, damages and liabilities. The liability exemption and compensation of the investment advisor or investment manager shall be governed by the provisions of the pertinent contracts.

Art. 25. Independent Auditors. The data and information contained in the Company's annual report shall be audited by one or more independent auditors who are qualified as "réviseurs d'entreprises agréés" ("approved statutory auditors") and have been commissioned by the general shareholders' meeting and paid by the Company.

The auditors shall comply with all obligations stipulated by the Law of 13 February 2007.

IV. General Shareholders' Meetings - Financial Year - Dividend Payouts

Art. 26. Representation. At the time of its formation or at a later date, the Company may have one single shareholder by grouping all of the shares with one shareholder. The death or dissolution of the single shareholder shall not lead to the dissolution of the Company.

If the Company has more than one shareholder, the general shareholders' meeting shall represent the entirety of the shareholders. Its resolutions shall be binding for all shareholders of the Company. It shall have the legal powers to instruct, implement and approve all actions associated with the activities and operations of the Company. Its resolutions shall be binding for all shareholders, as long as said resolutions comply with Luxembourg law and these articles of association, in particular insofar as they do not interfere with the rights of the separate meetings of the shareholders of a specific sub-fund.

If the Company only has one single shareholder, that shareholder shall exercise the powers of the general shareholders' meeting.

Art. 27. General Shareholders' Meetings. The Company's annual general shareholders' meeting shall take place in compliance with Luxembourg law at the Company's registered office in Luxembourg or at another place in Luxembourg stated in the notice of the meeting, on the fifteenth day of the month of May each year at 2:00 pm. If the banks are not open in Luxembourg on that day, the annual general shareholders' meeting shall be held on the first business day thereafter. The annual general shareholders' meeting may be held in a foreign country, if extraordinary circumstances require it to be, at the discretion of the Board of Directors.

Other shareholders' meetings may be held at the time and place stated in the notice of the meeting.

The legally required quorum and notification periods shall apply to the holding of a general shareholders' meeting, unless otherwise specified in these articles of association.

The general shareholders' meeting shall be called by the Board of Directors via a notice of the meeting, which shall include the agenda. Meetings shall be called and convened in the legally required form.

The agenda shall be prepared by the Board of Directors, unless the meeting takes place on the basis of a written request of shareholders provided for by law; in this case the Board of Directors may prepare an additional agenda.

If all shareholders are present or represented at a general shareholders' meeting and if they confirm they have knowledge of the agenda for the meeting, it may be held without prior notice or publication.

The business to be addressed at a general shareholders' meeting shall be restricted to matters that are set out in the agenda (which must include all matters that are prescribed by law) and matters which arise in connection with them, unless all shareholders agree on a different agenda.

The Board of Directors may specify any other conditions, which the shareholders must meet in order to be able to take part in the general shareholders' meetings.

In the case of matters which affect the Company as a whole, the shareholders of the Company shall vote together. A separate vote shall, however, be carried out in the case of matters that only affect one or more sub-fund.

If the Company only has one single shareholder, his resolutions shall be documented in the minutes.

Art. 28. Majority Requirements. Each share shall entitle the holder to one vote, irrespective of the net asset value per share within a sub-fund/share class, in compliance with Luxembourg law and these articles of association. A shareholder may authorise another person (who does not have to be a shareholder and who may be a Director in the Company) to represent him at the general shareholders' meeting. The power of attorney granted for this purpose may be issued in writing or in the form of a telegram, fax, email or equivalent form of communication.

General shareholders' meeting resolutions shall be passed with a simple majority of the present or represented shareholders, unless otherwise stipulated by law or in these articles of association.

Art. 29. Financial Year. The Company's financial year shall begin on 1 January each year and end on 31 December of the following year.

The company's accounts shall be reported in CHF and shall be prepared on a consolidated basis, including all sub-funds, on the basis of the generally accepted accounting principles in Luxembourg.

Art. 30. Dividends and Payouts. The general shareholders' meeting shall decide on the basis of a proposal by the Board of Directors and within the statutory framework whether and to what extent dividends shall be paid out.

The Board of Directors may pay out interim dividends.

Dividends shall be paid in the respective sub-fund currency at a time determined by the Board of Directors. Any dividend payout which has not been collected within five years of its determination shall be forfeited and returned to the Company or respective sub-fund.

No interest shall be paid on dividends which have been declared by the Company and kept in its safe custody for use by the beneficiaries.

V. Final Provisions

Art. 31. Custodian Bank. The company shall conclude a custodian bank agreement with a bank which is licensed to conduct banking transactions in accordance with the Law of 5 April 1993 on the financial services sector, to the extent prescribed by law.

Art. 32. Dissolution. The company may be liquidated at any time by a resolution of the general shareholders' meeting subject to the quorum and majority requirements in accordance with Article 35 of these articles of association.

If the net asset value of the Company falls below two-thirds of the legally prescribed minimum capital of one million two hundred and fifty thousand euros (EUR 1,250,000.00), the Board of Directors must refer the decision regarding the dissolution of the Company to the general shareholders' meeting. The general shareholders' meeting, at which a quorum is not required, shall make its decision with a simple majority of the votes of the shareholders represented at the general shareholders' meeting. If the net asset value should fall below one-quarter of the minimum capital prescribed by law, i.e. one million two hundred and fifty thousand euros (EUR 1,250,000.00), then one-quarter of the votes of the shareholders present at the general shareholders' meeting shall be sufficient for the dissolution of the Company, without a quorum being required at the general shareholders' meeting. The general shareholders' meeting must be called so that it is held within thirty business days of establishing that the net asset value of the Company has fallen below two-thirds of the minimum capital prescribed by law.

Art. 33. Liquidation. The liquidation of the Company shall be undertaken by one or more liquidators who are natural persons or legal entities. The general shareholders' meeting shall appoint the liquidators and define their responsibilities and compensation.

The assets of the Company/sub-fund shall be liquidated in an orderly fashion upon dissolution of the Company. The proceeds of the liquidation of the investments shall be strictly paid out in cash.

Art. 34. Dissolution and Liquidation or Amalgamation of Sub-Funds.

(1) The general shareholders' meeting for a sub-fund shall have the right to resolve the dissolution and liquidation of the respective sub-fund of the Company or its amalgamation with another sub-fund of the Company or with another undertaking for collective investment (UCI) or a sub-fund of a UCI.

(2) Such a resolution shall be passed with a simple majority of the shareholders of the respective sub-fund.

(3) A resolution by the general shareholders' meeting for the respective sub-fund to liquidate a sub-fund or amalgamate a sub-fund in accordance with the prior subsection shall be communicated in writing to the shareholders of the sub-fund affected by the liquidation or the sub-fund to be absorbed within the scope of the amalgamation and if applicable, published in accordance with the specifications of the Board of Directors.

(4) As of the date of the resolution regarding the dissolution and liquidation or amalgamation of the sub-fund, the anticipated costs to be incurred in connection with the dissolution and liquidation or amalgamation shall be taken into account in the calculation of the net asset value of the sub-fund concerned.

(5) In the following limited cases, the aforementioned dissolution and liquidation or amalgamation of a sub-fund may be resolved by the Board of Directors:

a) If, on a valuation day, the net sub-fund assets have fallen below an amount which appears to be the minimum amount needed to manage the sub-fund in an economically viable manner.

b) If it does not appear to be sensible to continue to manage the sub¬fund due to a major change in the economic or political environment or for reasons of economic viability.

(6) The aforementioned resolutions of the Board of Directors shall be communicated to the shareholders in the way described above. If required by regulatory law, the resolution to amalgamate a sub-fund shall be communicated one month before it takes effect in order to give shareholders the opportunity to redeem or convert their shares free of charge before this deadline. In the case of such a free-of-charge redemption by the shareholder, the redemption price shall be paid out in accordance with the deadlines of the respective sub-fund, which are specified in the Private Placement Memorandum.

(7) In the absence of a resolution by the Board of Directors to the contrary, in the event of a liquidation of the sub-fund, the repurchase of shares shall cease and the assets of this sub-fund shall be realised, the liabilities settled and discharged and the corresponding net liquidation proceeds distributed to the shareholders in proportion to their participation in this sub-fund.

(8) Net liquidation proceeds that have not been collected by shareholders by the closing of the liquidation process shall be deposited at the CAISSE DES CONSIGNATIONS in the Grand Duchy of Luxembourg by the custodian bank for the account of the entitled shareholders upon the conclusion of the liquidation process, whereby these amounts shall be forfeited if they are not claimed within the statutory time limit.

(9) An amalgamation is conducted by converting the shares of one or more sub-funds into shares of an existing or newly launched sub-fund/UCI. Such a conversion shall be made on the basis of the net asset value of the shares of the sub-fund/UCI to be converted, which shall be determined on the specified conversion date. New shares shall be issued in exchange for the redemption of shares of the sub-fund(s) to be absorbed.

(10) The amalgamation of a sub-fund of the Company with a Luxembourg fonds commun de placement (collective investment fund) or a sub-fund of such a fonds commun de placement, where the sub-fund to be absorbed is the Company's sub-fund, may likewise be resolved by the meeting of the shareholders of the affected sub-fund in accordance with the aforementioned conditions. Such an amalgamation shall, however, only be binding for those shareholders who have voted in favour of this amalgamation. The shares of those shareholders who have not voted in favour of the amalgamation shall be redeemed at the relevant net asset value.

Art. 35. Changes and Amendments to the Articles of Association. These articles of association may be changed or amended at a general shareholders' meeting in accordance with the regulations regarding the quorum and majority requirements specified in the most current version of the Law of 10 August 1915 on commercial companies (as amended).

Art. 36. Applicable Law. All matters not covered by these articles of association shall be decided in accordance with the Law of 10 August 1915 on commercial companies and the most current version of the Law of 13 February 2007 (each as amended).“

In Folge dieser Ergänzung wird die englische Sprache die Amtssprache der Gesellschaft. Im Fall von Unterschieden unter dem englischen Text und dem deutschen Text, wird sich der englische Text durchsetzen.

Da die Tagesordnung erschöpft ist und niemand das Wort ergreift wurde die Versammlung um 10.30 Uhr geschlossen.

Der unterzeichnende Notar, welcher Englisch versteht und spricht, erklärt hiermit, dass die vorliegende Urkunde auf Verlangen der erschienenen Personen in Englischer Sprache gehalten ist, gefolgt von einer deutschen Übersetzung, ebenfalls auf Verlangen derselben erschienenen Personen, und dass im Falle von Widersprüchen zwischen dem Englischen und dem Deutschen Text die englische Fassung Vorrang genießen soll.

Wovon die vorliegende notarielle Urkunde an dem eingangs erwähnten Tag in Luxemburg aufgesetzt wurde.

Nachdem dieses Dokument den erschienenen Personen, welche dem Notar nach ihrem Namen, Vornamen, Personenstand und Wohnsitz bekannt sind, vorgelesen wurde, wurde es von den besagten erschienenen Personen gemeinsam mit Uns dem Notar unterzeichnet.

Gezeichnet: B. GOURDAIN, C. VALET, K. CRELOT, J.-J. WAGNER.

Einregistriert zu Esch/Alzette, A.C., am 14. Januar 2014. Relation: EAC/2014/764. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014011466/1286.

(140013205) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

Universal-Investment-Luxembourg S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 18-20, rue Gabriel Lippmann.

R.C.S. Luxembourg B 75.014.

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Das Verwaltungsreglement betreffend den Fonds ASSETS NB Global, welcher von der Universal-Investment-Luxembourg S.A. verwaltet wird, wurde in geänderter Fassung beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Munsbach, den 28. Januar 2014.

Für den ASSETS NB Global
Universal-Investment-Luxembourg S.A.
Anja Richter / Katrin Nickels

Référence de publication: 2014011966/15.

(140012403) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

Versailles III Partners, Société à responsabilité limitée.

Capital social: EUR 75.000,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 148.474.

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Il est porté à la connaissance de tiers que suite à un contrat de cession de parts sociales en date du 20 novembre 2013:

- Monsieur Philippe Pirson a transféré 56,250 parts sociales qu'il détenait dans Versailles III Partners S.à r.l. à Monsieur Patrick Le Juste.

Suite à ce contrat de cession de parts sociales, Monsieur Patrick Le Juste détient 56,250 parts sociales dans Versailles III Partners S.à r.l. et Monsieur Philippe Pirson détient 18,750 parts sociales dans Versailles III Partners S.à r.l.

Pour la société
Un mandataire

Référence de publication: 2014000414/15.

(130223473) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Ufilug S.A., Société Anonyme.

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

R.C.S. Luxembourg B 143.632.

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Il est à noter que les nom et prénom de Jeanne-Hélène Pouret, administrateur de la Société, doivent être corrigé. En lieu et place d'"Hélène Prouet", il convient d'écrire et de lire "Jeanne-Hélène Pouret".

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

Luxembourg, le 17 décembre 2013.
King & Wood Mallesons
Alexandrine Armstrong-Cerfontaine
Avocat

Référence de publication: 2014000410/14.

(130223368) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Uniworld River Cruises S.A., Société Anonyme.

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

R.C.S. Luxembourg B 102.764.

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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 30 décembre 2013.

Référence de publication: 2014000411/10.

(130223671) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Upscalia S.A., Société Anonyme.

Siège social: L-1148 Luxembourg, 16, rue Jean l'Aveugle.

R.C.S. Luxembourg B 156.537.

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EXTRAIT

Il résulte des résolutions de l'Assemblée Générale Extraordinaire du 02 décembre 2013 que:

- L'assemblée décide de révoquer le commissaire actuel, la société Reviconsult S.à r.l., ayant son siège social au 16, rue Jean l'Aveugle, L-1148 Luxembourg, avec effet immédiat.

- L'assemblée décide de nommer comme commissaire Monsieur Olivier DEDOBBELEER né le 09 avril 1983 à Namur (Belgique), demeurant professionnellement au 16, rue Jean l'Aveugle, L-1148 Luxembourg. Son mandat viendra à expiration lors de l'Assemblée Générale Ordinaire de l'an 2018.

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

Pour extrait conforme
Luxembourg.

Référence de publication: 2014000412/17.

(130223689) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Volutis Asset Management Spf, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1940 Luxembourg, 296-298, roue de Longwy.

R.C.S. Luxembourg B 179.971.

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Extrait rectificatif de l'assemblée générale extraordinaire du 4 novembre 2013

Extrait initial déposé le 7 novembre 2013 sous le numéro L130189662

Il résulte du procès-verbal de l'assemblée générale extraordinaire des actionnaires, tenue en date du 4 novembre 2013:

Que suite à la démission de Monsieur Sébastien THIBAL de ses fonctions d'administrateur et de délégué à la gestion journalière en date du 4 novembre 2013,

L'assemblée nomme en remplacement au poste d'administrateur et de délégué à la gestion journalière jusqu'à l'Assemblée Générale annuelle statuant sur les comptes de 2018:

- Monsieur François NEVEJANS, Directeur Général, né le 2 janvier 1968 à Boulogne Billancourt, France, demeurant au 27A chée de Charleroi B-1060 Saint Gilles, Belgique.

Le mandataire

Référence de publication: 2014000415/17.

(130223611) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Sirio Holding Luxembourg S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1260 Luxembourg, 92, rue de Bonnevoie.

R.C.S. Luxembourg B 139.195.

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Le bilan approuvé 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 30 décembre 2013.

Référence de publication: 2014000380/10.

(130223573) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Snack Ankara II S.à r.l., Société à responsabilité limitée.

Siège social: L-4025 Esch-sur-Alzette, 22, route de Belvaux.

R.C.S. Luxembourg B 86.944.

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

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

Référence de publication: 2014000382/10.

(130223493) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

TOH Licences S.A., Société Anonyme Soparfi.

Siège social: L-7619 Larochette, 10-12, rue de Medernach.

R.C.S. Luxembourg B 115.918.

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EXTRAIT

Il résulte de l'assemblée générale ordinaire tenue extraordinairement à Larochette le 12 décembre 2013 de décisions suivantes:

- révocations avec effet immédiat des administrateurs suivants: de Mr SEEN Albert et celle de Mme GOKKE Raymonde;

- acceptation de la démission de la société ANDREAS CAPITAL SUXESKEY S.A. (anc. "Suxeskey") en tant qu'administrateur;

- acceptation de la démission de la société AUTONOME DE REVISION en tant que commissaire;

En lieu et à la place, l'assemblée générale nomme les mandats des personnes suivantes jusqu'à l'assemblée qui se tiendra en 2019:

En tant qu'Administrateurs:

- ANDREAS MANAGEMENT SERVICES Sàrl, société de droit luxembourgeoise, ayant son siége social à 10-12, rue de Medernach, L-7619 Larochette avec effet à partir du 15/08/2013;

- Monsieur SCHREUDERS Bastiaan Lodewijk Melchior, ayant son siège professionnel à 1012, rue de Medernach, L-7619 Larochette avec effet à partir du 15/08/2013;

- Monsieur ROTTEVEEL Joseph, demeurant professionnellement à 10-12, rue de Medernach, L-7619 Larochette avec effet à partir du 15/08/2013

En tant que Commissaire aux comptes:

- ANDREAS AUDIT SERVICES, société de droit luxembourgeoise ayant son siége social à 10-12, rue de Medernach, L-7619 Larochette avec effet à partir du 15/08/2013.

Conformément aux dispositions de l'article 51bis de la loi du 10 août 1915 sur les sociétés commerciales, l'Assemblée désigne Monsieur SCHREUDERS Bastiaan Lodewijk Melchior, 10-12, rue de Medernach, L-7619 Larochette, comme représentant permanent de la société ANDREAS MANAGEMENT SERVICES Sàrl, inscrite au RCSL sous le numéro B-179712.

Pour extrait conforme
Luxembourg, le 30 décembre 2013.

Référence de publication: 2014000404/32.

(130223378) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

World Rail Company S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 88.659.

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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: 2014000424/10.

(130223851) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Turgot S.A., Société Anonyme.

Siège social: L-1280 Luxembourg, 1, rue du Père Jacques Brocquart.

R.C.S. Luxembourg B 153.048.

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Les comptes annuels de l'exercice clôturé 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: 2014000407/10.

(130223481) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Aguila PAI S.à r.l., Société à responsabilité limitée.

Capital social: CHF 3.833.972,67.

Siège social: L-2520 Luxembourg, 43-45, allée Scheffer.

R.C.S. Luxembourg B 157.656.

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Lors du conseil de gérance tenu en date du 28 octobre 2013, les gérants ont décidé de transférer le siège social de la Société du 12, Rue Guillaume Schneider, L-2522 Luxembourg au 43-45, Allée Scheffer, L-2520 Luxembourg, avec effet au 1 er janvier 2014.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 30 décembre 2013.

Référence de publication: 2014000470/13.

(140000131) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 janvier 2014.

CVR Concept S. à r.l., Société à responsabilité limitée.

Siège social: L-8080 Bertrange, 74, route de Longwy.

R.C.S. Luxembourg B 115.805.

—

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 CVR CONCEPT SARL
Signature

Référence de publication: 2014000096/11.

(130223610) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

D.Loisirs S.A., Société Anonyme.

Siège social: L-6360 Grundhof, 2, route de Beaufort.

R.C.S. Luxembourg B 106.346.

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RECTIFICATIF

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: 2014000099/10.

(130223507) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Dana International Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 9.442.604,00.

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

R.C.S. Luxembourg B 124.210.

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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 30 décembre 2013.

Référence de publication: 2014000100/10.

(130223693) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Deimex S.A., Société Anonyme.

Siège social: L-9911 Troisvierges, ZI In den Allern.

R.C.S. Luxembourg B 103.958.

—

Date de clôture des comptes annuels au 31/12/2012 a été déposée au registre de commerce et des sociétés de Luxembourg.

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

DERENBACH, le 30/12/2013.
FRL SA
Signature

Référence de publication: 2014000109/13.

(130223533) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Cargo Consulting S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 15-17, avenue Gaston Diderich.

R.C.S. Luxembourg B 67.758.

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Le Bilan au 31 octobre 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.
Luxembourg, le 30 décembre 2013. Signature.

Référence de publication: 2014000075/10.

(130223720) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Eidôlon, Société à responsabilité limitée.

Capital social: EUR 17.500,00.

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

R.C.S. Luxembourg B 170.437.

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En date du 20 novembre 2013, l'associé Dominique Sciamma, avec adresse au 13, rue de l'aqueduc, 75010 Paris, France, a transféré 2.223 parts sociales de la manière suivante:

- 1.111 parts sociales, à Guillaume Jouannet, avec adresse au 30, rue Breguet, 75011 Paris, France, qui les acquiert;

- 1.112 parts sociales, à Arthur Dagard, avec adresse au 32, Boulevard de la Marne, 94130 Nogent-sur-Marne, France, qui les acquiert;

En conséquence, les associés de la société sont les suivants:

- 360 Capital 2011 Investissement S.A., avec siège social au 26-28, rives de Clausen, L-2165 Luxembourg, avec 2.500 Parts de Préférence.

- Partech Entrepreneur, représenté par sa société de gestion Partech International Partners, avec siège social au 12, rue de Penthièvre, 75008 Paris, France, avec 2.500 Parts de Préférence.

- Mark Levy, avec adresse au 23915 SE, 8 th Place, WA 98075 Sammamish, Etats-Unis, avec 375 parts sociales.

- Cyrille Couadou, avec adresse au 612, Batterie de Villy, 1918 La Tzoumaz, Suisse, avec 1.349 parts sociales.

- Guillaume Jouannet, précité, avec 4.076 parts sociales.

- Arthur Dagard, précité, avec 4.077 parts sociales.

- Dominique Sciamma, précité, avec 123 parts sociales.

- Nicolas Lapomarda, avec adresse au 24, Traverse des Loubets, 13011 Marseille, France, avec 2.500 parts sociales.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 30 décembre 2013.

Référence de publication: 2014000125/26.

(130223624) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Ecolab Lux 9 S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 171.985.

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Extrait de la lettre de démission du 20 décembre 2013

En date du 20 décembre 2013, Monsieur Laurent Métraux, a démissionné en tant que gérant de catégorie B de la société Ecolab Lux 9 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 13-15, avenue de la Liberté, L-1931 Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 171.985, et ce avec effet au 20 décembre 2013.

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

Fait à Luxembourg, le 30 décembre 2013.

Signature

Un mandataire

Référence de publication: 2014000124/16.

(130223814) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Euro-Zone Office Investments S.A., Société Anonyme.

Siège social: L-1255 Luxembourg, 48, rue de Bragance.

R.C.S. Luxembourg B 104.157.

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EXTRAIT

Il résulte des résolutions de l'Assemblée Générale Extraordinaire sous seing privé de la Société tenue en date du 12 décembre 2013 au siège social que:

L'actionnaire unique a pris acte de la démission de Monsieur Fabrice Huberty de son poste d'administrateur avec effet au 12 décembre 2013.

Monsieur Michel de Groote, résident professionnellement au 48, rue de Bragance L-1255 Luxembourg, est nommé administrateur de la Société. Son mandat prend effet au 12 décembre 2013 et prendra fin lors de l'Assemblée Générale qui se prononcera sur les comptes de l'exercice clôturé au 31 décembre 2013.

Dès lors, le conseil d'administration se compose de:

- Raf Bogaerts, administrateur de sociétés, avec adresse professionnelle au 48 rue de Bragance, L-1255 Luxembourg;

- Michel de Groote, administrateur de sociétés, avec adresse professionnelle au 48 rue de Bragance, L-1255 Luxembourg;

- Willem Hopman, administrateur de sociétés, avec adresse professionnelle au 111 Jachthavenweg, NL-1081 KM Amsterdam, Pays-Bas.

Pour extrait conforme

Référence de publication: 2014000146/22.

(130223824) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 décembre 2013.

Princess Home & Style, Société à responsabilité limitée.

Siège social: L-9946 Binsfeld, 2, Op Tomm.

R.C.S. Luxembourg B 181.799.

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STATUTS

L'an deux mil treize, le quatorze novembre

Par devant Maître Joëlle SCHWACHTGEN, notaire de résidence à Wiltz.

A comparu:

1. - Monsieur Jules FINCK, né le 15 novembre 1972 à Luxembourg, demeurant à L-9946 Binsfeld, 2, Op Tomm

Lequel comparant, présent ou tel que représenté, a requis le notaire instrumentant de dresser un acte d'une société à responsabilité limitée, qu'ils déclarent constituer entre eux et dont ils ont arrêté les statuts comme suit:

Dénomination - Siège - Durée - Objet - Capital

Art. 1 er . Il est formé entre les souscripteurs et tous ceux qui deviendront propriétaires des parts sociales ci-après créées une société à responsabilité limitée sous la dénomination de «Princess Home & Style».

Art. 2. Le siège social de la société est établi dans la commune de Weiswampach.

Il pourra être transféré en tout autre lieu du Grand-Duché de Luxembourg par décision des associés.

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

Art. 4. La société a pour objet la projection, la confection, la fabrication, la commercialisation, la pose et le montage d'articles d'ameublement et de décoration fabriqués en série de même que la planification et la création de concepts d'aménagement intérieur et d'aménagement et d'isolation de combles, la commercialisation de produits liés au design, aux châssis et à la menuiserie au sens large.

Elle peut également procéder à la fabrication et à la commercialisation de bibelots, de jouets et de tous autres articles en bois, ainsi qu'à l'achat, la vente et la restauration de meubles anciens et antiquités en tous genres.

La société peut encore acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

Elle pourra en outre effectuer toutes opérations commerciales, financières, mobilières et immobilières se rapportant directement ou indirectement à l'objet ci-dessus et susceptibles d'en faciliter l'extension ou le développement.

Art. 5. Le capital social est fixé à douze mille cinq cents euros (12.500.-€) divisé en cent (100) parts sociales de cent vingt-cinq euros (125.-EUR) chacune,

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

Art. 6. Les parts sociales sont insaisissables. Elles ne peuvent être cédées entre vifs à un non associé que de l'accord du ou des associés représentant l'intégralité des parts sociales.

En cas de refus de cession les associés non-cédants s'obligent eux-mêmes à reprendre les parts offertes en cession.

Les valeurs de l'actif net du bilan serviront de base pour la détermination de la valeur des parts à céder.

Art. 7. Le décès, l'incapacité, la faillite ou la déconfiture d'un associé n'entraînera pas la dissolution de la société.

En cas de transmission pour cause de mort à des non-associés, les parts sociales ne peuvent être transmises pour cause de mort à des non-associés que moyennant l'agrément unanime des associés survivants.

En cas de refus d'agrément il est procédé comme prévu à l'article 6

Art. 8. Les créanciers, ayants-droit ou héritiers, alors même qu'il y aurait parmi eux des mineurs ou incapables, ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société, ni s'immiscer de quelque manière dans les actes de son administration; pour faire valoir leurs droits ils devront s'en rapporter aux inventaires de la société et aux décisions des assemblées générales.

Gérance - Assemblée générale

Art. 9. La société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables ad nutum à tout moment par l'assemblée générale qui fixe les pouvoirs et les rémunérations.

Le ou les gérants sont nommés par l'assemblée générale. Ils sont nommés pour une durée indéterminée. Leurs pouvoirs sont définis dans l'acte de nomination.

Art. 10. Le ou les gérants ne contractent en raison de leurs fonctions aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 11. Pour engager valablement la société, la signature du ou des gérants est requise.

Art. 12. Chaque associé peut participer aux décisions collectives quelque soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède.

Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale. Article 13:Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les décisions collectives ayant pour objet une modification des statuts doivent réunir les voix des associés représentant les trois quarts du capital social.

Année sociale - Bilan

Art. 14. L'année sociale commence le premier janvier et finit le trente-et-un décembre de chaque année.

Chaque année, le 31 décembre, les comptes annuels sont arrêtés et la gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la société ainsi qu'un bilan et un compte de pertes et profits.

Art. 15. Les produits de la société, déduction faite des frais généraux et des charges sociales, de tous amortissements de l'actif et de toutes provisions pour risques commerciaux et industriels, constituent le bénéfice net.

Sur le bénéfice net constaté, il est prélevé cinq pourcent (5%) pour la constitution d'un fonds de réserve légale jusqu'à ce que celui-ci ait atteint le dixième du capital social.

Le surplus du bénéfice est à la libre disposition des associés.

Les associés pourront décider, à la majorité fixée par les lois afférentes, que le bénéfice, déduction faite de la réserve, pourra être reporté à nouveau ou versé à un fonds de réserve extraordinaire ou distribué aux associés.

Dissolution - Liquidation

Art. 16. En cas de dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, désignés par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 et de ses lois modificatives ou, à défaut, par ordonnance du Président du tribunal d'arrondissement, statuant sur requête de tout intéressé.

Le ou les liquidateurs auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

Disposition générale

Art. 17. La loi du 10 août 1915 concernant les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Mesure transitoire

Par dérogation, le premier exercice commence le jour de la constitution pour finir le 31 décembre 2014.

Souscription et Libération

Le capital social est souscrit comme suit:

- Monsieur Jules FINCK, prénommé, cent parts 100

Total des parts: cent parts 100

Toutes les parts ont été intégralement libérées en espèces, de sorte que la somme de douze mille cinq cents euros (12.500.-EUR) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentant, qui le constate expressément.

La propriété des parts sociales résulte des présents statuts ou des actes de cession de parts régulièrement consentis, sans qu'il y ait lieu à délivrance d'aucun titre.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, qui incombent à la société et qui sont mis à sa charge en raison de sa constitution, est évalué sans nul préjudice à la somme de 950.-EUR

Résolution de l'associé unique

Et à l'instant l'associé, représentant l'intégralité du capital social, a pris les résolutions suivantes:

1. -Le siège social de la société est établi à L-9946 Binsfeld, 2, Op Tomm

2. -Le nombre des gérants est fixé à un.

3. -L'assemblée générale désigne comme gérant pour une durée indéterminée, Monsieur Jules FINCK, prénommé.

La société sera valablement engagée par la signature du gérant.

Dont acte, fait et passé à Wiltz, en l'étude du notaire instrumentant, date qu'en tête.

Et après lecture faite et interprétation donnée aux comparants connus du notaire instrumentant par nom, prénom usuel, état et demeure, ils ont signé avec Nous notaire le présent acte.

Signé: Finck, Joëlle Schwachtgen.

Enregistré à Wiltz, le 14 novembre 2013. Relation: WIL/2013/759. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Pletschette.

POUR EXPEDITION CONFORME, délivrée à la société pour servir à des fins administratives.

Wiltz, le 25 novembre 2013.

Référence de publication: 2013164367/109.

(130200190) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 novembre 2013.

Koch Chemical Technology Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 2.668.000,00.

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

R.C.S. Luxembourg B 101.714.

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In the year two thousand and thirteen, on the seventh of November.

Before Us, Maître Francis Kesseler, notary residing in Esch/Alzette, Grand Duchy of Luxembourg.

THERE APPEARED:

Koch CTG S.à r.l., a private limited liability company (société à responsabilité limitée) established and existing under the laws of Luxembourg, having its registered office at Zone Industrielle Riedgen, L-3401 Dudelange, Grand Duchy of Luxembourg, having a share capital of nine million five hundred thirty-two thousand twenty-six Euro (EUR 9,532,026.00) and registered with the Luxembourg Trade and Companies Register under number B 90.563,

here represented by Mrs. Sofia Afonso-Da Chao Conde, employee, having her professional address at 5, rue Zénon Bernard, L-4030 Esch/Alzette, Grand Duchy of Luxembourg, by virtue of one (1) proxy given under private seal on November 7, 2013.

The said proxy, signed ne varietur by the proxy holder of the appearing person and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearing person, represented as stated here above, has requested the undersigned notary to state that:

I. The appearing person is the sole shareholder of the private limited liability company (société à responsabilité limitée) established and existing under the laws of Luxembourg under the name of "Koch Chemical Technology Investments S.à r.l." (the Company), with registered office at Zone Industrielle Riedgen, L-3401 Dudelange, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 101.714, established pursuant to a deed of Maître André-Jean-Joseph Schwachtgen, notary residing in Luxembourg, Grand Duchy of Luxembourg, dated June 24, 2004, published in the Mémorial C, Recueil des Sociétés et Associations number 924, dated September 16, 2004, and whose articles of association have been last amended pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg, dated January 24, 2008, published in the Mémorial C, Recueil des Sociétés et Associations number 652, dated March 15, 2008.

II. The Company's share capital is set at two million six hundred sixty-eight thousand Euro (EUR 2,668,000.00) represented by two thousand six hundred sixty-eight (2,668) shares of one thousand Euro (EUR 1,000.00) each.

III. The sole shareholder resolves to transfer the registered office of the Company from Zone Industrielle Riedgen, L-3401 Dudelange, Grand Duchy of Luxembourg, to 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg.

IV. Pursuant to the above resolutions, article 2 of the Company's articles is amended and shall henceforth read as follows:

" **Art. 2.** The registered office of the Company is established in the city of Luxembourg.

It may be transferred to any other address in the same municipality or to another municipality by a decision of the board of managers or by a resolution taken by the extraordinary general meeting of the shareholders, as required by the then applicable provisions of the law of August 10, 1915 on commercial companies, as amended.

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

In the event that in the view of the Manager(s) or of the Board of Managers extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand Duchy of Luxembourg. Such temporary measures will be taken and notified to any interested parties by one of the bodies or persons entrusted with the daily management of the Company."

Declaration

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

WHEREOF, the present deed was drawn up in Esch/Alzette, on the date first written above.

The document having been read to the proxyholder of the person appearing, who is known to the notary by her full name, civil status and residence, she signed together with Us, the notary, the present deed.

Suit la traduction en langue française du texte qui précède:

L'an deux mille treize, le sept novembre.

Par-devant Nous, Maître Francis Kesseler, notaire de résidence à Esch/Alzette, Grand-Duché de Luxembourg.

A COMPARU:

Koch CTG S.à r.l., une société à responsabilité limitée constituée et existante selon les lois luxembourgeoises, ayant son siège social à Zone Industrielle Riedgen, L-3401 Dudelange, Grand-Duché de Luxembourg, ayant un capital social de neuf millions cinq cent trente-deux mille vingt-six Euro (EUR 9.532.026,00) et enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 90.563,

ici représentée par Mme Sofia Afonso-Da Chao Conde, employée, ayant son adresse professionnelle au 5, rue Zénon Bernard, L-4030 Esch/Alzette, en vertu d'une (1) procuration donnée sous seing privé le 7 novembre 2013.

Laquelle procuration, après avoir été signée ne varietur par le mandataire du comparant et le notaire instrumentaire, demeurera annexée aux présentes pour être enregistrée avec elles.

Le comparant, représenté par son mandataire, a requis le notaire instrumentaire d'acter que:

I. Le comparant est l'associé unique de la société à responsabilité limitée établie au Grand-Duché de Luxembourg sous la dénomination «Koch Chemical Technology Investments S.à r.l.» (la Société), ayant son siège social à Zone Industrielle Riedgen, L-3401 Dudelange, Grand-Duché de Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 101.714, constituée suivant acte reçu par Maître André-Jean-Joseph Schwachtgen, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, en date du 24 juin 2004, publié au Mémorial C, Recueil des Sociétés et Associations numéro 924, en date du 16 septembre 2004, et dont les statuts ont été modifiés pour la dernière fois par acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

en date du 24 janvier 2008, publié au Mémorial C, Recueil des Sociétés et Associations numéro 652, en date du 15 mars 2008.

II. Le capital social de la Société est fixé à deux millions six cent soixante-huit mille Euro (EUR 2.668.000,00), représenté par deux mille six cent soixante-huit (2.668) parts sociales d'une valeur nominale de mille Euro (EUR 1.000,00) chacune.

III. L'associé unique décide de transférer le siège social de la Société de Zone Industrielle Riedgen, L-3401 Dudelange, Grand-Duché de Luxembourg, au 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg.

IV. Suite aux résolutions prises ci-dessus, l'article 2 des statuts de la Société est modifié pour avoir désormais la teneur suivante:

« **Art. 2.** Le siège social de la Société est établi dans la ville de Luxembourg.

Il pourra être transféré à toute autre adresse à l'intérieur de la même commune ou dans une autre commune par simple décision du conseil de gérance ou par une résolution de l'assemblée générale des actionnaires, suivant les exigences des dispositions alors applicables de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée.

La Société peut avoir des bureaux et succursales, tant au Grand-Duché de Luxembourg qu'à l'étranger.

Au cas où le/les Gérant(s) ou le Conseil de Gérance estimeraient que des événements extraordinaires d'ordre politique, économique ou social compromettent l'activité normale au siège social ou la communication aisée avec ce siège ou entre ce siège et l'étranger ou que de tels événements sont imminents, ils pourront transférer temporairement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales. Ces mesures provisoires n'auront aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire du siège, restera régie par la loi luxembourgeoise. Ces mesures provisoires seront prises et portées à la connaissance de tout intéressé par l'un des organes ou par l'une des personnes qui est en charge de la gestion journalière de la Société.»

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête du mandataire de la personne comparante, le présent acte est rédigé en anglais suivi d'une version française. A la requête de la même personne et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

DONT PROCES-VERBAL, fait et passé à Esch/Alzette, les jour, mois et an qu'en tête des présentes.

Lecture faite et interprétation donnée au mandataire de la personne comparante, connue du notaire par ses nom et prénom, état et demeure, elle a signé avec Nous, notaire, le présent acte.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette, Actes Civils, le 15 novembre 2013. Relation: EAC/2013/14895. Reçu soixante-quinze euros (75,00 €).

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME

Référence de publication: 2013165544/109.

(130201908) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 novembre 2013.

Oeste International S.A., Société Anonyme.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 81.283.

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Extrait des décisions prises par l'associée unique en date du 18 décembre 2013

1. M. Anthony AUDIA a démissionné de son mandat d'administrateur avec effet au 12 décembre 2013.

2. M. Eric MAGRINI a démissionné de ses mandats d'administrateur, de président du conseil d'administration et d'administrateur-délégué avec effet au 9 décembre 2013.

3. M. Philippe TOUSSAINT a démissionné de son mandat d'administrateur avec effet au 31 août 2013.

4. La société à responsabilité limitée COMCOLUX S.à r.l. a démissionné de son mandat de commissaire avec effet au 12 décembre 2013.

5. M. Matthijs BOGERS, administrateur de sociétés, né le 24 novembre 1966 à Amsterdam (Pays-Bas), demeurant professionnellement à L-1528 Luxembourg, 11-13, boulevard de la Foire, a été nommé comme administrateur avec effet au 18 décembre 2013 jusqu'à l'issue de l'assemblée générale ordinaire de 2014.

6. M. Stéphane HEPINEUZE, administrateur de sociétés, né le 18 juillet 1977, demeurant à Dieppe (France), demeurant professionnellement à L-1528 Luxembourg, 11-13, boulevard de la Foire, a été nommé comme administrateur avec effet au 18 décembre 2013 jusqu'à l'issue de l'assemblée générale ordinaire de 2014.

7. Mlle Mombaya KIMBULU, administrateur de sociétés, née le 9 août 1973 à Kinshasa (République Démocratique du Congo), demeurant professionnellement à L-1528 Luxembourg, 11-13, boulevard de la Foire, a été nommée comme administrateur avec effet au 18 décembre 2013 jusqu'à l'issue de l'assemblée générale ordinaire de 2014.

8. La société à responsabilité limitée EUROPEAN TRUST SERVICES (LUXEMBOURG) SARL, R.C.S. Luxembourg B n ° 33065, avec siège social à L-1528 Luxembourg, 11-13 boulevard de la Foire, a été nommée comme commissaire jusqu'à l'issue de l'assemblée générale ordinaire de 2014.

9. Le siège social a été transféré de L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte à L-1528 Luxembourg, 11-13 boulevard de la Foire avec effet au 18 décembre 2013.

Luxembourg, le 20.12.2013.

Pour extrait sincère et conforme

Pour OESTE INTERNATIONAL S.A.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013182787/32.

(130222594) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 décembre 2013.

New Enterprises S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 44.050.

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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.

Philippe SLENDZAK.

Référence de publication: 2013182765/10.

(130222767) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 décembre 2013.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 137.278.

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

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

Luxembourg, le 27 décembre 2013.

Référence de publication: 2013182882/10.

(130223204) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 décembre 2013.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 137.278.

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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 27 décembre 2013.

Référence de publication: 2013182883/10.

(130223213) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 décembre 2013.

Ayers Rock des 4 as, Société à responsabilité limitée unipersonnelle.

Siège social: L-4360 Esch-sur-Alzette, 2C, Porte de France.

R.C.S. Luxembourg B 173.683.

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

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

Référence de publication: 2013178453/9.

(130218288) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2013.

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