MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 491 **24 février 2014**

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

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 57.703.

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Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ORDINAIRE,

qui aura lieu le *12 mars 2014* à 11.30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2013, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2013.
4. Décision de la continuation de la société en relation avec l'article 100 de la législation des sociétés.
5. Nominations statutaires.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014027537/1023/18.

Somalux S.A. SPF, 'SOMALUX' Société de Matériel Luxembourgeoise S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 4.523.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra le *11 mars 2014* à 10:00 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2013
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Nominations Statutaires
5. Paiement de prestations volontaires
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014027538/795/18.

Lux Capital Fund S.C.A., SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1930 Luxembourg, 26, avenue de la Liberté.

R.C.S. Luxembourg B 152.733.

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Because of delays with the convocation of the annual general meeting of the shareholders on 19 February 2014 at 03:00 p.m. CET, this annual general meeting could not be validly held. We hereby invite you to attend the

RECONVENED ANNUAL GENERAL MEETING

of the shareholders of the Company to be held in Luxembourg at 26, avenue de la Liberté, L-1930 Luxembourg, on *12 March 2014* at 03.00 p.m. CET to deliberate and vote on the following agenda:

Agenda:

1. Report of the General Partner and report of the auditor.
2. Approval of the financial statements for the accounting year ended 30 September 2013 submitted by the General Partner.
3. Discharge of the General Partner and auditor in respect of the financial year ended 30 September 2013.
4. Appointment of the auditor for the new financial year.
5. Allocation of the year-end result.
6. Miscellaneous.

Each shareholder - individually or by proxy - will be able to participate in the annual general meeting if his shares have been deposited up to 6 March 2014 at the latest at the VPB Finance S.A., Luxembourg, and leaves them there until the end of the annual general meeting. Each shareholder, who complies with this requirement, will be admitted to the annual general meeting.

From the General Partner.

Référence de publication: 2014027534/755/25.

Abbey Holdings S.A., Société Anonyme Soparfi.

Siège social: L-5335 Moutfort, 4, Gappenhiehl.

R.C.S. Luxembourg B 27.285.

—

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *11 mars 2014* à 9.00 heures au siège de la société.

Ordre du jour:

1. Présentation et discussion des comptes au 31.12.2013.
2. Rapport de gestion du Conseil d'Administration.
3. Rapport du Commissaire aux comptes.
4. Décharge aux organes de la société.
5. Décision sur l'affectation du résultat.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014021862/17.

BCBL S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 99, Grand-rue.

R.C.S. Luxembourg B 122.830.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra le *17 Mars 2014* à 10.00 heures au siège de la société.

Ordre du jour:

1. Présentation et discussion des comptes au 31.12.2012 et au 31.12.2013
2. Rapport de gestion du Conseil d'Administration
3. Rapport du Commissaire aux comptes.
4. Décharge aux organes de la société.
5. Décision sur l'affectation du résultat.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014024354/17.

Eurizon Investment Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 58.206.

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Par la présente nous invitons les Actionnaires à participer à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

de notre Société qui se tiendra en présence d'un notaire à Luxembourg, au siège social, le *17 mars 2014* à 14 heures et de voter en faveur de l'ordre du jour suivant:

Ordre du jour:

1. Modification de l'"Article 4: Siège social" des statuts de la Société (les "Statuts") afin de permettre le transfert du siège social de la Société dans tout autre endroit de la commune de Luxembourg par simple décision du Conseil d'Administration de la Société.

2. Modification de l'"Article 8: Forme des actions" des Statuts afin de supprimer la possibilité pour l'actionnaire de demander l'émission d'un certificat représentatif de ses actions telles qu'inscrites dans le registre des actionnaires, ainsi que des dispositions y relatives.
3. Modification de l'"Article 9: Perte ou destruction des certificats d'actions" des Statuts afin de spécifier que l'article ne concerne que les certificats d'actions émis avant le 17 mars 2014.
4. Modification de l'"Article 12: Suspension du calcul de la valeur nette d'inventaire, de l'émission, du rachat et de la conversion des actions" des Statuts afin d'indiquer que le Conseil d'Administration de la Société est autorisé à suspendre temporairement le calcul de la valeur des actifs nets, ainsi que les émissions, les rachats et les conversions des actions d'un compartiment nourricier lorsque son OPCVM-maître suspend temporairement le calcul de la valeur des actifs nets, le rachat, le remboursement ou la souscription de ses actions/parts.
5. Modification de l'"Article 24: Pouvoirs du Conseil d'Administration" des Statuts afin d'indiquer qu'un compartiment de la Société peut souscrire, acquérir et/ou détenir des actions à émettre ou émises par un ou plusieurs autres compartiments de la Société.
6. Modification de l'"Article 24: Pouvoirs du Conseil d'Administration" des Statuts afin d'indiquer que le Conseil d'Administration de la Société peut créer un compartiment qualifié soit d'OPCVM-nourricier, soit d'OPCVM-maître, convertir un compartiment existant en un OPCVM-nourricier ou changer l'OPCVM-maître de l'un des compartiments nourriciers.
7. Modification de l'"Article 35: Liquidation et fusion des compartiments" des Statuts afin d'indiquer que la liquidation de l'OPCVM-maître, la fusion de l'OPCVM-maître avec un autre OPCVM ou la division de l'OPCVM-maître en deux OPCVM ou plus, entraînent la liquidation du compartiment nourricier.
8. Modification de l'"Article 35: Liquidation et fusion des compartiments" des Statuts afin de permettre au Conseil d'Administration de la Société de décider la fermeture d'un ou de plusieurs compartiments par apport à un ou plusieurs compartiments d'un autre OPC de droit luxembourgeois revêtant la forme d'un fonds commun de placement.
9. Modifications des Statuts pour supprimer les références aux certificats d'actions.
10. Modifications des Statuts pour supprimer les références aux actions au porteur.
11. Modifications des Statuts pour substituer les références à la loi du 20 décembre 2002 sur les organismes de placement collectif par celles de la loi du 17 décembre 2010 sur les organismes de placement collectif.
12. Modifications des Statuts pour mettre à jour les références réglementaires.
13. Diverses modifications d'ordre formel des Statuts.

Une version des Statuts tels qu'amendés est disponible, sans frais, sur simple demande, au siège social de la Société.

Les actionnaires sont informés que cette assemblée ne peut délibérer valablement que si la moitié au moins du capital est représentée et que les résolutions ne peuvent être adoptées qu'avec l'accord des deux tiers des voix des actionnaires présents ou représentés.

Les actionnaires désirant assister à cette assemblée doivent manifester leur intention et déposer leurs actions cinq jours francs avant l'assemblée générale auprès de State Street Bank Luxembourg S.A., 49, avenue J.F. Kennedy, L - 1855 Luxembourg.

Les actionnaires souhaitant être représentés lors de cette assemblée pourront obtenir le formulaire de procuration auprès du siège social de la société. Ce formulaire devra être renvoyé par fax le 13 mars 2014 au plus tard à l'attention de Mme Louise Chiappalone-Domiciliary Department de State Street Bank Luxembourg, au numéro: + 352 46 40 10 413 et/ou par email à l'adresse: Luxembourg-domiciliarygroup@statestreet.com, et/ou par courrier au siège social de la société.

Le Conseil d'Administration.

Référence de publication: 2014027531/755/57.

Investec Global Strategy Fund, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 139.420.

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RECTIFICATIF

Il y a lieu de rectifier comme suit la publication, dans le Mémorial C n° 1879 du 3 août 2013, page 90155, de la mention du dépôt au Registre de commerce et des sociétés des comptes 2012 de la société Investec Global Strategy Fund:

au lieu de:

"Les Comptes annuels au 31 Décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.",

lire:

"Les Comptes annuels au 31 Décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg."

Référence de publication: 2014027044/15.

Altmunster Investment S.A., Société Anonyme.

Siège social: L-1123 Luxembourg, 11, Plateau Altmünster.

R.C.S. Luxembourg B 107.260.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement au 2, avenue Charles de Gaulle, L-1653 Luxembourg, le *14 mars 2014* à 14.00 heures, avec l'ordre du jour suivant:

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014027524/534/17.

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

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 36.021.

—

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *12 mars 2014* à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 mars 2013, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 mars 2013.
4. Nominations statutaires.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2014027529/1023/17.

Paulzen Maschinenbau S. à r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 123.207.

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LIQUIDATION JUDICIAIRE

Extrait

Par jugement rendu en date du 9 janvier 2014, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, a ordonné en vertu de l'article 203 de la loi du 10 août 1915 concernant les sociétés commerciales, la dissolution et la liquidation de la société avec siège social à 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, dénoncé le 18 septembre 2009.

Le même jugement a nommé juge-commissaire Madame Anita LECUIT juge, et liquidateur Maître Georges HELLENBRAND, avocat, demeurant à Luxembourg.

Il ordonne aux créanciers de faire la déclaration de leurs créances avant le 31 janvier 2014 au greffe de la sixième chambre de ce Tribunal.

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

Luxembourg, le 17 janvier 2014.

Maître Georges HELLENBRAND

Le liquidateur

Référence de publication: 2014009672/20.

(140010857) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 janvier 2014.

Financière du Cazeau S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 64.483.

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Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ORDINAIRE,

qui aura lieu le *12 mars 2014* à 16.30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 30 novembre 2013, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 30 novembre 2013.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2014027532/1023/16.

Kensalys S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 74.503.

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Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ORDINAIRE,

qui aura lieu le *12 mars 2014* à 17.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2012, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2012.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2014027533/1023/16.

Deka-Währungen Global, Fonds Commun de Placement.

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Die Deka International S.A., Luxemburg, als Verwaltungsgesellschaft des nach Teil II des luxemburgischen Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen errichteten Investmentfonds (fonds commun de placement) teilt hierdurch mit, dass das Liquidationsverfahren des Fonds Deka-WährungenGlobal abgeschlossen wurde. Alle Gelder wurden an die Anteilseigner ausgezahlt.

Luxemburg, im Februar 2014.

Deka International S.A.

Die Geschäftsführung

Référence de publication: 2014027528/775/11.

Elisea, Fonds Commun de Placement.

—

Die Liquidation des unten genannten Luxemburger Sondervermögens wurde mit Wirkung zum angegebenen Datum durch Auszahlung aller Anteilinhaber des Fonds vollständig abgeschlossen:

Fondsname:	ISIN:	Datum des Abschlusses der Liquidation:
Elisea		01. Dezember 2010
Anteilsklasse R	LU0428871536	
Anteilsklasse I	LU0428871619	

Luxemburg, im Februar 2014. Oppenheim Asset Management Services S.à r.l.

Référence de publication: 2014027530/1999/11.

Topton International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 142.407.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra exceptionnellement le *14 mars 2014* à 14:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014027539/795/16.

H.E.M.C.O. S.A., Société Anonyme.

Siège social: L-1728 Luxembourg, 14, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 127.119.

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Les actionnaires sont conviés à assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

des actionnaires devant se tenir le *3 mars 2014* à 16h30 au siège social de la société avec l'agenda suivant:

Ordre du jour:

1. Démission de M. Karim Megherbi en qualité d'administrateur B;
2. Nomination de M. Karim Megherbi en qualité de représentant de l'administrateur A - HES S.A.;
3. Divers.

Le Conseil d'Administration.

Référence de publication: 2014023070/14.

Locationlux S.A., Société Anonyme.

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

R.C.S. Luxembourg B 151.209.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *5 mars 2014* à 14:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2013
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2014023073/795/15.

Balanced Portfolio B, Fonds Commun de Placement.

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Die Liquidation des unten genannten Luxemburger Sondervermögens wurde mit Wirkung zum angegebenen Datum durch Auszahlung aller Anteilinhaber des Fonds vollständig abgeschlossen:

Fondsname:	ISIN:	Datum des Abschlusses der Liquidation:
Balanced Portfolio B	LU0084524585	18. Juli 2011

Luxemburg, im Februar 2014. Oppenheim Asset Management Services S.à r.l.

Référence de publication: 2014027526/1999/9.

Antarès Capital, Société Anonyme.

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

R.C.S. Luxembourg B 160.768.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra le *5 mars 2014* à 14:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2013
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2014023074/795/15.

Munegu S.A. SPF, Société Anonyme.

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

R.C.S. Luxembourg B 150.733.

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Messieurs les actionnaires sont convoqués par le présent avis à une

ASSEMBLEE GENERALE

qui aura lieu le mardi *4 mars 2014* à 14.00 heures à Luxembourg, 16, Allée Marconi, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire.
2. Approbation des Comptes Annuels au 31 décembre 2012 et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire.
4. Nominations statutaires.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2014023075/504/16.

OneFund SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 111.805.

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Wir teilen mit, dass Herr Michael Sanders mit Wirkung zum 3. Februar 2014 seinen Rücktritt aus dem Verwaltungsrat der Gesellschaft erklärt hat.

Der Verwaltungsrat hat beschlossen Herrn Ralf Rosenbaum, beruflich ansässig in 5, Heienhaff, L-1736 Senningerberg, mit Wirkung zum 3. Februar 2014 und bis zur jährlichen ordentlichen Generalversammlung der Aktionäre, welche im Jahr 2014 stattfindet, als neues Verwaltungsratsmitglied im Wege der Kooptierung zu bestellen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014026849/13.

(140032222) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2014.

Algeco Scotsman Global Finance Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.

R.C.S. Luxembourg B 171.340.

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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.

Esch-sur-Alzette, le 20 décembre 2013.

Référence de publication: 2014008967/10.

(140009938) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 janvier 2014.

Swisscanto (LU) Sicav II, Société d'Investissement à Capital Variable.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 113.208.

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Die Aktionäre der Teilfonds

Swisscanto (LU) SICAV II Bond CH

Swisscanto (LU) SICAV II Bond EUR

Swisscanto (LU) SICAV II Bond USD

Swisscanto (LU) SICAV II Bond Medium Term CHF

Swisscanto (LU) SICAV II Bond Medium Term EUR

Swisscanto (LU) SICAV II Money Market CHF

Swisscanto (LU) SICAV II Money Market EUR

Swisscanto (LU) SICAV II Money Market USD

Swisscanto (LU) SICAV II Portfolio Yield (EUR)

Swisscanto (LU) SICAV II Portfolio Balanced (EUR)

und des

SWISSCANTO (LU) SICAV II

sind eingeladen, an der

AUSSERORDENTLICHEN HAUPTVERSAMMLUNG

teilzunehmen, welche in den Räumlichkeiten der RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette, am *6. März 2014* um 9.00 Uhr mit folgenden Traktanden stattfinden wird:

Traktanden:

1. Beschlussfassung zur Überführung der Teilfonds von Swisscanto (LU) SICAV II wie folgt:

Übertragender Teilfonds	**Übernehmender Teilfonds**
Swisscanto (LU) SICAV II Bond CH	Swisscanto (LU) Bond Invest CHF
Swisscanto (LU) SICAV II Bond EUR	Swisscanto (LU) Bond Invest EUR
Swisscanto (LU) SICAV II Bond USD	Swisscanto (LU) Bond Invest USD
Swisscanto (LU) SICAV II Bond Medium Term CHF	Swisscanto (LU) Bond Invest Medium Term CHF
Swisscanto (LU) SICAV II Bond Medium Term EUR	Swisscanto (LU) Bond Invest Medium Term EUR
Swisscanto (LU) SICAV II Money Market CHF	Swisscanto (LU) Money Market Fund CHF
Swisscanto (LU) SICAV II Money Market EUR	Swisscanto (LU) Money Market Fund EUR
Swisscanto (LU) SICAV II Money Market USD	Swisscanto (LU) Money Market Fund USD
Swisscanto (LU) SICAV II Portfolio Yield (EUR)	Swisscanto (LU) Portfolio Fund Yield (EUR)
Swisscanto (LU) SICAV II Portfolio Balanced (EUR)	Swisscanto (LU) Portfolio Fund Balanced (EUR)

2. Beschlussfassung, diese Überführung mittels Zeichnung durch die übertragenden Teilfonds von Anteilen am jeweiligen übernehmenden Teilfonds durchzuführen;
3. Beschlussfassung, die übertragenden Teilfonds anschliessend zu liquidieren, und einen Sachliquidationserlös in Form von einer entsprechenden Anzahl Anteile am jeweils übernehmenden Teilfonds mit demselben Wert auszuschütten;
4. Beschlussfassung, dass die Zustimmungen der Aktionäre, den Liquidationserlös statt in bar in Form der neuen Anteile zu erhalten, als erteilt gelten, wenn diese von ihrem Recht, die kostenlose Rücknahme ihrer Aktien zu verlangen, keinen Gebrauch machen;
5. Beschlussfassung, den Verwaltungsrat mit der Durchführung der Überführung der Teilfonds in die entsprechenden Teilfonds zu beauftragen;
6. Beschlussfassung, die Gesellschaft Swisscanto (LU) SICAV II sowie den verbleibenden Teilfonds Swisscanto (LU) SICAV II Portfolio Investor nach Abschluss der Überführung der in Ziffer 1 erwähnten Teilfonds zu liquidieren.
7. Sonstiges.

Die Aktionäre sind befugt, selbst an der ausserordentlichen Hauptversammlung teilzunehmen oder sich mittels Vollmacht vertreten zu lassen. Sie werden gebeten, dies mindestens 5 Tage im Voraus der Gesellschaft oder dem Vertreter mitzuteilen.

Ergänzende Erläuterungen

Die Beschlüsse der Hauptversammlung erfordern ein Quorum, wonach mindestens die Hälfte des Grundkapitals des jeweiligen Teilfonds vertreten sein muss, und können nur mit mindestens zwei Drittel der Stimmen der anwesenden oder vertretenen Aktionäre rechtswirksam gefasst werden.

Die Überführungen dienen dazu, die formelle Qualifikation als UCITS konforme Teilfonds zu erlangen (Teil I des Gesetzes vom 17.12.2010 über Organismen für gemeinsame Anlagen und der Richtlinie 2009/65/EG des Europäischen

Parlaments und des Rates vom 13. Juli 2009 zur Koordinierung der Rechts- und Verwaltungsvorschriften betreffend bestimmte Organismen für gemeinsame Anlagen in Wertpapieren, "UCITS Richtlinie"). Die Vermögensverwaltung fand schon bisher in Übereinstimmung mit den Vorgaben der UCITS Richtlinie statt und soll sich nach der Überführung in der Praxis nicht grundsätzlich ändern, so dass keine materielle Änderungen in der Anlagepolitik vorgenommen werden.

Der Verkaufsprospekt und die Vertragsbedingungen der Umbrellas SWISSCANTO (LU) BOND INVEST, SWISSCANTO (LU) MONEY MARKET FUND und SWISSCANTO (LU) PORTFOLIO FUND sowie die wesentlichen Kundeninformationen in ihrer gültigen Fassung können kostenlos bei der Swisscanto Asset Management International S.A., 19, rue de Bitbourg, L-1273 Luxemburg und der Swisscanto Asset Management AG, Nordring 4, Postfach 730, 3000 Bern 25 (Vertreterin in der Schweiz) bezogen werden.

In Luxemburg:

RBC Investor Services Bank S.A

Vertreter in der Schweiz:

Swisscanto Asset Management AG

Référence de publication: 2014023079/755/70.

DekaBank Deutsche Girozentrale Luxembourg S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 38, avenue J.F. Kennedy.

R.C.S. Luxembourg B 9.462.

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Die Gesellschafter haben Herrn Michael M. Rüdiger (Mainzer Landstraße 16, D - 60325 Frankfurt am Main) zum Mitglied im Verwaltungsrat der DekaBank Deutsche Girozentrale Luxembourg S.A. berufen. Das Mandat beginnt am 01.01.2014 und endet mit der ordentlichen Generalversammlung im Jahr 2014.

Luxembourg, den 27. Januar 2014.

DekaBank Deutsche Girozentrale Luxembourg S.A.

Wolfgang Dürr / Gerd Kiefer

Référence de publication: 2014014576/13.

(140016936) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 janvier 2014.

Hauck & Aufhäuser Investment Gesellschaft S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 1C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 31.093.

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Für den Fonds MYRA Emerging Markets Allocation Fund gilt das Sonderreglement, welches am 16. Januar 2014 in Kraft trat. Das Sonderreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 16. Januar 2014.

Hauck & Aufhäuser Investment Gesellschaft S.A.

Unterschriften

Référence de publication: 2014024063/13.

(140028830) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2014.

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

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 184.205.

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STATUTES

In the year two thousand and fourteen, on the twenty-third day of January.

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

There appeared:

Credit Suisse Holding Europe (Luxembourg) S.A., 5, rue Jean Monnet, L-2180 Luxembourg

represented here by Marc Hirtz, professionally residing in Luxembourg, according to the proxy signed in private capacity.

The aforementioned proxy, after having been signed ne varietur by the proxyholder and the undersigned notary, shall remain attached to this document in order to be registered therewith.

Such appearing party, in the capacity in which it act, has requested the notary to state as follows the articles of incorporation of a "société anonyme":

Art. 1. Name. It is hereby established among the subscribers and all those who may become holders of shares, a company in the form of an investment company with variable capital - specialized investment fund ("société d'investissement à capital variable - fonds d'investissement spécialisé") qualifying as public limited company ("société anonyme") set up under part II of the Luxembourg law of 13 February 2007 on to specialised investment funds as amended (the "Law"), under the name of Expert Investor II SICAV - SIF (the "Company") which may in accordance with article 80 of the Law as well as article 4 of the Luxembourg law of 12 July 2013 on alternative investment fund managers (the "AIFM Law") designate an alternative investment fund manager subject to Chapter 2 of the AIFM Law.

Art. 2. Duration. The Company is established for an undetermined period. The Company may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of the articles of incorporation of the Company (the "Articles").

Art. 3. Object. The exclusive object of the Company is to invest the assets available to it in any investments permitted by the Law with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations that it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law.

Art. 4. Registered Office. The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of its board of directors (the "Board of Directors").

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

Art. 5. Capital and Ownership of Shares. The capital of the Company shall at the time of establishment amount to thirty two thousand Euro (EUR 32,000.-) represented by three hundred and twenty (320) shares of no par value. Thereafter, the capital of the Company will at all time be equal to the total net assets of the Company as defined in Article 22 hereof.

The minimum capital of the Company shall be at least the equivalent of one million two hundred and fifty thousand Euro (EUR 1,250,000.-) within a period of 12 months following the authorization of the Company.

The Board of Directors is authorized without limitation to issue further shares at any time in accordance with the Law and Article 23. The Board of Directors may delegate to any duly authorized member of the Board of Directors (each a "Director") or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions for delivering and receiving payment for such new shares.

The Board of Directors may decide at any time that the shares of the Company pertain to different sub-funds (the "Sub-Funds") to be established which may be denominated in different currencies and investing in transferable securities and other investments permitted by the Law. Furthermore, the Board of Directors may decide that, within a Sub-Fund, one or several class(es) of shares with different characteristics are issued, such as a specific distribution or capitalization policy, a specific fee structure or other specific characteristics, as determined by the Board of Directors and described in the Company's offering document (the "Offering Document").

For the purpose of determining the capital of the Company, the assets and liabilities of the Sub-Funds shall be allocated to the individual classes of shares. If not expressed in Euro respectively, they shall be converted into Euro respectively and the capital shall be the total net assets of all the classes.

Shares are issued in registered form. The Company reserves the right to reject any subscription application for shares, whether in whole or in part, at its own discretion for whatever reason.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article 23 hereof. The subscriber will, without undue delay, obtain confirmation of his shareholding.

Payments of dividends, if any, will be made to shareholders, in respect of registered shares, at their address in the register of shareholders of the Company (the "Register of Shareholders").

All issued shares of the Company shall be inscribed in the Register of Shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of inscribed shares, his residence or elected domicile, the number and class of shares held by him and the amount paid in on each such share. Every transfer of a share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Company or by one or more persons designated by the Board of Directors.

Transfer of registered shares shall be reserved to investors qualifying as "well informed investors" within the meaning of article 2 of the Law only. Further, transfer of registered shares shall be effected by written declaration of transfer to be inscribed in the Register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders.

In the event that such shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time. If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered in the register of shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend.

Art. 6. Replacement of Certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, purloined or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

Mutilated share certificates may be exchanged for new ones by order of the Company. The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

The Company may, at its election, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

Art. 7. Restrictions of ownership. The Company may restrict or prevent the ownership of shares of the Company by any person, firm or corporate body.

In general terms, the shares of the Company shall be reserved to "well informed investors" within the meaning of article 2 of the Law, as may be amended from time to time.

Also, the Company may restrict or prevent the ownership of shares of the Company by any U.S. person, as defined hereafter, or any person who is holding shares in breach of any legal or regulatory requirement or whose holding would affect the tax status of the Company or would otherwise be detrimental to the Company or its shareholders, (hereafter defined all together (including all those investors that do not fulfill the criteria of article 2 of the Law) as "Restricted Persons"), and for such purposes the Company may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such share by a Restricted Person,

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares with, the Register of Shareholders to furnish it with any representations and warranties or any information, supported by an affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in Restricted Persons and

c) where it appears to the Company that any Restricted Person either alone or in conjunction with any other person is a beneficial owner of shares or is in breach of its representations and warranties or fails to make such representations and warranties as the Board of Directors may require, compulsorily purchase from any such shareholder all or part of the shares held by such shareholder in the following manner:

1) The Company shall serve a notice (hereinafter called the "Purchase Notice") upon the shareholder appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the price to be paid for such shares (the "Purchase Price"), and the place and time at which the Purchase Price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. Immediately after the close of business on the date specified in the Purchase Notice, such shareholder shall cease to be the owner of the shares specified in such Purchase Notice and his name shall be removed as to such shares in the Register of Shareholders.

2) The Purchase Price shall be equal to the redemption price of shares in the Company, determined in accordance with Article 21 hereof.

3) Payment of the Purchase Price will be made to the owner of such shares, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such owner. Upon deposit of the Purchase Price as aforesaid no person interested in the shares specified in the Purchase Notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank.

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

d) decline to accept the vote of any U.S. person at any meeting of shareholders of the Company.

Art. 8. U.S. Person. Whenever used in these Articles, "U.S. person", subject to such applicable law and to such changes as shall be notified to shareholders, shall mean a national or resident of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction, including the States and the Federal District of Columbia ("United States") (including any Company, partnership or other entity created or organised in, or under the laws, of the United States or any political sub-division thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term "U.S. person" shall not include a branch or agency of a United States bank or insurance company that is operating outside the United States as a locally regulated branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the United States Securities Act 1933, as amended.

Art. 9. Powers of shareholders meetings. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 10. Shareholders meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the fourth Tuesday of March at 3.00 p.m. (Central European Time).

If such day is not a bank business day, the annual general meeting shall be held on the next following bank business day.

The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

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

Art. 11. Notices and agenda. The quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever class and regardless of the net asset value per share within its class, is entitled to one vote, subject to the limitations imposed by law.

A shareholder may act at any meeting of shareholders by appointing another person, who does not have to be a shareholder or a Director. Such proxy may be appointed in writing or by e-mail or facsimile transmission.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed without quorum requirement by a simple majority of those shareholders present or represented and entitled to vote at the meeting. The Board of Directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

The Board of Directors shall prepare the agenda, except in such cases in which the meeting is convened upon written application of the shareholders in which case the Board of Directors may prepare an additional agenda. The general meeting shall only deal with such matters as contained in the agenda (the agenda shall include any and all matters required by law).

Shareholders will meet upon call by the Board of Directors, pursuant to notice setting forth the agenda sent by mail at least eight days prior to the meeting to each shareholder at the shareholder's address in the Register of Shareholders. The notification of the owners of registered shares shall not have to be evidenced in the meeting.

If however, all of the shareholders are present or represented at a meeting of shareholders, and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice of publication.

Art. 12. General meeting of the shareholders of a Sub-Fund or a class of shares. The shareholders of the classes of shares in connection with a Sub-Fund may hold general meetings at any time in order to decide on matters that exclusively refer to such Sub-Fund.

Furthermore, the shareholders of a class of shares may hold general meetings relating to all issues of such share class at any time.

The relevant provisions of Article 11 shall apply to such general meetings analogously.

Each share with a voting right shall represent one vote. Shareholders may be represented in each general meeting of the shareholders of a Sub-Fund or a class of share by written power of attorney to any other person who does not have to be shareholder and who may be a Director.

Unless provided otherwise by law or these Articles, resolutions of the general meeting of a Sub-Fund or class of shares shall be adopted by simple majority of the present and represented Shareholders without quorum requirement.

Art. 13. Board of Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of Director because of death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

Art. 14. Procedures of the meetings of the Board of Directors. The Board of Directors may choose from among its members a chairman and one or more vice-chairmen.

It may also choose a secretary, who needs not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors. The Board of Directors shall meet upon call by the chairman, or two Directors, at the place indicated in the notice of meeting. The chairman shall preside at all meetings of shareholders and at all meetings of the Board of Directors. But in his absence or inability to act, the shareholders or the Directors may appoint another Director or any other person as chairman pro tempore by vote of the majority present at any such meeting.

Art. 15. Powers of the Board of Directors. The Board of Directors shall have comprehensive power to take any and all actions of disposal and management in the scope of the Company's purpose and in accordance with the investment policies of the Sub-Funds as set out in the offering document of the Company (the "Offering Document"). Any and all powers that are not expressly reserved for the general meeting of shareholders by law or these Articles may be exercised by the Board of Directors.

Directors may not, however, bind the Company by their individual acts, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors from time to time shall appoint the officers of the Company, including a general manager, any assistant general managers, or other officers considered necessary for the operation and management of the Company, who need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Board of Directors.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to such officers of the Company or to other contracting parties.

The Board of Directors may also delegate any of its powers to any committee, consisting of such person or persons (whether a member of the Board of Directors or not) as it thinks fit.

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

Notice of any meeting of the Board of Directors shall be given in writing or by e-mail, facsimile or by other comparable electronic means of transmission to all Directors at least twenty-four hours in advance of the day set for such meeting. The notice shall specify the purposes of and each item of business to be transacted at the meeting, and no business other than that referred to in such notice may be conducted at any such meeting nor shall any action be taken by the Board of Directors not referred to in such notice be valid. This notice may be waived by the consent in writing or by e-mail, facsimile or by other comparable electronic means of transmission of each Director and shall be deemed to be waived by any Director who is present in person or represented by proxy at the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any duly convened meeting of the Board of Directors by appointing in writing or by e-mail, facsimile or by other comparable electronic means of transmission another Director as his proxy. Any Director may attend a meeting of the Board of Directors by using teleconference, video means or any other audible or visual means of communication. A Director attending a meeting of Board of Directors by using such means of communication is deemed to be present in person at this meeting.

A meeting of Board of Directors held by teleconference or videoconference or any other audible or visual means of communication, in which a quorum of Directors participate shall be as valid and effectual as if physically held, provided that a minute of the meeting is made and signed by the chairman of the meeting.

The Board of Directors can deliberate or act validly only if at least a majority of the Directors is present or represented at a meeting of the Board of Directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. Directors who are not present in person or represented by proxy may vote in writing or by e-mail, facsimile or by other comparable electronic means of transmission.

In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Circular resolutions signed by all Directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced

by letters or facsimiles. Such resolutions shall enter into force on the date of the circular resolution as mentioned therein. In case no specific date is mentioned, the circular resolution shall become effective on the day on which the last signature of a board member is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables, telegrams or telex(es) shall be formalized by subsequent circular resolution. The date of effectiveness of the then taken circular resolution shall be the one of the latest approval received by the Company via such other means of communication. Such approvals of all Directors shall remain attached to and form an integral part of the circular resolution endorsing the decisions formerly approved by electronic means of communication.

Any circular resolutions may only be taken by unanimous consent of all the members of the Board of Directors.

Art. 16. Minutes of the meetings of the Board of Directors. The minutes of any meeting of the Board of Directors shall be signed by the chairman of the meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two Directors.

Art. 17. Conflicts of interest. No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any Director or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders. The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving CREDIT SUISSE GROUP, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 18. Indemnity. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other Company of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

Art. 19. Signatory Powers. The Company will be bound by the joint signature of any two Directors, officers or of any other persons to whom authority has been delegated by the Board of Directors.

Art. 20. Audit. The Company shall appoint an independent auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by law. The independent auditor shall be elected by the annual general meeting of shareholders. His mandate will remain valid until his successor has been elected. The independent auditor in office may be replaced at any time by the shareholders with or without case.

Art. 21. Redemption of shares. As more specifically described below, the Company has the power to redeem its own shares at any time within the sole limitations set forth by law. The Board of Directors may impose restrictions on the frequency at which shares may be redeemed in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be redeemed on such Valuation Days (as defined in Article 22 hereof) as provided for in the Offering Document (each a "Redemption Day" and together the "Redemption Days").

A shareholder of the Company may request the Company to redeem all or any part of his shares of the Company by notification to be received by the Company or any third party appointed by the Company prior to the date on which the net asset value of such shares shall be determined or any other date as further specified in the Offering Document. In the event of such request, the Company will redeem such shares subject to the limitations set forth by law and subject to any suspension of this redemption obligation pursuant to Article 22 hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

The shareholder will be paid a price per share based on the net asset value per share of the relevant class as determined in accordance with the provisions of Article 22 hereof. There may be deducted from the net asset value per share a redemption charge, or any deferred sales charge payable to a distributor of shares of the Company and an estimated amount representing the costs and expenses which the Company would incur upon realization of the relevant percentage of the assets in the relevant pool to meet redemption requests of such size, as contemplated in the Offering Document. Payments of the redemption proceeds will be made not later than 10 business days after the date on which the net asset value of the shares to be redeemed has been calculated, unless otherwise provided for in the Articles or the Offering Document.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder who agrees, in specie by allocating to the shareholder redeeming his shares investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Article 22 hereof) as of the Redemption Day, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares and the valuation used shall be confirmed by a special report of the independent auditor of the Company. The costs of any such transfer shall be borne by the transferee.

Any redemption request must be filed by such shareholder at the registered office of the Company in Luxembourg, or at the office of such person or entity as shall be designated by the Company in connection with the redemption of shares, in such form and accompanied by such documents as the Board of Directors may prescribe in the Offering Document.

If a redemption or conversion of some shares of a class would reduce the holding by any shareholder of shares of such class below the minimum holding as the Board of Directors shall determine from time to time, or, if the minimum subscription amount was waived at the time of subscribing for the relevant class, below the aggregate value of the shares of the relevant class for which the shareholder originally subscribed, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such class.

Further, if on any given Redemption Day, redemption and conversion requests exceed a certain volume for requests for redemptions or conversions of shares of a specific class, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period that the Board of Directors considers to be in the best interest of the Company and its shareholders and settled when corresponding assets have been sold without unreasonable delay. If such measures prove necessary, all redemption requests received on the same day will be settled at the same price. On such deferred date these redemption and conversion requests will be met in priority to later requests.

The Board of Directors may in its absolute discretion mandatorily redeem any holding of a class of shares with a value of less than the minimum holding for that class of shares as determined from time to time by the Board of Directors and published in the Offering Document or, in the case of a shareholder for whom the minimum subscription amount was waived, any holding of a class of shares with a value of less than the aggregate value of shares of the relevant class, for which the shareholder originally subscribed. Further, the Company may at any time and at its own discretion proceed to redeem shares held by shareholders who are not entitled to acquire or possess these shares as described in Article 7 hereof. In particular, the Company is entitled to compulsorily redeem all shares held by a shareholder where any of the representations and warranties made in connection with the acquisition of the shares was not true or has ceased to be true or such shareholder fails to comply with any applicable eligibility condition for a share class. The Company is also entitled to compulsorily redeem all shares held by a shareholder in any other circumstances in which the Company determines that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company and the other shareholders, including but not limited to the cases where such shares are held by shareholders who are not entitled to acquire or possess these shares or who fail to comply with any obligations associated with the holding of these shares under the applicable regulations.

Art. 22. Calculation of Net Asset Value. For the purpose of determining the issue, redemption and conversion price thereof, the net asset value of shares of the Company shall be determined in respect of each class of shares by the Company from time to time as further specified in the Offering Document (every such day or time for determination of the net asset value being referred to herein as a "Valuation Day"). If Valuation Days coincide with customary holidays in countries whose stock exchanges or other markets are decisive for valuing the majority of a Sub-Fund's net assets, as an exception, the net asset value of that Sub-Fund's shares shall not be valued on such days.

To the extent permitted by law and in accordance with the provisions of the Offering Document, the Board of Directors may in its absolute discretion adjust the net asset value per share or any Sub-Fund while taking due consideration of prevailing market conditions, and the number of subscription, redemption or conversion applications received by the Company or any third party appointed by the Company for any given Valuation Day, as the case may be. This adjustment shall be carried out in such a way that the net asset value per share of the relevant Sub-Fund shall be increased or reduced by a percentage of such net asset value as specified in the Offering Document to cover the costs resulting from such subscription, redemption or conversion applications (including but not limited to transaction costs, tax charges, and bid-ask spreads) if the Board of Directors considers such adjustment to be fair, appropriate, and in the best interests of the shareholders.

The Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any particular Sub-Fund and/or the issuance and redemption of shares of such Sub-Fund from its shareholders as well as conversions from and to shares of each Sub-Fund, where a substantial proportion of the assets of the Sub-Fund:

cannot be valued because a stock exchange or market is closed otherwise than for ordinary public holidays, or when trading on such stock exchange or market is restricted or suspended; or

is not freely accessible because a political, economic, military, monetary or other event beyond the control of the Company does not permit the disposal of the Sub-Fund's assets, or such disposal would be detrimental to the interests of the shareholders concerned; or

cannot be valued because of disruption to the communications network or any other reason makes valuation impossible; or

is not available for transactions because limitations on foreign exchange or other types of restrictions make asset transfers impracticable or if pursuant to objective verifiable measures transactions cannot be effected at normal foreign exchange translation rates; or

upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company or a Sub-Fund.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to investors applying for the issue, the conversion or the repurchase of shares by the Company at the time of the filing of the written request for such purchase.

Such suspension as to any Sub-Fund of shares shall have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of the shares of any other Sub-Fund if such circumstances justifying the suspension are not applicable to the investments made on behalf of such Sub-Fund.

Unless otherwise stated in the Offering Document, the net asset value of the shares of each Sub-Fund shall be expressed as a per share figure in the reference currency of the relevant Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to the respective Sub-Fund (and to the individual share classes within such Sub-Fund), being the value of the assets of the Company attributable to such share class, less its liabilities attributable to such share class at the close of business on such date, by the number of shares of the relevant class then outstanding, all in accordance with the following valuation regulations or in any case not covered by them, in such manner as the Board of Directors shall think fair and equitable.

The net asset value of an alternate currency class shall be calculated first in the reference currency of the relevant Sub-Fund. The net asset value of an alternate currency class shall be calculated through conversion at those rates between the reference currency of the relevant Sub-Fund and the alternate currency of the relevant alternate currency class as further specified in the Offering Document. The net asset value of the alternate currency class will in particular reflect the costs and expenses incurred for the currency conversion in connection with the subscription, redemption and conversion of shares in this alternate currency class and for hedging the currency risk.

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

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

A. The assets of the Company shall be deemed to include (but not be limited to):

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

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

all bonds, time notes shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

all units or shares in undertakings for collective investments;

all stock, stock dividends, cash dividends and cash distributions receivable by the Company;

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

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

all other assets of every kind and nature, including prepaid expenses.

Unless otherwise set forth in the Offering Document, the value of such assets of each Sub-Fund shall be valued as follows:

Securities which are listed on a stock exchange or which are regularly traded on such shall if not otherwise provided for in the Offering Document, be valued at the closing mid-price (the mean of the closing bid and ask prices). If such a price is not available for a particular trading day, the last available traded price, or alternatively the closing bid, may be taken as a basis for the valuation.

If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange on which it is primarily traded.

In the case of securities for which trading on a stock exchange is not significant although a secondary market with regulated trading among securities dealers does exist (with the effect that the price is set on a market basis), the valuation may be based on this secondary market.

Securities traded on a regulated market shall be valued in the same way as securities listed on a stock exchange.

Shares or units in an open-ended undertaking for collective investments will be valued at the most recently calculated net asset value which is computed for such shares or units, taking due account of applicable redemption fees. Where no net asset value and only buy and sell prices are available for shares or units in these undertakings for collective investments, the shares or units may be valued at the mean of such buy and sell prices.

Securities that are not listed on a stock exchange and are not traded on a regulated market shall be valued at their last available market price; if no such price is available, the Board of Directors shall value these securities in accordance with other criteria to be established by the Board of Directors and on the basis of the probable sales price, the value of which shall be estimated with due care and good faith.

Derivatives shall be treated in accordance with the above.

Fixed-term deposits and similar assets shall be valued at their respective nominal value plus accrued interest.

The valuation price of a money-market investment, based on the net acquisition price, shall be progressively adjusted to the redemption price whilst keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for valuation of different investments shall be brought into line with the new market yields.

For the avoidance of doubt, any assets of each Sub-Fund not expressly mentioned herein shall be valued as set forth in the Offering Document or as otherwise decided upon by the Board of Directors.

The amounts resulting from such valuations shall be converted into the reference currency of each Sub-Fund at those rates as further specified in the Offering Document. Foreign exchange transactions conducted for the purpose of hedging currency risks shall be taken into consideration when carrying out this conversion.

If a valuation in accordance with the above rules is rendered impossible or incorrect owing to special or changed circumstances, then the Board of Directors shall be entitled to use other generally recognized and auditable valuation principles in order to value the Sub-Fund's assets.

The net assets shall be rounded up or down, as the case may be, to the next smallest unit of the reference currency then used unless otherwise stated in the Offering Document.

The net asset value of one or more classes of shares may also be converted into other currencies, should the Board of Directors decide to effect the issue and redemption of shares in one or more other currencies. Should the Board of Directors determine such currencies, the net asset value of the shares in these currencies shall be rounded up or down to the next smallest unit of currency.

B. Unless otherwise decided upon by the Board of Directors, the liabilities of the Company shall be deemed to include:

all loans, bills and accounts payable;

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

all accrued or payable expenses (including fees payable by the Company to its alternative investment fund manager, administrative fees, investment advisory and management fees including any potential performance fees and incentive fees, depositary fees and corporate agent's fees);

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

an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Board of Directors and

all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles, except liabilities represented by shares in the Company.

In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising, among others, formation expenses, fees payable to its alternative investment fund manager, investment advisers or investment managers, fees and expenses of accountants, depositary and correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Company, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the Offering Document and regular and ad-hoc reports for shareholders, explanatory memoranda or registration statements, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and costs of brokerage, postage, telephone, e-mail, facsimile and any other means of communication. The Company may calculate administrative and other expenses of a regular or recurring nature and on estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The Company shall establish pools of assets in the following manner:

the proceeds to be received from the issue of shares of a specific class shall be applied in the books of the Company to the pool established for that class of shares, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such pool attributable to the class of shares to be issued, and the assets and liabilities and income and expenditure attributable to such class shall be applied to the corresponding pool subject to the provisions of this article;

where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;

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

in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated equally to all the pools and within each pool pro rata to the net asset values of the relevant classes of shares provided that insofar as justified by the amounts, the allocation among the pools may also be made on the basis of the net asset value of the pools, and provided further that all liabilities, whatever pool they are attributable to, shall, be incurred solely by the pool they were attributed to;

when class-specific expenses are paid for any class and/or higher dividends are distributed to shares of a given class, the net asset value of the relevant class of shares shall be reduced by such expenses and/or by any excess of dividends (thus decreasing the percentage of the total net asset value of the relevant pool, as the case may be, attributable to such class of shares) and the net asset value attributable to the other class or classes of shares shall remain the same (thus increasing the percentage of the total net asset value of the relevant pool, as the case may be, attributable to such other class or classes of shares);

when class-specific assets, if any, cease to be attributable to one or several classes only, and/or when income or assets derived therefrom are to be attributed to all classes of shares issued in connection with the same pool, the share of the relevant class shall increase in the proportion of such contribution; and

whenever shares of any class are issued or redeemed, the entitlement to the pool of assets attributable to the corresponding class of shares shall be increased or decreased by the amount received or paid, as the case may be, by the Company for such issue or redemption.

D. For the purposes of this Article:

shares of the Company to be redeemed under Article 21 hereof shall be treated as existing and taken into account until immediately after the close of business on the Redemption Day, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

shares to be issued by the Company pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day on which the issue price thereof was determined and such price, until received by the Company, shall be deemed a debt due to the Company;

all investments, cash balances and other assets of the Company not expressed in the currency in which the net asset value of any class is denominated, shall be valued after taking into account the market rate or rates of exchange as further specified in the Offering Document and

effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

E. The Board of Directors may invest and manage all or any part of the pools of assets referred to in section C. of this Article (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so in accordance with the following provisions.

a) Any such enlarged asset pool (the "Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter, the Directors may from time to time make further transfers to the Asset Pool. They may also transfer assets from the Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Asset Pool only where they are appropriate to the investment sector of the Asset Pool concerned.

b) The assets of the Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals of assets by such Participating Funds and the allocations and withdrawals made on behalf of the other Participating Funds.

c) Dividends, interests and other distributions of an income nature received in respect of the assets in an Asset Pool will be immediately credited to the Participating Funds in proportion to their respective entitlements to the assets in the Asset Pool at the time of receipt.

Art. 23. Subscription Price. Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the net asset value as hereinabove defined for the relevant class of shares together, if the Directors so decide, with such sum as the Board of Directors may consider to be an appropriate provision for duties and charges (including stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration and certification fees and other similar duties and charges) which would be incurred if all the assets held by the Company and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the Directors proper to take into account, plus such commission as the Offering Document may provide, such price to be rounded up to the nearest whole unit of the currency in which the net asset value of the relevant shares is calculated, if the Directors so decide, subject to such notice period and procedures as provided for in the Offering Document. The subscription price so determined shall be payable within a delay as further specified in the Offering Document.

The Company may in the interest of the shareholders accept transferable securities and other assets permitted by the Law as payment for subscription ("contribution in kind"), provided the offered transferable securities and other assets correspond to the investment policy and the respective Sub-Fund. Each payment of shares against contribution in kind is part of a valuation report issued by the independent auditor of the Company. The Board of Directors may at its sole discretion, reject all or several offered transferable securities and other assets without giving reasons. All costs caused by such contribution in kind (including the costs for the valuation report, broker fees, expenses, commissions, etc.) shall be borne by the contributing investor.

In the event of an issue of a new class of shares, the initial issue price shall be determined by the Board of Directors.

Art. 24. Accounting Year. The first accounting year will start on the date of the incorporation of the Company and will end on 31 October 2014. Thereafter, the accounting year of the Company shall begin on 1 November and shall terminate on 31 October of the same year. The accounts of the Company shall be expressed in Euro. When there shall be different classes as provided for in Article 5 hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of the determination of the accounts of the Company.

Art. 25. Dividends. The allocation of the annual results and any other distributions shall be determined by the annual general meeting of shareholders upon proposal by the Board of Directors.

Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any class of shares out of the assets attributable to such class of shares upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Company became less than the minimum prescribed by law. The dividends declared will be paid in such currencies at such places and times as shall be determined by the Board of Directors. The Board of Directors may decide to make non-cash distributions instead of distributions in cash with the prior consent of the shareholders within the scope of the prerequisites and terms and conditions as the Board of Directors may determine.

Dividends may further, in respect of any class of shares, include an allocation from an equalization account which may be maintained in respect of any such class and which, in such event, will, in respect of such class be credited upon issue of shares and debited upon redemption of shares, in an amount calculated by reference to the accrued income attributable to such shares.

The payment of distributions to the shareholders shall be made to the address indicated in the Register of Shareholders.

Any distribution that has not been claimed within five years following its declaration shall become forfeited in favor of the relevant Sub-Fund. Distributions that have been declared by the Company and that the Company holds at the beneficiaries' disposal shall not bear interest.

Art. 26. Custody. The Company shall enter into a depositary agreement with a bank which shall satisfy the requirements of the Law and any applicable CSSF-Circulars and Regulations (the "Depositary"). All securities and cash of the Company are to be held by or to the order of the Depositary who shall assume towards the Company and its shareholders the responsibilities provided by law.

Under the conditions provided for by the Law and the AIFM Law, the Company may agree to discharge the Depositary of its liability. In particular, the Company may agree to discharge the Depositary, where the law of non-EU country requires that certain financial instruments are held in custody by a local entity, but where the Depositary has established that there are no local entities subject to effective prudential regulation, including minimum capital requirements, and supervision in the jurisdiction concerned, and no local entity is subject to an external periodic audit to ensure that the financial instruments are in possession.

In the event of the Depositary desiring to retire, the Board of Directors shall use their best endeavours to find a bank willing to assume the tasks and responsibilities of a Depositary as provided for in the Law and any applicable CSSF-Circulars and Regulations. The Board of Directors may terminate the appointment of the Depositary, but shall not remove the Depositary unless and until a successor Depositary shall have been appointed.

Art. 27. Dissolution.

I. Dissolution of the Company

In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation, as required by Luxembourg law.

The net proceeds of liquidation corresponding to each class of shares shall be distributed by the liquidators to the holders of shares of each class in proportion to their holding of shares in such class.

II. Dissolution of a Sub-Fund

The dissolution of a Sub-Fund by a compulsory redemption of shares of such Sub-Fund must be made upon a resolution of the Board of Directors, if the dissolution is deemed appropriate in the light of the interest of the shareholders.

The dissolution of a Sub-Fund by a compulsory redemption of shares of the Sub-Fund concerned may further be made upon a resolution of a general meeting of shareholders of the relevant Sub-Fund. The quorum and majority requirements prescribed by Luxembourg law for decisions regarding amendments to the Articles are applicable to such meetings.

In that event, the Company may upon prior notice to the holders of shares of such Sub-Fund proceed to a compulsory redemption of all shares of the given class at the net asset value calculated (taking into account actual realization prices of investments and realization expenses) at the Valuation Day at which such decision shall take effect (less any applicable taxes).

Any redemption proceeds that cannot be distributed to the shareholders within a period of six months shall be deposited with the "Caisse de Consignation" in Luxembourg until the statutory period of limitation has elapsed.

Registered shareholders shall be notified in writing. The Company shall inform shareholders which are not registered by publication of a redemption notice in newspapers to be determined by the Board of Directors, unless all such shareholders and their addresses are known to the Company.

Notwithstanding the powers reserved to the Board of Directors, the general meeting of shareholders of a Sub-Fund (or class, respectively), may decide in accordance with the quorum and majority requirements referred to in Article 11 hereof to reduce the capital of the Company by cancellation of all shares of such Sub-Fund (or class) and refund to the holders of shares of such Sub-Fund (or class) the full net asset value of the shares of such Sub-Fund (or class) as at the date of distribution of such proceeds (less any applicable taxes).

III. Merger of a Sub-Fund

The Board of Directors or the general meeting of shareholders of a Sub-Fund may also decide to merge such Sub-Fund with another existing Sub-Fund or to contribute the assets and liabilities of such Sub-Fund to another Luxembourg undertaking for collective investment against issue of shares or units of such other Luxembourg undertaking for collective investment to be distributed to the holders of shares of the Sub-Fund concerned.

Such decision will be notified in writing to the shareholders of the Sub-Fund in question and if necessary published by the Company.

Such notification and/or publication will be made one month before the date on which such merger shall become effective in order to enable holders of such shares to request redemption thereof, free of charge (except for any deferred sales charge), before the implementation of any such transaction.

There are no quorum requirements for the general meeting deciding upon a merger of a Sub-Fund with another Sub-Fund or another Luxembourg undertaking for collective investment and resolutions on this subject may be taken by simple majority of the shares represented at the meeting.

Where a merger is to be implemented with a Luxembourg mutual investment fund (fonds commun de placement) or a foreign-based undertaking for collective investment such resolution shall be binding only on holders of shares who have approved the proposed amalgamation.

Art. 28. Amendments to Articles. These Articles may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 29. Miscellaneous. All matters not governed by these Articles shall be determined in accordance with the Law and the Luxembourg law of 10 August 1915 on commercial companies and amendments thereto.

Transitional Dispositions

1) The first accounting year shall begin on the date of the incorporation of the Company and shall terminate on 31 October 2014.

2) The first annual general meeting of shareholders shall be held in 2015.

Subscription and Payment

Credit Suisse Holding Europe (Luxembourg) S.A. has subscribed for 320 shares.

All the shares have been entirely paid-in so that the amount of thirty two thousand Euros (EUR 32,000) is as of now available to the Company, as it has been justified to the undersigned notary.

Declaration

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

Expenses

The expenses, costs, remunerations or charges in any form whatsoever as a result of the formation of the Company are estimated at approximately EUR 3,000.-.

First Extraordinary General Meeting of Shareholder

The above named party, representing the entire subscribed capital and considering itself as duly convened, has immediately proceeded to hold an extraordinary general meeting of shareholders. Having first verified that it was regularly constituted, it has passed the following resolutions:

1. The following persons are appointed as members of the Board of Directors for a period ending at the annual general meeting of the Company to be held in 2015:

- Emil Stark, Managing Director, Credit Suisse Funds AG, Zurich, born on 30 July 1966 in Appenzell, Switzerland, with professional address in Kalanderplatz 5, CH-8045 Zurich;

- Jean-Paul Gennari, Managing Director, Credit Suisse Fund Services (Luxembourg) S.A., born on 25 January 1958 in Esch-sur-Alzette, Grand Duchy of Luxembourg, with professional address in 5, rue Jean Monnet, L-2180 Luxembourg;

- Eduard von Kymmel, Director, Credit Suisse Fund Services (Luxembourg) S.A., Luxembourg, born on 13 March 1973 in Jugenheim, Germany, with professional address in 5, rue Jean Monnet, L-2180 Luxembourg.

2. The address of the Company is set at 5, rue Jean Monnet, L-2180 Luxembourg.

3. The number of auditors is set at one.

4. The following is appointed as independent auditor for the same period:

PricewaterhouseCoopers S.C., 400, route d'Esch, L-1014 Luxembourg.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing person, the present deed is worded in English on the request of the same appearing person.

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

This deed having been read to the appearing person, being known to the notary by its surname, first name, civil status and residence, the said person appearing before the Notary signed, together with the Notary, the present original deed.

Signé: M. HITZ et H. HELLINCKX.

Enregistré à Luxembourg, A.C., le 30 janvier 2014. Relation: LAC/2014/4550. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 6 février 2014.

Référence de publication: 2014019532/672.

(140024340) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 février 2014.

Hauck & Aufhäuser Investment Gesellschaft S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 1C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 31.093.

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Für den Fonds MYRA Emerging Markets Allocation Fund gilt das Allgemeine Verwaltungsreglement, welches am 16. Januar 2014 in Kraft trat. Das Verwaltungsreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 16. Januar 2014.

Hauck & Aufhäuser Investment Gesellschaft S.A.

Unterschriften

Référence de publication: 2014024062/14.

(140028829) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 février 2014.

NV Strategie, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 114.659.

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Wir teilen mit, dass sich die Berufsadresse der Verwaltungsratsmitglieder der Gesellschaft geändert hat und nunmehr wie folgt lautet:

- Herr Michael Sanders, beruflich ansässig in 5. Heienhaff, L-1736 Senningerberg

- Herr Helmut Hohmann, beruflich ansässig in 5. Heienhaff, L-1736 Senningerberg

Der Verwaltungsrat hat beschlossen Herrn Ralf Rosenbaum, beruflich ansässig in 5, Heienhaff, L-1736 Senningerberg, mit Wirkung zum 30. Januar 2014 und bis zur jährlichen ordentlichen Generalversammlung der Aktionäre, welche im Jahr 2014 stattfindet, als neues Verwaltungsratsmitglied im Wege der Kooptierung zu bestellen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014026848/15.

(140032137) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2014.

King's Meadow Fund SA, SICAV-FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2311 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 184.295.

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STATUTES

In the year two thousand fourteen, on the thirteenth of January;

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned.

THERE APPEARED

European Capital Partners (Luxembourg) S.A., a société anonyme incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Register of commerce and companies under number B 134746 and having its registered office at 35A, avenue John F. Kennedy, L-1855 Luxembourg;

here represented by Mr Christopher DORTSCHY, lawyer, professionally residing in 74, rue de Merl, L-2017 Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney, given in Luxembourg, on 3 January 2014.

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

Such appearing party, acting in its capacity as representative of the shareholder, has requested the officiating notary to enact the following articles of incorporation of a company, which it declares to establish as follows:

1. Art. 1. Form and name.

1.1 There exists a société d'investissement à capital variable – fonds d'investissement spécialisé established as a public limited liability company (société anonyme) under the name of "King's Meadow Fund SA, SICAV-FIS" (the Company).

1.2 The Company will be governed by part I of the act of 13 February 2007 relating to specialised investment funds, as amended (the 2007 Act), the act of 10 August 1915 on commercial companies, as amended (the 1915 Act) (provided that in case of conflicts between the 1915 Act and the 2007 Act, the 2007 Act will prevail) as well as by these articles of incorporation of the Company (the Articles and each an Article).

1.3 The Company may have one shareholder or more shareholders (the Shareholders). The Company will not be dissolved by the death, suspension of civil rights, insolvency, liquidation or bankruptcy of the sole Shareholder.

1.4 Any reference to the Shareholders in the Articles will be a reference to the sole Shareholder if the Company has only one Shareholder.

2. Art. 2. Registered office.

2.1 The registered office of the Company is established in the municipality of Luxembourg-City. It may be transferred within the boundaries of the municipality of Luxembourg by a resolution of the board of directors of the Company (the Board) if and to the extent permitted by law. It may be transferred to any other place within the Grand Duchy of Luxembourg by a resolution of the general meeting of the Shareholders (the General Meeting).

2.2 The Board will further have the right to set up branches, offices, administrative centres and agencies wherever it will deem fit, either within or outside of the Grand Duchy of Luxembourg.

2.3 Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances. Such temporary measure will have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a company incorporated in the Grand Duchy of Luxembourg.

3. Art. 3. Duration.

3.1 The Company is formed for an unlimited duration, provided that the Company will however be automatically put into liquidation upon the termination of a Compartment (as defined in Article 5.4) if no further Compartment is active at this time.

3.2 The Company may be dissolved, at any time, by a resolution of the General Meeting adopted in the manner required for amendments of these Articles.

4. Art. 4. Corporate objects.

4.1 The exclusive purpose of the Company is to invest the funds available to it in assets with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

4.2 The Company is not an alternative investment fund (the AIF) as defined under article 1(39) of the act of 12 July 2013 on alternative investment fund managers, as amended from time to time (the 2013 Act). The Company will not raise capital in the meaning of the 2013 Act.

4.3 The Company may take any measures and carry out any transaction, which it may deem useful for the fulfilment and development of its purpose to the fullest extent permitted under part I of the 2007 Act.

5. Art. 5. Share capital.

5.1 The capital of the Company will be represented by fully paid up shares (the Shares) of no par value and will at any time be equal to the value of the net assets of the Company pursuant to Article 12.

5.2 The capital must reach one million two hundred and fifty thousand euro (EUR 1,250,000) within twelve (12) months of the date on which the Company has been registered as a specialised investment fund (SIF) under the 2007 Act on the official list of Luxembourg SIFs, and thereafter may not be less than this amount.

5.3 The initial capital of the Company was of thirty-one thousand euro (EUR 31,000) represented by thirty-one (31) fully paid up Shares with no par value.

5.4 The Company has an umbrella structure and the Board will set up a separate portfolio of assets that represents a compartment as defined in article 71 of the 2007 Act (the Compartments, each being a Compartment) and that is formed for one or more classes of Shares (the Classes, each being a Class). Each Compartment will be invested in accordance with the investment objective and policy applicable to that Compartment. The investment objective, policy and other specific features of each Compartment are set forth in the offering memorandum of the Company drawn up in accordance with article 52 of the 2007 Act (the Memorandum). Each Compartment may have its own funding, Classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features. A Compartment may invest in another Compartment in accordance with article 71 (8) of the 2007 Act.

5.5 Within a Compartment, the Board may, at any time, decide to issue different Classes or series of Shares (the Series), the assets of which will be commonly invested but subject to different rights as described in the Memorandum, to the extent authorised under the 2007 Act and the 1915 Act, including, without limitation:

5.5.1 different issuing features;

5.5.2 different fees and expenses structure;

5.5.3 different distribution rights, and the Company may in particular decide that Shares pertaining to one or more Class(es) be entitled to receive incentive remuneration scheme in the form of carried interest or to receive preferred returns;

5.5.4 different servicing or other fees;

5.5.5 different transfer or ownership restrictions;

5.5.6 different reference currencies; and/or

5.5.7 such other features as may be determined by the Company from time to time and described in the Memorandum.

5.6 A separate NAV per Share, which may differ as a consequence of these variable factors, will be calculated for each Class in the manner described in Article 12.

5.7 Each Compartment is treated as a separate entity and operates independently, each portfolio of assets being invested for the exclusive benefit of this Compartment. A purchase of Shares relating to one relevant Compartment does not give the holder of such Shares any rights with respect to any other Compartment.

5.8 The Company is one single legal entity. However, in accordance with article 71(5) of the 2007 Act, the rights of the Shareholder and creditors relating to a Compartment or arising from the setting-up, operation and liquidation of a Compartment are limited to the assets of that Compartment. The assets of a Compartment are exclusively dedicated to the satisfaction of the rights of the Shareholders relating to that Compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Compartment, and there will be no cross liability between Compartments, in derogation of article 2093 of the Luxembourg Civil Code.

5.9 The Board may create each Compartment for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Compartment one or more times, subject to the relevant provisions of the Memorandum. The Memorandum will indicate whether a Compartment is incorporated for an unlimited period of time or, alternatively, its duration and, if applicable, any extension of its duration and the terms and conditions for such extension.

5.10 At the expiration of the duration of a Compartment, the Company will redeem all the shares in the Classes of that Compartment, in accordance with Article 28, irrespective of the provisions of Article 8.

5.11 For the purpose of determining the capital of the Company, the net assets attributable to each Class will, if not already denominated in euro, will be converted into euro. The capital of the Company equals the total of the net assets of all the Classes of all Compartments.

6. Art. 6. Form of shares.

6.1 The Shares will be in registered form (actions nominatives) and will remain in registered form. Shares are issued without par value and must be fully paid upon issue. Shares are not represented by certificates.

6.2 All issued registered Shares shall be registered in the register of Shareholders (the Register). The Register is kept at the registered office of the Company. It will be available for inspection by any Shareholder at the registered office. The Register shall contain the name of each owner of registered Shares, his/her/its residence or domicile as indicated to the Company, the number of Shares held by him/her/it, the amount paid up on each Share, and any Transfer (as defined in Article 10) and the dates of such Transfers. The ownership of the Shares will be established by the entry in this Register.

6.3 Each investor shall provide the Company with an address, fax number and email address to which all notices and announcements may be sent. Shareholders may, at any time, change their address as entered into the Register by way of a written notification sent to the Company at its registered office, or at such other address as may be set by the Company from time to time.

6.4 In the event that a Shareholder does not provide an address, the Board may permit a notice to this effect to be entered into the Register and the Shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered into the Register by the Company from time to time, until another address shall be provided to the Company by the Shareholder.

6.5 The Company will recognise only one holder per Share. In case a Share is held by more than one person, the Board has the right to suspend the exercise of all rights attached to that Share until one person has been appointed as sole owner in relation to the Company. The same rule shall apply in case of conflict between a usufruct holder (usufruitier) and a bare owner (nu-propriétaire) or between a pledgor and a pledgee. Moreover, in the case of joint Shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

6.6 Subject to the provisions of Article 10, the Transfer may be effected by a written declaration of Transfer entered in the Register, such declaration of Transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney or in accordance with the provisions applying to the transfer of claims provided for in article 1690 of the Luxembourg Civil Code. The Board may also accept as evidence of Transfer other instruments of Transfer evidencing the consent of the transferor and the transferee satisfactory to the Company.

6.7 Payments of distributions, if any, will be made to Shareholders, in respect of registered Shares at their addresses indicated in the Register in the manner prescribed by the Company from time to time.

6.8 Fractional Shares will be issued to the nearest thousandth of a Share. Fractional Shares will not be entitled to vote (except where their number is so that they represent a whole Share, in which case they confer a voting right) but will be entitled to a participation in the net results and in the proceeds of liquidation attributable to the relevant Class on a pro rata basis.

6.9 Shares may be issued with a premium to be determined by the Board and to be described in the Memorandum. Each premium is represented by a number of premium units. A premium unit does not entitle his/her/its holder to a voting right at any General Meeting. Premium unit(s) cannot be separated from the Share(s) whose issuing triggered the issuing of the relevant premium unit(s).

6.10 The Company may also decide to issue profit shares (parts bénéficiaires) in accordance with the 1915 Act. A profit share does not entitle his/her/its owner to a voting right at any General Meeting.

7. Art. 7. Issue of shares.

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

7.2 Shares are exclusively reserved for subscription by well-informed investors within the meaning of article 2 of the 2007 Act (Well-Informed Investors) and who are admitted to the Company as belonging to a pre-existing group of investors (the Group of Investors) for whom the Company has specifically be established.

7.3 Any conditions to which the issue of Shares may be submitted will be detailed in the Memorandum provided that the Board may, without limitation:

7.3.1 collect the commitment in writing from an investor whereby the latter commits to subscribe one or more Shares upon receipt of a draw-down notice as further determined in the Memorandum or any contractual arrangement;

7.3.2 determine default provisions on the violation of any provision in relation to the commitment to subscribe Shares or on the non or late payment for Shares as further determined in the Memorandum or any contractual arrangement;

7.3.3 restrict in the Memorandum the ownership of Shares or of any Class of Shares;

7.3.4 impose restrictions on the frequency at which shares of a certain Class are issued (and, in particular, decide that shares of a particular Class will only be issued during one or more offering periods or at such other intervals as provided for in the Memorandum);

7.3.5 decide that Shares of a relevant Compartment or Class will only be issued to persons or entities that have entered into a subscription agreement under which the subscriber undertakes inter alia to subscribe for Shares, during a specified period, up to a certain amount;

7.3.6 impose conditions on the issue of Shares (including without limitation the execution of such subscription documents and the provision of such information as the Board may determine to be appropriate) and fix a minimum subscription amount, minimum subsequent subscription amount, and/or a minimum commitment or holding amount;

7.3.7 in respect of any one given Compartment and/or Class, levy a subscription charge and has the right to waive partly or entirely this subscription charge;

7.3.8 decide that payments for subscriptions to Shares will be made in whole or in part on one or more dealing dates, closings or drawdown dates at which the commitment of the investor will be called against issue of Shares of the relevant Compartment and Class.

7.4 Shares in Compartments will be issued at the subscription price calculated in the manner and at such frequency as determined for each Compartment (and, as the case may be, each Class) in the Memorandum.

7.5 A process determined by the Board and described in the Memorandum will govern the chronology of the issue of Shares.

7.6 The Board may confer the authority upon any of its members, any managing director, officer or other duly authorised representative to accept subscription applications, to receive payments for newly issued Shares and to deliver these Shares.

7.7 The Company may, in its absolute discretion, accept or reject, in whole or in part, any request for subscription for Shares.

7.8 The Company may agree to issue Shares as consideration for a contribution in kind of assets, in accordance with Luxembourg law, in particular in accordance with the obligation to deliver a valuation report from an auditor (réviseur d'entreprises agréé), and provided that such assets are in accordance with the investment objectives and policies of the relevant Compartment. All costs related to the contribution in kind are borne by the Shareholder acquiring shares in this manner.

8. Art. 8. Redemptions of shares. Redemption of Shares by the Shareholders

8.1 Unless otherwise provided for in the Memorandum, Shareholder may request redemption of all or part of his/her/its Shares from the Company, pursuant to the conditions and procedures set forth by the Board in the Memorandum and within the limits provided by law and these Articles.

8.2 Subject to the provisions of Articles 12 and 13, the redemption price per Share will be paid within a period determined by the Board and disclosed in the Memorandum, provided that any transfer documents have been received by the Company.

8.3 Unless otherwise provided for in the Memorandum, the redemption price per Share of a particular Class of a Compartment corresponds to the NAV per Share of the respective Class less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 A process determined by the Board and described in the Memorandum will govern the chronology of the redemption of Shares.

8.5 If as a result of a redemption application, the number or the value of the Shares held by a Shareholder in a Class falls below the minimum number or value that is then determined by the Board in the Memorandum, the Company may decide to treat such an application as an application for redemption of all of that Shareholder's Shares in the given Class.

8.6 If, in addition, on a Valuation Date (as defined in Article 12.1) or at some time during a Valuation Date, redemption applications as defined in this Article and conversion applications as defined in Article 9 exceed a certain level set by the Board in relation to the Shares of a given Class, the Board may resolve to reduce proportionally part or all of the redemption and/or conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Date(s) following this period (but subject always to the foregoing limit).

8.7 The Company may discretionarily decide to, at the request of a Shareholder, satisfy (all or part of) the payment of the redemption price owed to any Shareholder in specie by allocating assets to the Shareholder from the portfolio set up in connection with the Class(es) equal in value to the value of the shares to be redeemed (calculated in the manner described in Article 12) as of the Valuation Date or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Compartment. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given Class or Classes, as the case may be. Such a Shareholder may incur brokerage and/or local tax charges on any transfer or sale of securities so received in satisfaction of redemption. The valuation used will be confirmed by a special report of the independent auditor of the Company. The costs of any such transfers are borne by the transferee.

8.8 All redeemed Shares will be cancelled.

8.9 All applications for redemption of Shares are irrevocable, except - in each case for the duration of the suspension -in accordance with Article 13, when the calculation of the NAV has been suspended or when redemption has been suspended as provided for in this Article.

Compulsory redemption of Shares by the Company

8.10 Shares may be redeemed at the initiative of the Company in accordance with, and in the circumstances set out under, this Article. The Company may in particular decide to:

8.10.1 redeem Shares of any Class and Compartment, on a pro rata basis among Shareholders in order to distribute proceeds generated by an investment through returns or its disposal on a pro rata basis among Shareholders, subject to compliance with the relevant distribution scheme (and, as the case may be, reinvestment rights) as provided for each Compartment in the Memorandum, if any;

8.10.2 carry out a compulsory redemption of Shares:

(a) held by a Restricted Person as defined in, and in accordance with the provisions of Article 11.1;

(b) in case of liquidation or merger of Compartments or Classes, in accordance with the provisions of Article 28;

(c) held by a Shareholder who fails to make, within a specified period of time determined by the Company, any required contributions or certain other payments to the relevant Compartment (including the payment of any interest amount or charge due in case of default), in accordance with the terms of its subscription documents to the relevant Compartment in accordance with the provisions of the Memorandum;

(d) for the purpose of the payment of fees; and

(e) in all other circumstances, in accordance with the terms and conditions set out in the subscription documents, Memorandum and these Articles.

9. Art. 9. Conversion of shares.

9.1 Unless otherwise provided for in the Memorandum, a Shareholder may convert Shares of a particular Class of a Compartment held in whole or in part into Shares of the corresponding Class of another Compartment; conversions from Shares of one Class of a Compartment to Shares of another Class of either the same or a different Compartment are also permitted, except otherwise decided by the Board.

9.2 The Board may make the conversion of Shares dependent upon additional conditions, as set forth in the Memorandum.

9.3 A conversion application will be considered as an application to redeem the Shares held by the Shareholder and as an application for the simultaneous acquisition (subscription) of the shares to be subscribed. The conversion ratio will be calculated on the basis of the NAV per Share of the respective Class; a conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the subscription parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Date. If there are different order acceptance deadlines for the Compartments in question, the calculation may deviate from this, in particular depending on the sales channel. In particular either:

9.4.1 the sales part may be calculated in accordance with the general rules on the redemption of shares (which may be older than the general rules on the issue of shares), while the purchase part would be calculated in accordance with the general (newer) rules on the issue of shares; or

9.4.2 the sales part is not calculated until a time later in relation to the general rules on share redemption together with the purchase part calculated in accordance with the newer (in relation to the sales part) rules on the issue of shares.

9.5 Conversions may only be effected if, at the time, both the redemption of the Shares to be converted and the issue of the Shares to be acquired are simultaneously possible; there will be no partial execution of the application unless the possibility of issuing the Shares to be subscribed ceases after the Shares to be converted have been redeemed.

9.6 Subject to any currency conversion (if applicable) the proceeds resulting from the redemption of the original Shares will be applied immediately as the subscription monies for the Shares in the new Class into which the original Shares are converted.

9.7 All applications for the conversion of Shares are irrevocable, except -in each case for the duration of the suspension -in accordance with Article 13, when the calculation of the NAV of the Shares to be redeemed has been suspended or when redemption of the Shares to be redeemed has been suspended as provided for in Article 8. If the calculation of the NAV of the Shares to be subscribed is suspended after the Shares to be converted have already been redeemed, only the subscription part of the conversion application can be revoked during this suspension.

9.8 If, in addition, on a Valuation Date or at some time during a Valuation Date redemption applications as defined in Article 8 and conversion applications as defined in this Article exceed a certain level set by the Board in relation to the Shares issued in the Class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain period of time and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Date following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

9.9 If as a result of a conversion application, the number or the value of the Shares held by any Shareholder in any Class falls below the minimum number or value that is then -if the rights provided for in this sentence are to be applicable -determined by the Board in the Memorandum, the Company may decide to treat the purchase part of the conversion application as a request for redemption for all of the Shareholder's Shares in the given Class; the subscription part of the conversion application remains unaffected by any additional redemption of Shares.

9.10 Shares that are converted to Shares of another Class will be cancelled.

10. Art. 10. Transfer of shares.

10.1 No sale, assignment, transfer, grant of a participation in, pledge, hypothecation, encumbrance or other disposal (each a Transfer) of all or any portion of any Shareholder's Shares, whether direct or indirect, voluntary or involuntary, shall be valid or effective if:

10.1.1 the Transfer would result in a violation of any Luxembourg law or the laws and regulations of US, the UK or any other jurisdiction (including, without limitation, the US Securities Act, any securities laws of the individual states of the United States, or ERISA) or subject the Company, a Compartment or an Intermediary Vehicle (as defined in the Memorandum) to any other adverse tax, legal or regulatory consequences as determined by the Company;

10.1.2 the Transfer would result in a violation of any term or condition of these Articles or of the Memorandum; and

10.1.3 the Transfer would result in the Company, a Compartment or an Intermediary Vehicle being required to register as an investment company under the United States Investment Company Act of 1940, as amended.

10.2 It must be a condition for any Transfer (whether permitted or required):

10.2.1 to be approved by the Board, such approval not to being unreasonably withheld;

10.2.2 that the transferee is not a Restricted Person;

10.2.3 not to violate any laws or regulations (including, without limitation, any securities laws) applicable to it; and

10.2.4 that the transferee enters into a subscription agreement in respect of the relevant Shares so transferred.

10.3 The Company, in its sole and absolute discretion, may condition such Transfer upon the receipt of an opinion of responsible counsel which opinion shall be reasonably satisfactory to the Company.

10.4 The transferor shall be responsible for and pay all costs and expenses (including any taxation) arising in connection with any such permitted Transfer, including reasonable legal fees arising in relation thereto incurred by the Company, the investment adviser or their affiliates and stamp duty or stamp duty reserve tax (if any) payable. The transferor and the transferee must indemnify the Indemnified Persons (as defined in Article 22.1), in a manner satisfactory to the Company against any Claims and Expenses (as defined in the Memorandum) to which the Indemnified Persons may become subject arising out of or based upon any false representation or warranty made by, or breach or failure to comply with any covenant or agreement of, such transferor or transferee in connection with such Transfer. In addition, each Shareholder agrees to indemnify the Company (or the relevant Compartment) and each Indemnified Person from any Claims and Expenses resulting from any Transfer or attempted Transfer of its Interests in violation of the present Articles, the Memorandum and the terms of their subscription agreement.

11. Art. 11. Ownership restrictions.

11.1 The Company may restrict or prevent the ownership of Shares by any person:

11.1.1 who is not a member of the Group of Investors for whom the Company has been established or who has been excluded from this Group of Investors for whatever reason;

11.1.2 if in the opinion of the Board such holding may be detrimental to the Company or an Intermediary Vehicle;

11.1.3 if it may result (either individually or in conjunction with other Members in the same circumstances) in

(a) the Company, a Compartment or an Intermediary Vehicle incurring any liability for any taxation whenever created or imposed and whether in Luxembourg, or elsewhere or suffering pecuniary disadvantages which the same might not otherwise incur or suffer;

(b) the Company or a Compartment being subject to the U.S. Employee Retirement Income Security Act of 1974, as amended;

(c) the Company or a Compartment qualifying as an AIF in the meaning of the 2013 Act and being required either to be authorised as an alternative investment fund manager (the AIFM) under chapter 2 of the 2013 Act or to appoint an AIFM or be registered under article 3(3) of the 2013 Act; or

(d) the Company or a Compartment being required to register its Shares under the laws of any jurisdiction other than Luxembourg (including, without limitation, the US Securities Act or the US Investment Company Act);

11.1.4 if it may result in a breach of any law or regulation applicable to the relevant individual or legal entity itself, the Company or any Compartment, whether Luxembourg law or any other law; and in particular if a relevant Shareholder does not qualify as a Well-Informed Investor or has loose such qualification for whatever reason; or

11.1.5 if as a result thereof the Company may become exposed to tax or regulatory disadvantages or other financial disadvantages that it would not have otherwise incurred;

11.2 such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons.

11.3 For such purposes the Company may

11.3.1 decline to issue Shares and decline to register any Transfer; and

11.3.2 at any time require any person whose name is entered in the Register or who seeks to register a Transfer in the Register to deliver to the Company any information, supported by affidavit which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such Shares by a Restricted Person.

11.3.3 If it appears that an investor or a Shareholder is a Restricted Person, the Board is entitled to, in its absolute discretion:

11.3.4 decline to accept the vote of the Restricted Person at the General Meeting and disregard its vote as further determined in the Memorandum; and/or

11.3.5 retain all dividends paid or other sums distributed with regard to the Shares held by the Restricted Person; and/or

11.3.6 instruct the Restricted Person to sell his/her/its Shares to one or more persons who are part of the Group of Investors in accordance with the Memorandum and subject to the applicable restrictions on Transfer as set out in Article 10;

11.3.7 compulsorily redeem all Shares held by the Restricted Person at a price based on the lesser of

(a) the latest available NAV of the Shares at the date on which the Board becomes aware that the relevant Shareholder is a Restricted Person (the moment of consideration being irrelevant if the NAV is equal to zero or negative); and

(b) the subscription amount which has been paid by the Restricted Person for the Shares,

less the costs incurred by the Company as a result of the holding of shares by the Restricted Person (including all costs linked to the compulsory redemption) and, for case the Shareholder has never been a Member, a penalty fee to be determined in the Memorandum; and/or

11.3.8 terminate Undrawn Commitments of the Restricted Person.

11.4 The exercise of the powers by the Company and the Board in accordance with this Article 11 may in no way be called into question or declared invalid on the grounds that the ownership of Shares was not sufficiently proven or that the actual ownership of Shares did not correspond to the assumptions made by the Company on the date of the purchase notification, provided that the Company and the Board exercised the above mentioned powers in good faith.

12. Art. 12. Calculation of the NAV.

12.1 The Company, each Compartment and each Class in a Compartment have a net asset value (the NAV) determined in accordance with Luxembourg law and these Articles as of each valuation date as is stipulated in the Memorandum in respect of each Compartment and Class (a Valuation Date).

12.2 The reference currency of the Company is the euro (EUR).

Calculation of the NAV

12.3 The NAV of each Compartment and Class shall be calculated in the Reference Currency of the Compartment or Class, as it is stipulated in the Memorandum in good faith in Luxembourg on each Valuation Date.

12.4 The Company (or its agent) will compute the NAV as follows:

12.4.1 For the purpose of calculating the NAV per Class of a particular Compartment, the NAV shall be determined by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Compartment; less

(b) all the liabilities of the Company which are allocated to the relevant Compartment and all fees attributable to the relevant Compartment, which fees have accrued but are unpaid on the relevant Valuation Date.

12.4.2 Each Class participates in the Compartment according to the portfolio and distribution entitlements attributable to each such Class.

12.4.3 The NAV per Share will be the NAV of that Class of that Compartment on that Valuation Date divided by the total number of Shares of that Class of that Compartment then outstanding on that Valuation Date.

12.5 The total net assets of the Company will result from the difference between the gross assets (including the market value of the investments owned by the Company and its Intermediary Vehicles) and the liabilities of the Company based on a consolidated view, provided that:

12.5.1 the equity or liability interests attributable to Shareholders derived from these financial statements will be adjusted to take into account the fair (i.e., discounted) value of deferred tax liabilities as determined by the Company in accordance with its internal rules;

12.5.2 the acquisition costs for the investments of the Company (including the costs of establishment of Intermediary Vehicle, as the case may be) shall be amortised over the planned strategic investment period of each of such investment, as confirmed by the Company or for a maximum period of five (5) years rather than expensed in full when they are incurred; and

12.5.3 the set up costs for the Company and any Compartment shall be amortised over a maximum period of five (5) years rather than expensed in full when they are incurred.

Valuation of the assets of the Company

12.6 The value of the assets of the Company will be evaluated as follows:

12.6.1 any transferable security and instrument (including any financial derivate instrument) negotiated or listed on a Regulated Market (as defined in the Memorandum) will be valued on the basis of the last known price, unless this price is not representative, in which case the value of such a security or instrument will be determined on the basis of its fair value estimated in good faith by the Company;

12.6.2 units, shares or interests of any UCI are based on the last available value provided by the administrative agent, the manager or any other reliable party involved with that UCI;

12.6.3 the liquidating value of any financial derivative instruments which are not traded on a Regulated Market will mean their net liquidating value determined, pursuant to the policies established by the Company, on a basis consistently applied for each different variety of derivative;

12.6.4 unlisted securities or instruments not traded on a Regulated Market as well as listed securities or instruments listed on a market other than a Regulated Market, or securities or instruments whose quoted price is, in the opinion of the Company, not representative of actual market value, will be valued at their last price known in Luxembourg or, in the absence of such price, on the basis of their fair value, as determined with prudence and in good faith by the Company, provided that private equity investments will be estimated with due care and in good faith by taking into account International Private Equity and Venture Capital Valuation Guidelines (the IPEV Valuation Guidelines);

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

12.7 The Company, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset or liability of the Company in compliance with Luxembourg law.

12.8 All assets denominated in a currency other than the reference currency of the respective Compartment/ Class will be converted in accordance with the procedure set out in the Memorandum or determined by the Board.

12.9 For the purpose of this Article,

12.9.1 Shares to be issued by the Company will be treated as being in issue as from the time specified by the Company on the Valuation Date with respect to which such valuation is made and from such time and until received by the Company the price therefore will be deemed to be an asset of the Company;

12.9.2 Shares to be redeemed, if any, will be treated as existing and taken into account until the date fixed for redemption, and from such time and until paid by the Company the price therefore will be deemed to be a liability of the Company; and

12.9.3 where on any Valuation Date the Company has contracted to:

(a) purchase any asset, the value of the consideration to be paid for such asset will be shown as a liability of the Company and the value of the asset to be acquired will be shown as an asset of the Company;

(b) sell any asset, the value of the consideration to be received for such asset will be shown as an asset of the Company and the asset to be delivered by the Company will not be included in the assets of the Company;

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

Allocation of assets and liabilities

12.10 The assets and liabilities of the Company will be allocated as follows:

12.10.1 the proceeds to be received from the issue of shares of any Class will be applied in the books of the Company to the Compartment corresponding to that Class, provided that if several Classes are outstanding in such Compartment, the relevant amount will increase the proportion of the net assets of such Compartment attributable to that Class;

12.10.2 the assets and liabilities and income and expenditure applied to a Compartment will be attributable to the Class or Classes corresponding to such Compartment;

12.10.3 where any asset is derived from another asset, such asset will be attributable in the books of the Company to the same Class or Classes as the assets from which it is derived and on each revaluation of such asset, the increase or decrease in value will be applied to the relevant Class or Classes;

12.10.4 where the Company incurs a liability in relation to any asset of a particular Class or particular Classes within a Compartment or in relation to any action taken in connection with an asset of a particular Class or particular Classes within a Compartment, such liability will be allocated to the relevant Class or Classes within such Compartment;

12.10.5 in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class, such asset or liability will be allocated to all the Classes pro rata to their respective NAVs or in such other manner as determined by the Company acting in good faith, provided that (i) where assets of several Classes are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Company, the respective right of each Class will correspond to the prorated portion resulting from the contribution of the relevant Class to the relevant account or pool, and (ii) such right will vary in accordance with the contributions and withdrawals made for the account of the

Class, as described in the Memorandum, and finally (iii) all liabilities, whatever Class they are attributable to, will, unless otherwise agreed upon with the creditors, be binding upon the Company as a whole;

12.10.6 upon the payment of distributions to the Shareholders of any Class, the NAV of such Class will be reduced by the amount of such distributions.

General rules

12.11 All valuation regulations and determinations will be interpreted and made in accordance with Luxembourg law.

12.12 The NAV as of any Valuation Date will be made available to Shareholders at the registered office of the Company as soon as it is finalised.

12.13 For the avoidance of doubt, the provisions of this Article are rules for determining the NAV per Share and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Company or any Shares issued by the Company.

12.14 Different valuation rules may be applicable in respect of a specific Compartment as laid down in the Memorandum.

12.15 Series, if any, are treated from an accounting perspective a sub-class of Shares.

13. Art. 13. Temporary suspension of calculation of the nav.

13.1 The Company may suspend the determination of the NAV of the Company, of any Compartment, Class or Series; and/or the issue, redemption or conversion of Shares of the Company, of any Compartment, Class or Series when

13.1.1 one or more Regulated Markets or markets other than Regulated Markets, which provide the basis for valuing a substantial portion of the Investments, or when one or more markets in the currency in which a substantial portion of the Investments are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

13.1.2 as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Company, disposal of Investments is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

13.1.3 a breakdown in the normal means of communication used for the valuation of any Investment or when, for any reason beyond the responsibility of the Company, the value of any Investment may not be determined as rapidly and accurately as required;

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

13.1.5 for any other reason, the prices of any Investments within a Compartment cannot be accurately determined;

13.1.6 a notice convening a General Meeting for the purpose of winding-up the Company or any Compartment has been released;

13.1.7 the suspension is required by law or legal process; and/or

13.1.8 for any reason the Company determines that such suspension is in the best interests of Shareholders.

13.2 The Company will notify members of the Group of Investors and Shareholders requesting subscription, redemption or conversion of Shares of such suspension. The Company may furthermore notify such suspension to any other person as it may deem appropriate.

13.3 Such suspension as to any Compartment will have no effect on the calculation of the NAV per Share, the issue, redemption and conversion of Shares of any other Compartment.

14. Art. 14. Management.

14.1 The Company will be managed by a Board of at least three (3) directors (the Directors). The Directors, either Shareholders or not, are appointed for a term which may not exceed six (6) years, by a General Meeting. The Directors may be dismissed at any time and at the sole discretion of a General Meeting. The Board will be elected by the Shareholders at the General Meeting at which the number of Directors, their remuneration and term of office will also be determined.

14.2 When a legal entity is appointed as a director of the Company (the Legal Entity), the Legal Entity must designate a permanent representative in order to accomplish this task in its name and on its behalf (the Representative). The Representative is subject to the same conditions and obligations, and incurs the same liability as if he was performing this task for his own account and on his own behalf, without prejudice to the joint liability of him and the Legal Entity. The Legal Entity cannot revoke the Representative unless it simultaneously appoints a new permanent representative.

14.3 Directors are selected by a majority vote of the Shares present or represented at the relevant General Meeting.

14.4 Directors may be removed with or without cause or replaced at any time by a resolution adopted by the General Meeting.

14.5 In the event of a vacancy in the office of a Director, the remaining Directors may temporarily fill such vacancy; the Shareholders will take a final decision regarding such nomination at their next General Meeting.

15. Art. 15. Meetings of the board.

15.1 The Board will appoint a chairman (the Chairman) among its members and may choose a secretary, who need not be a Director, and who will be responsible for keeping the minutes of the meetings of the Board. The Chairman will preside at all meetings of the Board. In his/her absence, the other Directors will appoint another chairman pro tempore who will preside at the relevant meeting by simple majority vote of the Directors present or represented at such meeting.

15.2 The Board will meet upon call by the Chairman or any two (2) Directors at the place indicated in the notice of meeting.

15.3 Written notice of any meeting of the Board will be given to all the Directors at least twenty-four (24) hours in advance of the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances will be set forth briefly in the convening notice of the meeting of the Board.

15.4 No such written notice is required if all the members of the Board are present or represented during the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The written notice may be waived by the consent in writing, whether in original, by telefax, or e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed, of each member of the Board. Separate written notice will not be required for meetings that are held at times and places determined in a schedule previously adopted by resolution of the Board.

15.5 Any member of the Board may act at any meeting of the Board by appointing in writing, whether in original, by telefax, or e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed, another Director as his/her/its proxy.

15.6 The Board can validly debate and take decisions only if at least the majority of its members is present or represented. A Director may represent more than one of his or her colleagues, under the condition however that at least two Directors are present at the meeting or participate at such meeting by way of any means of communication that are permitted under the Articles and by the 1915 Act. Decisions are taken by the majority of the members present or represented.

15.7 In case of a tied vote, the Chairman of the meeting will have a casting vote.

15.8 Any Director may participate in a meeting of the Board by conference call, video conference or similar means of communications equipment whereby (i) the Directors attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the Directors can properly deliberate, and participating in a meeting by such means will constitute presence in person at such meeting. A meeting of the Board held by such means of communication will be deemed to be held in Luxembourg.

15.9 Notwithstanding the foregoing, a resolution of the Board may also be passed in writing. Such resolution will consist of one or several documents containing the resolutions and signed, manually or electronically by means of an electronic signature which is valid under Luxembourg law, by each Director. The date of such resolution will be the date of the last signature.

16. Art. 16. Minutes of meetings of the board.

16.1 The minutes of any meeting of the Board will be signed by the Chairman or a member of the Board who presided at such meeting.

16.2 Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the Chairman or any two members of the Board.

17. Art. 17. Powers of the board. The Board is vested with the broadest powers to perform or cause to be performed all acts of disposition and administration in the Company's interest. All powers not expressly reserved by the 1915 Act or by the Articles to the General Meeting fall within the competence of the Board.

18. Art. 18. Delegation of powers.

18.1 The Board may appoint a person (délégué à la gestion journalière), either a Shareholder or not, or a member of the Board or not, who will have full authority to act on behalf of the Company in all matters concerned with the daily management and affairs of the Company.

18.2 The Board may appoint a person, either a Shareholder or not, either a Director or not, as permanent representative for any entity in which the Company is appointed as member of the governing body. This permanent representative will act with all discretion, but in the name and on behalf of the Company, and may bind the Company in its capacity as member of the governing board of any such entity.

18.3 The Board is also authorised to appoint a person, either Director or not, for the purposes of performing specific functions at every level within the Company.

18.4 The Board may establish committees and delegate to such committees full authority to act on behalf of the Company in all matters concerned with the daily management and affairs of the Company in respect of one or more Compartment(s) or to act in a purely advisory capacity to the Company in respect of one or more Compartment(s). The rules concerning the composition, functions, duties, remuneration of these committees will be as set forth in the Memorandum.

19. Art. 19. Binding signatures.

19.1 The Company will be bound towards third parties in all matters by the joint signatures of any two Directors whereby one Director must have signature A and one Director must have a signature B.

19.2 The Company will further be bound by the joint signatures of any persons or the sole signature of the person to whom specific signatory power has been granted by the Board, but only within the limits of such power. Within the boundaries of the daily management, the Company will be bound by the sole signature, as the case may be, of the person appointed to that effect in accordance with Article 18.1 above.

20. Art. 20. Delegation of power and appointment of investment manager.

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

20.2 The Company may enter with any Luxembourg or foreign company into (an) investment management agreement (s), according to which any company first approved by it will supply the Company with recommendations and advice with respect to the Company's investment policy pursuant to Article 21. Furthermore, such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board, purchase and sell securities and otherwise manage the Company's portfolio. The investment management agreement shall contain the rules governing the modification or expiration of such contract(s) which are otherwise concluded for an unlimited period.

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

21. Art. 21. Investment policy and restrictions.

21.1 The Board, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Compartment, (ii) the hedging strategy to be applied to specific Classes within particular Compartments and (iii) the course of conduct of the management and business affairs of the Company, all within the investment powers and restrictions as will be set forth by the Board in the Memorandum, in compliance with applicable laws and regulations.

21.2 The Board will also have power to determine any restrictions which will from time to time be applicable to the investment of the Company's and its Compartments' assets, in accordance with the 2007 Act including, without limitation, restrictions in respect of:

21.2.1 the borrowings of the Company or any Compartment thereof and the pledging of its assets; and

21.2.2 the maximum percentage of the Company or a Compartment's assets which it may invest in any single underlying asset and the maximum percentage of any type of investment which it (or a Compartment) may acquire.

21.3 The Board, acting in the best interests of the Company, may decide, in accordance with the terms of the Memorandum, that (i) all or part of the assets of the Company or of any Compartment be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their compartments, or that (ii) all or part of the assets of two or more Compartments be co-managed on a segregated or on a pooled basis.

22. Art. 22. Indemnification.

22.1 Any Service Providers and their Affiliates, directors, managers, employees, direct and indirect shareholders as well as the Directors, their delegates and the members of any committee (each referred to as an Indemnified Person) are entitled to be indemnified, out of the relevant Compartment's assets (and, for the avoidance of doubt, which may be from the assets of all Compartments if the relevant matter applies to the Company as a whole or all Compartments), against all liabilities, costs or expenses (including reasonable legal fees), damages, losses, suits, proceedings and actions, whether judicial, administrative, investigative or otherwise, that may be incurred by such Indemnified Person, or in which such Indemnified Person may become involved or with which such Indemnified Person may become threatened, in connection with, or relating to, or arising or resulting from in respect of or in connection with any matter or other circumstance relating to or resulting from the exercise of its powers or from the provision of services to or in respect of the Company or under or pursuant to any management agreement or other agreement relating to the Company or which otherwise arise in relation to or in connection with the operation, business or activities of the Company, provided that no Indemnified Person shall be entitled to such indemnification for any action or omission resulting from any behaviour by it which qualifies as fraud, wilful misconduct, reckless disregard or gross negligence.

22.2 The Company may, wherever deemed appropriate, provide professional, D&O or other adequate indemnity insurance coverage to one or more Indemnified Persons.

23. Art. 23. Powers of the general meeting of the company.

23.1 As long as the Company has only one Shareholder, the Sole Shareholder assumes all powers conferred to the General Meeting. In these Articles, decisions taken, or powers exercised, by the General Meeting will be a reference to decisions taken, or powers exercised, by the Sole Shareholder as long as the Company has only one Shareholder. The decisions taken by the Sole Shareholder are documented by way of minutes.

23.2 In the case of a plurality of Shareholders, any regularly constituted General Meeting will represent the entire body of Shareholders of the Company. It will have the broadest powers to order, carry out or ratify acts relating to all the operations of the Company.

24. Art. 24. General meetings of shareholders.

24.1 The annual General Meeting will be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of the meeting, on the third Wednesday of June of each year at 16.30 (Luxembourg time). If such day is not a business day for banks in Luxembourg, the annual General Meeting will be held on the precedent business day.

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

24.3 Other General Meetings may be held at such place and time as may be specified in the respective convening notices of the General Meeting.

24.4 Any Shareholder may participate in a General Meeting by conference call, video conference or similar means of communications equipment whereby (i) the Shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the Shareholders can properly deliberate, and participating in a meeting by such means will constitute presence in person at such meeting.

25. Art. 25. Notice, Quorum, Convening notices, Powers of attorney and vote.

25.1 The notice periods and quorum provided for by law will govern the notice for, and the conduct of, the General Meetings, unless otherwise provided herein.

25.2 The Board or, if exceptional circumstances require so, any two Directors acting jointly may convene a General Meeting. They will be obliged to convene it so that it is held within a period of one month, if Shareholders representing one-tenth of the capital require it in writing, with an indication of the agenda. One or more Shareholders representing at least one tenth of the subscribed capital may require the entry of one or more items on the agenda of any General Meeting. This request must be addressed to the Company at least five (5) days before the relevant General Meeting.

25.3 All the Shares being in registered form, the convening notices will be made by registered mail or courier at least eight (8) calendar days prior to the relevant General Meeting at their addresses set out in the Register. Such notices will include the agenda and specify the time and place of the meeting and the conditions of admission and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities required for the relevant General Meeting.

25.4 Each Share is entitled to one vote, subject to Article 11.

25.5 Except as otherwise required by law or by these Articles, resolutions at a duly convened General Meeting will be passed by a simple majority of those present or represented and voting.

25.6 However, resolutions to alter the Articles may only be adopted in a General Meeting where at least one half of the share capital is represented and the agenda indicates the proposed amendments to the Articles and, as the case may be, the text of those which concern the objects or the form of the Company. If the first of these conditions is not satisfied, a second General Meeting may be convened, in the manner prescribed by the Articles and the Companies Law. The second General Meeting will validly deliberate regardless of the proportion of the capital represented. At both General Meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes expressed at the relevant General Meeting. Votes relating to shares for which the Shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

25.7 The nationality of the Company may be changed and the commitments of its Shareholders may be increased only with the unanimous consent of the Shareholders and bondholders.

25.8 A Shareholder may act at any General Meeting by appointing another person who need not be a Shareholder as its proxy in writing whether in original, by telefax, or e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed.

25.9 If all the Shareholders of the Company are present or represented at a General Meeting, and consider themselves as being duly convened and informed of the agenda of the meeting, the meeting may be held without prior notice.

25.10 The Shareholders may vote in writing (by way of a voting bulletins) on resolutions submitted to the General Meeting provided that the written voting bulletins include (i) the name, first name, address and the signature of the relevant Shareholder, (ii) the indication of the shares for which the Shareholder will exercise such right, (iii) the agenda as set forth in the convening notice and (iv) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Company seventy-two (72) hours before the relevant General Meeting.

25.11 Before commencing any deliberations, the Shareholders will elect a chairman of the General Meeting. The chairman will appoint a secretary and the Shareholders will appoint a scrutineer. The chairman, the secretary and the scrutineer form the General Meeting's bureau.

25.12 The minutes of the General Meeting will be signed by the members of the bureau of the General Meeting and by any Shareholder who wishes to do so.

25.13 However, in case decisions of the General Meeting have to be certified, copies or extracts for use in court or elsewhere must be signed by the chairman of the Board or any two other Directors.

26. Art. 26. General meetings of shareholders of a compartment or a class.

26.1 The Shareholders of any Compartment may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Compartment.

26.2 In addition, the Shareholders of any Class may hold, at any time, General Meetings for any matters which are specific to that Class.

26.3 The provisions of Article 25 above apply to such General Meetings, unless the context otherwise requires.

27. Art. 27. Auditors.

27.1 The accounting information contained in the annual report of the Company will be examined by an independent auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Company.

27.2 The independent auditor will fulfil all duties prescribed by the 2007 Act.

28. Art. 28. Liquidation or merger of compartments or classes of shares.

28.1 In the event that for any reason:

28.1.1 the value of the total net assets in any Compartment or the value of the net assets of any Class within a Compartment has decreased to, or has not reached, an amount determined by the Board or its delegate to be the minimum level for such Compartment, or such Class of Shares, to be operated in an economically efficient manner; or

28.1.2 in case of a substantial modification in the political, economic or monetary situation; or

28.1.3 as a matter of economic rationalisation; or

28.1.4 a situation arises, where the Board may not, despite all reasonable efforts, manage the assets of a Compartment in compliance with the investment restriction set out in the Memorandum;

the Board may decide to offer to the Shareholders of such Compartment the conversion of their Shares into Shares of another Compartment under terms fixed by the Board or to redeem all the Shares of the relevant Class or Classes at the NAV per Share (taking into account actual realisation prices of Investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect. The Company shall serve a notice to the Shareholders of the relevant Class or Classes of Shares prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations. Registered Shareholders shall be notified in writing.

28.2 In addition, the General Meeting of any Class or of any Compartment will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the Shares of the relevant Compartment or Class and refund to the Shareholders the NAV of their Shares, taking into account actual realization prices of investments and realization expenses, calculated on the Valuation Date immediately preceding the date at which such decision will take effect. There will be no quorum requirements for such General Meeting, which will decide by resolution taken by simple majority of those present or represented and voting at such General Meeting. Such resolution will however be subject to the Board's consent.

28.3 Any request for subscription will be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Compartment or Class.

28.4 Assets which may not be distributed upon the implementation of the liquidation or merger will be deposited with the Caisse de Consignation in Luxembourg on behalf of the persons entitled thereto within the applicable time period.

28.5 All redeemed Shares will be cancelled.

28.6 Under the same circumstances as provided by the Article 28.1 above, the Board may decide to allocate the assets of any Compartment to those of another existing Compartment or to another undertaking for collective investment (UCI) organised under the provisions of the 2007 Act, or the act of 17 December 2010 on UCIs or to another compartment within such other UCI (the New Compartment) and to redesignate the Shares of the Compartment concerned as shares of the New Compartment (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be communicated in the same manner as described in the first paragraph of this Article one (1) month before its effectiveness (and, in addition, the publication will contain information in relation to the New Compartment), in order to enable Shareholders to request redemption of their Shares, free of charge, during such period.

28.7 Notwithstanding the powers conferred to the Board by the Article 28.6 above, a contribution of the assets and liabilities attributable to any Compartment to another Compartment within the Company may, in any other circumstances, be decided upon by a General Meeting of the Compartment or Class concerned for which there will be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting. Such resolution will however be subject to the Board's consent.

28.8 Furthermore, in other circumstances than those described in the Article 28.1, a contribution of the assets and liabilities attributable to any Compartment to another UCI referred to in Article 28.6 or to another compartment within

such other UCI will require a resolution of the Shareholders of the Class or Compartment concerned taken with 50% quorum requirement of the Shares in issue and adopted at a two-third majority of the shares present or represented, except when such an amalgamation is to be implemented with a Luxembourg UCI of the contractual type (fonds commun de placement) or a foreign based UCI, in which case resolutions will be binding only on such Shareholders who have voted in favor of such amalgamation. Any General Meeting resolution taken in accordance with this Article 28.8 is subject to the Board's consent.

29. Art. 29. Accounting year.

29.1 The accounting year of the Company will begin on 1 January and ends on 31 December of each year, except for the first accounting year which will begin on the date of incorporation of the Company and end on 31 December 2014.

30. Art. 30. Annual accounts.

30.1 Each year, at the end of the financial year, the Board will draw up the annual accounts of the Company in the form required by the 2007 Act.

30.2 At the latest one month prior to the annual General Meeting, the Board will submit the Company's balance sheet and profit and loss account together with its report and such other documents as may be required by law to the independent auditor of the Company who will thereupon draw up its report.

30.3 At the latest fifteen (15) days prior to the annual General Meeting, the balance sheet, the profit and loss account, the reports of the Board and of the independent auditor and such other documents as may be required by law will be deposited at the registered office of the Company where they will be available for inspection by the Shareholders during regular business hours.

31. Art. 31. Application of income.

31.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law and the Memorandum, how the income from the Compartment will be applied with regard to each existing Class, and may declare, or authorise the Board to declare, dividends.

31.2 For any Class entitled to dividends, the Board may decide to pay interim dividends in accordance with legal provisions.

31.3 Payments of dividends to owners of registered Shares will be made to such Shareholders at their addresses in the Register.

31.4 Dividends may be paid in such a currency and at such a time and place as the Board determines from time to time.

31.5 The Board may decide to distribute bonus stock in lieu of cash dividends under the terms and conditions set forth by the Board.

31.6 Any dividend that has not been claimed within five years of its declaration will be forfeited and revert to the Class (es) issued in the respective Compartment.

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

32. Art. 32. Depositary.

32.1 The Company will appoint a depositary which will satisfy the requirements of the 2007 Act (the Depositary) which will assume towards the Company and its Shareholders the responsibilities provided by part I of the 2007 Act. The fees payable to the Depositary will be determined in the custodian agreement.

32.2 In the event of the Depositary desiring to retire, the Board will within two (2) months appoint another depositary replacing the retiring Depositary. The Board will have power to terminate the appointment of the Depositary but will not remove the Depositary unless and until a successor depositary will have been appointed in accordance with this provision to act in place thereof.

33. Art. 33. Winding up and Liquidation of the company.

33.1 The Company may at any time be dissolved by a resolution of the General Meeting, subject to the quorum and majority requirements for amendment to these Articles.

33.2 If the assets of the Company fall below two-thirds of the minimum capital indicated in Article 5 above, the question of the dissolution of the Company will be referred to the General Meeting by the Board. The General Meeting, for which no quorum will be required, will decide by simple majority of the votes of the shares represented at the General Meeting.

33.3 The question of the dissolution of the Company will further be referred to the General Meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5; in such event, the General Meeting will be held without any voting quorum requirements and the dissolution may be decided by Shareholders holding one-quarter of the votes of the Shares represented at the General Meeting.

33.4 The General Meeting must be convened so that it is held within a period of forty (40) days from the ascertainment that the net assets of the Company have fallen below two-thirds or one-quarter of the legal minimum, as the case may be.

33.5 In the event of dissolution of the Company liquidation will be carried out by one or several liquidators (who may be physical persons or legal entities) named by the General Meeting effecting such dissolution and which will determine their powers and their compensation.

33.6 The decision to dissolve the Company will be published in the Mémorial and, if required or necessary, in two newspapers with adequate circulation, one of which must then be a Luxembourg newspaper.

33.7 The liquidator(s) will realise each Compartment's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Compartment according to their respective pro rata.

33.8 Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the Caisse de Consignation in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

34. Art. 34. Applicable law.

34.1 All matters not governed by these Articles will be determined in accordance with the 2007 Act and the Companies Act in accordance with Article 1.2 of these Articles.

Transitional provisions

The first business year begins today and ends on 31 December 2014.

Subscription and payment

The Articles having thus been established, the party appearing hereby declares that it subscribes to thirty-one (31) Shares representing the total share capital of the Company.

All these shares have been fully paid up by the shareholder by payment in cash, so that the sum of thirty-one thousand euro (EUR 31,000) paid by the shareholder is from now on at the free disposal of the Company, evidence thereof having been given to the officiating notary.

Statement

The notary executing this deed declares that the conditions prescribed by article 26, 26-3 and 26-5 of the Companies Act have been fulfilled and expressly bears witness to their fulfilment. Further, the notary executing this deed confirms that these Articles comply with the provisions of article 27 of the Companies Act.

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 two thousand four hundred (EUR 2.400.-).

Resolutions of the sole shareholder

The above named party, representing the whole of the subscribed capital, has passed the following resolutions:

- the number of Directors is set at four (4);

- the following persons are appointed as Directors and the following signatures are allocated to each Director:

* Asher Beck, born on 13 August 1961 in Petahtikva (Israel) residing in London (United Kingdom) with a signature A;

* Jean-Nicolas Braun, born on 11 August 1971 in Luxembourg (Grand Duchy of Luxembourg) with professional address in Luxembourg (Grand Duchy of Luxembourg) with a signature B;

* Liora Svirsky Drori, born on 25 April 1952 in Israel and residing in Tel Aviv (Israel) with a signature A;

* Asher Oscar Svirsky, born on 1 May 1961 in Tel Aviv (Israel) and residing in London (United Kingdom) with a signature A;

- Deloitte Audit S.à r.l., with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, is appointed as independent auditor (réviseur d'entreprises agréé) of the Company;

- The address of the registered office of the Company is at 16, avenue Pasteur, L-2310 Luxembourg, Grand Duchy of Luxembourg.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing parties, the present deed is worded in English.

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

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

Signé: C. DORTSCHY, C. WERSANDT.

Enregistré à Luxembourg A.C., le 16 janvier 2014. LAC/2014/2180. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 31 janvier 2014.

Référence de publication: 2014021573/848.

(140025901) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 février 2014.

Bayerischer Rohstofffonds, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

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Die Liquidation des unten genannten Luxemburger Sondervermögens wurde mit Wirkung zum angegebenen Datum durch Auszahlung aller Anteilinhaber des Fonds vollständig abgeschlossen:

Fondsname:	ISIN:	Datum des Abschlusses der Liquidation:
Bayerischer Rohstofffonds	LU0323504885	09. Dezember 2011

Luxemburg, im Februar 2014. Oppenheim Asset Management Services S.à r.l.

Référence de publication: 2014027527/1999/9.

Sophie Christmann Participations S.A., Société Anonyme.

Siège social: L-8399 Windhof (Koerich), 20, rue de l'Industrie.

R.C.S. Luxembourg B 184.533.

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STATUTS

L'an deux mil quatorze, le treize février.

Pardevant Maître Karine REUTER, notaire de résidence à Pétange,

A COMPARU:

Madame Sophie CHRISTMANN, employée privée, née à Thionville (France) le 10 mai 1980, demeurant à L-8388 Koerich, 9, rue de Steinfort.

Laquelle comparante a requis le notaire instrumentant de dresser acte d'une société anonyme, qu'elle déclare constituer et dont elle a arrêté les statuts comme suit:

Art. 1 er . Il est formé par la présente une société anonyme sous la dénomination de «Sophie Christmann Participations S.A.».

Art. 2. Le siège social est établi dans la commune de Koerich.

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

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

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

Art. 4. La société a pour objet toutes les opérations se rapportant directement ou indirectement A la prise de participations sous quelque forme que ce soit, dans toute entreprise luxembourgeoise ou étrangère, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

La société a aussi pour objet l'acquisition, la mise en valeur et la gestion d'un ou de plusieurs immeubles, bâtis ou non bâtis pour son propre compte.

Elle pourra notamment employer ses fonds à la création, A la gestion, A la mise en valeur et A la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine et autres droits s'attachant à. ces brevets ou pouvant les compléter, participer A 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 et autres droits s'attachant A ces brevets ou pouvant les compléter, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets.

Elle pourra emprunter et accorder aux sociétés dans lesquelles elle possède un intérêt direct et substantiel tous concours, prêts, avances ou garanties.

Elle prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, commerciales, industrielles et financières, tant mobilières qu'immobilières, qui se rattachent à son objet ou qui le favorisent.

Art. 5. Le capital social est fixé à TRENTE-DEUX MILLE EUROS (32.000,00 €), représenté par trente-deux (32) actions d'une valeur nominale de MILLE EUROS (1.000,- €) chacune.

Les actions de la société peuvent être créées, au choix du propriétaire, en titres unitaires ou en titres représentatifs de plusieurs actions.

Les actions sont nominatives ou au porteur, sous réserve telles que prévues par les disposition légales.

La société pourra procéder au rachat de ses actions au moyen de ses réserves disponibles et en respectant les dispositions de l'article 49-2 de la loi de 1915.

En cas d'augmentation de capital, les droits attachés aux actions nouvelles seront les mêmes que ceux dont jouissent les actions anciennes.

Art. 6. La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non.

Les administrateurs sont nommés pour une durée qui ne peut dépasser six ans; ils sont rééligibles et toujours révocables.

En cas de vacance d'une place d'administrateur, l'administrateur restant de la catégorie a le droit d'y pourvoir provisoirement; dans ce cas l'assemblée générale, lors de sa première réunion, procède à l'élection définitive.

Cependant, si la société est constituée par un actionnaire unique ou s'il est constaté à une assemblée générale des actionnaires que toutes les actions de la Société sont détenues par un actionnaire unique, la Société peut être administrée par un administrateur unique jusqu'à la première assemblée générale annuelle suivant le moment où il a été remarqué par la Société que ses actions étaient détenues par plus d'un actionnaire.

Chaque référence contenue dans les présents statuts et faite au conseil d'administration est une référence à l'administrateur unique pour le cas où il n'existe qu'un seul actionnaire et aussi longtemps que la société ne dispose que d'un seul actionnaire.

Art. 7. Le conseil d'administration a le pouvoir d'accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social; tout ce qui n'est pas réservé à l'assemblée générale par la loi ou les présents statuts est de sa compétence.

Sous réserve des dispositions de l'article 72-2 de la loi de 1915 le conseil d'administration est autorisé à procéder à un versement d'acomptes sur dividendes.

Le conseil d'administration doit désigner son président; en cas d'absence du président, la présidence de la réunion peut être conférée à un administrateur présent. Le premier Président du Conseil d'Administration sera par exception nommé par l'assemblée générale extraordinaire suivant la constitution de la société.

Le conseil d'administration ne peut délibérer que si la majorité de ses membres est présente ou représentée, le mandat entre administrateurs, qui peut être donné par écrit, télégramme, télécopieur ou courrier électronique, étant admis.

En cas d'urgence, les administrateurs peuvent émettre leur vote par écrit, télégramme, télécopieur ou courrier électronique.

Les réunions du Conseil d'Administration pourront se tenir également par conférence téléphonique ou par vidéoconférence.

Le conseil peut déléguer tout ou partie de ses pouvoirs concernant la gestion journalière ainsi que la représentation à un ou plusieurs administrateurs, directeurs, actionnaire/administrateurs ou autres agents, actionnaires ou non.

Il peut leur confier tout ou partie de l'administration courante de la société, de la direction technique ou commerciale de celle-ci.

La première personne à qui sera déléguée la gestion journalière peut être nommée par la première assemblée générale des actionnaires.

La société se trouve engagée à l'égard de tiers:

a. par la signature individuelle de l'administrateur unique pour le cas où il n'existe qu'un seul actionnaire

b. par la signature individuelle de chaque administrateur pour le cas où la société est gérée par un conseil d'administration.

Art. 8. La surveillance de la société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés pour une durée qui ne peut dépasser six ans, rééligibles et toujours révocables.

Art. 9. L'année sociale commence le 1 er janvier et finit le 31 décembre.

Art. 10. L'assemblée générale annuelle se réunit de plein droit le dernier vendredi du mois de juin de chaque année à 15h00 au siège social ou à tout autre endroit à désigner par les convocations.

Si ce jour est férié, l'assemblée se tiendra le premier jour ouvrable suivant.

Art. 11. Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés, et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Le conseil d'administration peut décider que, pour pouvoir assister à l'assemblée générale, le propriétaire d'actions doit en effectuer le dépôt cinq jours francs avant la date fixée pour la réunion; tout actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non.

Chaque action donne droit à une voix, sauf les restrictions imposées par la loi.

Art. 12. L'assemblée générale des actionnaires a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société.

Elle décide de l'affectation et de la distribution du bénéfice net.

Le conseil d'administration est autorise à verser des acomptes sur dividendes en se conformant aux conditions prescrites par la loi.

Art. 13. La société s'engage à indemniser tout administrateur des pertes, dommages ou dépenses occasionnés par toute action ou procès par lequel il pourra être mis en cause en sa qualité passée ou présente d'administrateur de la Société, sauf le cas où dans pareille action ou procès, il sera finalement condamné pour négligence grave ou mauvaise administration intentionnelle.

Art. 14. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Dispositions transitoires

1) Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2014.

2) La première assemblée générale ordinaire annuelle se tiendra en 2015.

Souscription et libération

Les statuts de la société ayant ainsi été arrêtés, la partie comparante préqualifiée déclare souscrire l'intégralité des actions.

Les actions ont été entièrement libérées par des versements en espèces partiellement à concurrence de 25 % par le souscripteur prédit moyennant un versement en numéraire, de sorte que la somme de huit mille euros (8.000,- EUR) se trouve dés à présent è la libre disposition de la Société, ainsi qu'il en a été justifié au notaire par une attestation bancaire, qui le constate expressément.

A cet égard, le notaire instrumentant a rendu attentif la partie comparante aux dispositions légales régissant les actions qui ne sont pas libérées intégralement, et la partie comparante a déclare en avoir compris tous les effets.

Déclaration

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales, et en constate expressément l'accomplissement.

Déclaration en matière de blanchiment

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

Frais

Le montant des frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge à raison de sa constitution s'élèvent approximativement à la somme de mille six cent cinquante (1.650,-) euros.

Toutefois, à l'égard du notaire instrumentant toutes les parties comparantes et/ou signataires des présentes reconnaissent être solidairement et indivisiblement tenues du paiement des frais, honoraires et dépenses relatives aux présentes.

Assemblée générale extraordinaire

Et à l'instant la partie comparante préqualifiée, représentant l'intégralité du capital social, se considérant comme dûment convoquée, s'est constituée en assemblée générale extraordinaire et, après avoir constaté que celle-ci était régulièrement constituée, a pris les résolutions suivantes:

1. - Le nombre des administrateurs est fixé à un

Est nommée administrateur unique pour une durée de six ans:

Madame Sophie CHRISTMANN, employée privée, née à Thionville (France) le 10 mai 1980, demeurant à L-8388 Koerich, 9, rue de Steinfort

2. - Le siège social est établi à 20, rue de l'industrie, ZA WANDHAFF, L-8399 WINDHOF (KOERICH)

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

Le notaire instrumentant a encore rendu la comparante attentive au fait que l'exercice d'une activité commerciale peut nécessiter une autorisation de commerce en bonne et due forme en relation avec l'objet social, et qu'il y a lieu de se renseigner en ce sens auprès des autorités administratives compétentes avant de débuter l'activité de la société présentement constituée.

Et après lecture faite et interprétation donnée à la comparante, connue du notaire par noms, prénoms usuels, états et demeures, elle a signé avec Nous notaire le présent acte.

Signés: S. CHRISTMANN, K. REUTER.

Enregistré à Esch/Alzette Actes Civils, le 13 février 2014. Relation: EAC/2014/2354. Reçu soixante-quinze euros 75,-.

Le Receveur (signé): M. HALSDORF.

POUR EXPEDITION CONFORME.

PETANGE, le 17 février 2014.

Référence de publication: 2014025622/159.

(140030556) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

Euro Invest International S.A., Société Anonyme.

Siège social: L-2529 Howald, 45, rue des Scillas.

R.C.S. Luxembourg B 183.471.

Euro Invest, Société à responsabilité limitée.

Siège social: L-2529 Howald, 45, rue des Scillas.

R.C.S. Luxembourg B 159.698.

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PROJET DE FUSION

L'an deux mille quatorze, le quatorze février,

Par-devant Maître Paul DECKER, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), agissant en remplacement de son confrère empêché Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), lequel dernier restera dépositaire de la minute.

Ont comparu:

1) Madame Laure SINESI, demeurant professionnellement à L-2529 Howald, 45 rue des Scillas, agissant en tant que mandataire pour le compte de l'administrateur unique d'EURO INVEST INTERNATIONAL S.A., une société anonyme de droit luxembourgeois, ayant son siège social à L-2529 Howald, 45 rue des Scillas, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 183471, constituée sous la forme d'une société anonyme suivant acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg) en date du 23 décembre 2013, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 346 du 7 février 2014, dont les statuts n'ont pas été modifiés depuis, ci-après dénommée «la Société Absorbante», en vertu des pouvoirs qui lui ont été conférés par décision de l'administrateur unique de la Société Absorbante en date du 3 février 2014,

2) Madame Laure SINESI, demeurant professionnellement à L-2529 Howald, 45 rue des Scillas, agissant en tant que mandataire pour le compte du gérant d'EURO INVEST, une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à L-2529 Howald, 45 rue des Scillas, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 159698, constituée sous la forme d'une société à responsabilité limitée suivant acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg) en date du 3 mars 2011, publié au Mémorial C numéro 1216 du 7 juin 2011, et dont les statuts ont été modifiés suivant un acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg) en date du 8 janvier 2014, en cours de publication au Mémorial C, Recueil des Sociétés et Associations, ci-après dénommée «la Société Absorbée», en vertu des pouvoirs qui lui ont été conférés par décision du gérant de la Société Absorbée en date du 3 février 2014.

Les copies des procès-verbaux des réunions, après avoir été signées ne varietur par la mandataire des comparantes et le notaire instrumentant, resteront annexées au présent acte.

Les comparantes, représentées comme indiqué ci-avant, ont requis le notaire instrumentant d'arrêter le projet commun de fusion suivant:

Le gérant de la Société Absorbée et l'administrateur unique de la Société Absorbante ont établi conformément aux articles 261 et suivants de la loi du 10 Août 1915 sur les sociétés commerciales, telle que modifiée, (la «Loi»), le projet de fusion suivant (le «Projet Commun de Fusion»):

Il est proposé une fusion par absorption de la Société Absorbée par la Société Absorbante (ensemble les «Sociétés Fusionnantes») moyennant transfert de l'ensemble du patrimoine actif et passif de la Société Absorbée, par suite d'une dissolution sans liquidation, à la Société Absorbante conformément aux articles 278 et suivants de la Loi (la «Fusion»).

Ce Projet Commun de Fusion sera publié dans le Mémorial C, Recueil des Sociétés et Associations de Luxembourg au moins un mois avant la réalisation de la Fusion.

1. Forme, Dénomination et siège social des sociétés qui fusionnent.

- Société Absorbante: EURO INVEST INTERNATIONAL S.A.

Société anonyme de droit luxembourgeois, au capital de trente et un mille euros (EUR 31'000), représenté par trois-cent-dix (310) actions d'une valeur nominale de cent euros (EUR 100.-) chacune, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 183471, ayant son siège social à L-2529 Howald, 45 rue des Scillas.

- Société Absorbée: EURO INVEST

Société à responsabilité limitée de droit luxembourgeois au capital de cent-vingt mille euros (EUR 120'000), représenté par mille-deux-cents (1'200) parts sociales de cent euros (EUR 100.-) chacune, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 159698, ayant son siège social à L-2529 Howald, 45 rue des Scillas.

2. Rapport d'échange - Soulte. Sous condition qu'au moment de la Fusion, la Société Absorbante détient cent pour cent (100 %) des parts sociales de la Société Absorbée, les allégements prévus à l'article 278 de la Loi seront d'application. L'absorption se fera en ce cas sans émission d'actions nouvelles, ni paiement de soulte.

3. Actifs et Passifs apportés. En conséquence de la Fusion, la Société Absorbée, suivant sa dissolution sans liquidation, transmet tous ses actifs et son passif à la Société Absorbante.

4. Date de prise d'effet de la Fusion. La Fusion prendra effet entre les parties lorsque seront intervenues les décisions concordantes des assemblées générales de la Société Absorbée et la Société Absorbante approuvant la Fusion (la «Date d'Effet»), dont la tenue est programmée dans un délai de 4 à 8 semaines après la publication du présent Projet Commun de Fusion.

La Fusion telle que proposée est subordonnée à la condition suspensive que, préalablement à la Date d'Effet, l'acquisition de toutes les parts sociales de la Société Absorbée par la Société Absorbante ait été réalisée et que la Société Absorbante soit ainsi devenue l'associée unique de la Société Absorbée.

Vis-à-vis des tiers, la Fusion n'aura d'effet qu'après la publication des procès-verbaux de ces assemblées au Mémorial C, Recueil des Sociétés et Associations.

La date à partir de laquelle les opérations de la Société Absorbée sont considérées du point de vue comptable comme accomplies pour le compte de la Société Absorbante sera le 1 er janvier 2014.

5. Droits des actionnaires ou associés ayant des droits spéciaux et des porteurs de titres autres que des actions ou parts sociales. Les Sociétés Fusionnantes n'ont pas émis d'actions ou parts sociales comportant des droits spéciaux, ni des titres autres que des actions ou parts sociales.

6. Avantages particuliers attribués aux membres des organes de gestion et aux commissaires des sociétés qui fusionnent ainsi qu'à l'expert au sens de l'article 266 de la Loi. Aucun avantage particulier n'est attribué aux membres des organes de gestion et de contrôle des sociétés qui fusionnent. L'intervention d'un expert au sens de l'article 266 de la Loi n'est pas requise dans le cadre d'une fusion simplifiée par application des articles 278 et suivants de la Loi.

7. Documentation. Tout actionnaire de la Société Absorbante et associé de la Société Absorbée pourront prendre connaissance à leur siège social respectif des documents suivants:

- le Projet Commun de Fusion;

- les comptes annuels et rapports de gestion des trois derniers exercices ainsi qu'un état comptable arrêté au 31 décembre 2013 de la Société Absorbée;

- un état comptable arrêté au 31 décembre 2013 de la Société Absorbante.

Une copie intégrale ou partielle des documents sera délivrée à tout actionnaire ou associé sur simple demande et sans frais.

Tous les documents sociaux, dossiers et procès-verbaux de la Société Absorbée seront, après la date d'effet, conservés au siège social de la Société Absorbante pour la durée prévue par la Loi.

8. Dissolution de la Société Absorbée. La Fusion entraîne de plein droit que la Société Absorbée cessera d'exister.

Le notaire soussigné certifie l'existence et la légalité du Projet Commun de Fusion et de tous les actes, documents, et formalités incombant aux Sociétés Fusionnantes conformément à l'article 271 (2) de la Loi.

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

Et après lecture faite et interprétation donnée au mandataire des comparantes, celle-ci a signé avec le notaire le présent acte.

Signé: Laure SINESI, Paul DECKER

Enregistré à Grevenmacher, le 18 février 2014. Relation GRE/2014/764. Reçu soixante-quinze euros 75,00 €

Le Receveur ff. (signé): Claire PIERRET.

Référence de publication: 2014026001/96.

(140031641) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

Olivia, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

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Die Liquidation des unten genannten Luxemburger Sondervermögens wurde mit Wirkung zum angegebenen Datum durch Auszahlung aller Anteilinhaber des Fonds vollständig abgeschlossen:

Fondsname:	ISIN:	Datum des Abschlusses der Liquidation:
Olivia	LU0321433772	28. Juni 2010

Luxemburg, im Februar 2014. Oppenheim Asset Management Services S.à r.l.

Référence de publication: 2014027535/1999/9.

OP Cash Euro Plus, Fonds Commun de Placement.

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Die Liquidation des unten genannten Luxemburger Sondervermögens wurde mit Wirkung zum angegebenen Datum durch Auszahlung aller Anteilinhaber des Fonds vollständig abgeschlossen:

Fondsname:	ISIN:	Datum des Abschlusses der Liquidation:
OP Cash Euro Plus	LU0188788870	29. Februar 2012

Luxemburg, im Februar 2014. Oppenheim Asset Management Services S.à r.l.

Référence de publication: 2014027536/1999/9.

Rotomade S.A., Société Anonyme.

Siège social: L-4902 Bascharage, Zone Industrielle Bommelscheuer.

R.C.S. Luxembourg B 96.695.

Evolution Plasturgie s.à r.l., Société à responsabilité limitée.

Siège social: L-4902 Bascharage, Zone Industrielle Bommelscheuer.

R.C.S. Luxembourg B 137.466.

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PROJET COMMUN DE FUSION

L'an deux mille quatorze, le quatorze février,

Par-devant Maître Paul DECKER, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), agissant en remplacement de son confrère empêché Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), lequel dernier restera dépositaire de la minute.

Ont comparu:

1) Madame Laure SINESI, demeurant professionnellement à L-2529 Howald, 45 rue des Scillas, agissant en tant que mandataire pour le compte du conseil d'administration de ROTOMADE S.A., une société anonyme de droit luxembourgeois, ayant son siège social à L-4902 Bascharage, Z.I. Bommelscheuer, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 96695, constituée sous la forme d'une société à responsabilité limitée sous la dénomination de ROTOMATE, S.à r.l. suivant acte reçu par Maître Robert SCHUMAN, notaire de résidence à Differdange en date du 7 novembre 2003, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1274 du 2 décembre 2003, et dont les statuts ont été modifiés à plusieurs reprises et pour la dernière fois suivant un acte reçu par Maître Jean SECKLER en date du 31 octobre 2012, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2989 du 10 décembre 2012, ci-après dénommée «la Société Absorbante», en vertu des pouvoirs qui lui ont été conférés par décision du conseil d'administration de la Société Absorbante en date du 3 février 2014,

2) Madame Laure SINESI, demeurant professionnellement à L-2529 Howald, 45 rue des Scillas, agissant en tant que mandataire pour le compte du gérant de la société EVOLUTION PLASTURGIE s.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à L-4902 Bascharage, Zone Industrielle Bommelscheuer, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 137466, constituée suivant acte reçu par Maître Alex WEBER, notaire de résidence à Bascharage, en date du 11 mars 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1027 du 25 avril 2008, dont les statuts n'ont pas été modifiés depuis, ci-après dénommée «la Société Absorbée», en vertu des pouvoirs qui lui ont été conférés par décision du gérant de la Société Absorbée en date du 3 février 2014.

Les copies des procès-verbaux des réunions, après avoir été signées ne varietur par la mandataire des comparantes et le notaire instrumentant, resteront annexées au présent acte.

Les comparantes, représentées comme indiqué ci-avant, ont requis le notaire instrumentant d'arrêter le projet commun de fusion suivant:

Le gérant de la Société Absorbée et le conseil d'administration de la Société Absorbante ont établi conformément aux articles 261 et suivants de la loi du 10 Août 1915 sur les sociétés commerciales, telle que modifiée, (la «Loi»), le projet de fusion suivant (le «Projet Commun de Fusion»):

Il est proposé une fusion par absorption de la Société Absorbée par la Société Absorbante (ensemble les «Sociétés Fusionnantes») moyennant transfert de l'ensemble du patrimoine actif et passif de la Société Absorbée, par suite d'une dissolution sans liquidation, à la Société Absorbante conformément aux articles 278 et suivants de la Loi (la «Fusion»).

Ce Projet Commun de Fusion sera publié dans le Mémorial C, Recueil des Sociétés et Associations de Luxembourg au moins un mois avant la réalisation de la Fusion.

1. Forme, Dénomination et siège social des sociétés qui fusionnent.

- Société Absorbante: ROTOMADE S.A.

Société anonyme de droit luxembourgeois au capital de cent-soixante mille six cent cinquante euros (EUR 160.650), représenté par quatre-cent-cinquante-neuf (459) actions d'une valeur nominale de trois cent cinquante euros (EUR 350,-) chacune, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 96695, ayant son siège social à L-4902 Bascharage, Zone Industrielle Bommelscheuer.

- Société Absorbée: EVOLUTION PLASTURGIE s.à r.l.

Société à responsabilité limitée de droit luxembourgeois au capital de douze mille cinq-cents euros (EUR 12.500), représenté par deux cent cinquante (250) parts sociales d'une valeur nominale de cinquante euros (EUR 50,-) chacune, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 137466, ayant son siège social à L-4902 Bascharage, Zone Industrielle Bommelscheuer.

2. Rapport d'échange - Soulte. Sous condition qu'au moment de la Fusion, la Société Absorbante détient cent pour cent (100 %) des parts sociales de la Société Absorbée, les allégements prévus à l'article 278 de la Loi seront d'application. L'absorption se fera en ce cas sans émission d'actions nouvelles, ni paiement de soulte.

3. Actifs et Passifs apportés. En conséquence de la Fusion, la Société Absorbée, suivant sa dissolution sans liquidation, transmet tous ses actifs et son passif à la Société Absorbante.

4. Date de prise d'effet de la Fusion. La Fusion prendra effet entre les parties lorsque seront intervenues les décisions concordantes des assemblées générales de la Société Absorbée et la Société Absorbante approuvant la Fusion (la «Date d'Effet»), dont la tenue est programmée dans un délai de 4 à 8 semaines après la publication du présent Projet Commun de Fusion.

La Fusion telle que proposée est subordonnée à la condition suspensive que, préalablement à la Date d'Effet, l'acquisition de toutes les parts sociales de la Société Absorbée par la Société Absorbante ait été réalisée et que la Société Absorbante soit ainsi devenue l'associée unique de la Société Absorbée.

Vis-à-vis des tiers, la Fusion n'aura d'effet qu'après la publication des procès-verbaux de ces assemblées au Mémorial C, Recueil des Sociétés et Associations.

La date à partir de laquelle les opérations de la Société Absorbée sont considérées du point de vue comptable comme accomplies pour le compte de la Société Absorbante sera le 1 er janvier 2014.

5. Droits des actionnaires ou associés ayant des droits spéciaux et des porteurs de titres autres que des actions ou parts sociales. Les Sociétés Fusionnantes n'ont pas émis d'actions ou parts sociales comportant des droits spéciaux, ni des titres autres que des actions ou parts sociales.

6. Avantages particuliers attribués aux membres des organes de gestion et aux commissaires des sociétés qui fusionnent ainsi qu'à l'expert au sens de l'article 266 de la Loi. Aucun avantage particulier n'est attribué aux membres des organes de gestion et de contrôle des sociétés qui fusionnent. L'intervention d'un expert au sens de l'article 266 de la Loi n'est pas requise dans le cadre d'une fusion simplifiée par application des articles 278 et suivants de la Loi.

7. Documentation. Tout actionnaire de la Société Absorbante et associé de la Société Absorbée pourront prendre connaissance à leur siège social respectif des documents suivants:

- le Projet Commun de Fusion;

- les comptes annuels et rapports de gestion des trois derniers exercices ainsi qu'un état comptable arrêté au 31 décembre 2013 de la Société Absorbée;

- les comptes annuels et rapports de gestion des trois derniers exercices ainsi qu'un état comptable arrêté au 31 décembre 2013 de la Société Absorbante.

Une copie intégrale ou partielle des documents sera délivrée à tout actionnaire ou associé sur simple demande et sans frais.

Tous les documents sociaux, dossiers et procès-verbaux de la Société Absorbée seront, après la date d'effet, conservés au siège social de la Société Absorbante pour la durée prévue par la Loi.

8. Dissolution de la Société Absorbée. La Fusion entraîne de plein droit que la Société Absorbée cessera d'exister.

Le notaire soussigné certifie l'existence et la légalité du Projet Commun de Fusion et de tous les actes, documents, et formalités incombant aux Sociétés Fusionnantes conformément à l'article 271 (2) de la Loi.

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

Et après lecture faite et interprétation donnée au mandataire des comparantes, celle-ci a signé avec le notaire le présent acte.

Signé: Laure SINESI, Paul DECKER

Enregistré à Grevenmacher, le 18 février 2014. Relation GRE/2014/765. Reçu soixante-quinze euros 75,00 €

Le Receveur ff. (signé): Claire PIERRET.

Référence de publication: 2014026291/100.

(140031640) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2014.

Balanced Opportunity Fund OP, Fonds Commun de Placement.

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Die Liquidation des unten genannten Luxemburger Sondervermögens wurde mit Wirkung zum angegebenen Datum durch Auszahlung aller Anteilinhaber des Fonds vollständig abgeschlossen:

Fondsname:	ISIN:	Datum des Abschlusses der Liquidation:
Balanced Opportunity Fund OP		31. Januar 2011
Anteilsklasse I	LU0436930266	
Anteilsklasse R	LU0482694436	

Luxemburg, im Februar 2014. Oppenheim Asset Management Services S.à r.l.

Référence de publication: 2014027525/1999/11.

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d'Amico International Shipping S.A., Société Anonyme.

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

R.C.S. Luxembourg B 124.790.

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Ce document remplace et rectifie le document annexé au dépôt initial L140029292 fait le 14/02/2014 et celui annexé au dépôt rectificatif L1400311768 fait le 19/02/2014

In the year two thousand and fourteen, on the eleventh day of February,

before Maître Marc Loesch, notary, residing in Mondorf-les-Bains, Grand Duchy of Luxembourg,

there appeared:

Maître Pia Lavrysen, lawyer, residing professionally in Luxembourg,

acting as special attorney in fact of the Board of Directors of d'Amico International Shipping S.A., a société anonyme governed by the laws of Luxembourg, with registered office at 25C, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, incorporated following a notarial deed dated 9 February 2007, published in the Mémorial C, Recueil des Sociétés et Associations number 491 of30 March 2007 and registered with the Luxembourg Register of Commerce and Companies under number B-124.790 (the "Company"). The articles of association of the Company have for the last time been amended following a deed of the undersigned notary dated 27 December 2012 published in the Mémorial C, Recueil des Sociétés et Associations number 706 of 22 March 2013,

by virtue of the authority conferred on her by resolutions adopted by the Board of Directors of the Company on 30 October 2012, a copy of which resolutions, signed ne varietur by the appearing person and the undersigned notary, shall remain attached to the present deed.

The said appearing person has requested the undersigned notary to record the following declarations and statements:

I. That the issued share capital of the Company is presently set at thirty-five million nine hundred eighty-seven thousand nine hundred seventy-seven dollars of the United States of America and forty cents (USD 35,987,977.40) shares with no nominal value and fully paid up;

II. That pursuant to Article 5 of the Company's Articles of Incorporation, the authorised capital of the Company has been fixed at fifty million dollars of the United States of America (USD 50,000,000.-) divided into five hundred million (500,000,000) shares with no nominal value;

III. That the Board of Directors, in its meeting of 30 October 2012 and in accordance with the authority conferred on it pursuant to the Company's Articles of Incorporation, decided to issue up to sixty-nine million nine hundred seventy-six thousand six hundred twenty-two (69,976,622) new shares upon exercise of up to 209,929,867 (two hundred and nine million nine hundred twenty-nine thousand eight hundred sixty-seven) warrants issued by the Company, within the limits of the authorised capital and within the framework of an offering with preferential subscription rights of up to 209,929,867 (two hundred and nine million nine hundred twenty-nine thousand eight hundred sixty-seven) new shares with up to 209,929,867 (two hundred and nine million nine hundred twenty-nine thousand eight hundred sixty-seven) warrants issued simultaneously (the "Board Decision");

That Mr Paolo d'Amico, acting in his capacity as special attorney in fact of the Board of Directors according to the authority granted to him pursuant to the resolutions of the Board of Directors of the Company dated 30 October 2012,

resolved, in a decision dated 11 February 2014, a copy of which shall remain attached to the present deed, that, following the exercise of one hundred eighty-six million two hundred twenty-six thousand five hundred ninety-nine (186,226,599) warrants, the issued share capital was increased by an amount of six million two hundred seven thousand five hundred fifty-three dollars of the United States of America and thirty cents (USD 6,207,553.30) by the issuance of sixty-two million seventy-five thousand five hundred thirty-three (62,075,533) new shares together with the payment of a share premium in an aggregate amount of twenty-four million two hundred sixty-nine thousand five hundred forty-six dollars of the United States of America and ninety-nine cents (USD 24,269,546.99) within the limits of the authorised capital;

IV. That as a consequence of the above mentioned issue of shares, with effect as of the date of this deed, paragraph one of Article 5 of the Articles of Incorporation is therefore amended and shall read as follows:

" **Art. 5. Subscribed capital, Authorised capital.** The issued capital of the Company is fixed at forty-two million one hundred ninety-five thousand five hundred thirty dollars of the United States of America and seventy cents (USD 42,195,530.70) divided into four hundred twenty-one million nine hundred fifty-five thousand three hundred seven (421,955,307) shares with no nominal value."

Expenses

The expenses, costs, fees and charges of any kind which shall be borne by the Company as a result of the present deed are estimated at six thousand five hundred euro (EUR 6,500.-).

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

Whereupon, the present deed was drawn up in Luxembourg, on the day referred to at the beginning of this document.

The document having been read to the appearing person, who is known to the undersigned notary by her surname, first name, civil status and residence, such person signed together with the undersigned notary, this original deed.

Suit la traduction en langue française du texte qui précède:

L'an deux mille quatorze, le onze février,

par devant Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains (Grand-Duché de Luxembourg),

a comparu:

Maître Pia Lavrysen, avocat, demeurant professionnellement à Luxembourg,

agissant comme mandataire spécial du conseil d'administration de d'Amico International Shipping S.A., une société anonyme régie par le droit luxembourgeois, ayant son siège social au 25C, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg, constituée suivant acte notarié en date du 9 février 2007, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 491 du 30 mars 2007, immatriculée au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 124.790 (la «Société»). Les statuts ont été modifiés la dernière fois par un acte du notaire soussigné en date du 27 décembre 2012, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 706 du 22 mars 2013,

en vertu d'une procuration qui lui a été conférée par résolutions adoptées par le Conseil d'Administration de la Société en date du 30 octobre 2012, une copie desdites résolutions, après avoir été signée ne varietur par le comparant et le notaire instrumentant, restera annexée au présent acte.

Lequel comparant a requis le notaire instrumentant d'enregistrer les déclarations et constatations suivantes:

I. Que le capital social de la Société s'élève actuellement à trente-cinq millions neuf cent quatre-vingt-sept mille neuf cent soixante-dix-sept dollars des Etats-Unis d'Amérique et quarante cents (USD 35.987.977,40) représenté par trois cent cinquante-neuf millions huit cent soixante-dix-neuf mille sept cent soixante-quatorze (359.879.774) actions sans valeur nominale et entièrement libérées,

II. Qu'en vertu de l'article 5 des statuts de la Société, le capital autorisé de la Société a été fixé à cinquante millions de dollars des Etats-Unis d'Amérique (USD 50.000.000,-) représenté par cinq cents millions (500.000.000) d'actions sans valeur nominale,

III. Que le Conseil d'Administration, lors de sa réunion en date du 30 octobre 2012 et conformément au pouvoir qui lui a été conféré en vertu des statuts de la Société, a décidé d'émettre un maximum de soixante-neuf millions neuf cent soixante-seize mille six cent vingt-deux (69.976.622) nouvelles actions suite à l'exercice d'un maximum de deux cent neuf millions neuf cent vingt-neuf mille huit cent soixante-sept (209.929.867) bons de souscriptions d'actions émis par la Société, dans les limites du capital autorisé et dans le cadre d'une offre, avec droits préférentiels de souscription, d'un maximum de deux cent neuf millions neuf cent vingt-neuf mille huit cent soixante-sept (209.929.867) nouvelles actions avec un maximum de deux cent neuf millions neuf cent vingt-neuf mille huit cent soixante-sept (209.929.867) bons de souscription d'actions émis simultanément (la «Décision du Conseil»),

Que Monsieur Paolo d'Amico, agissant en sa qualité de mandataire spécial du conseil d'administration de la Société conformément au pouvoir qui lui a été conféré par résolutions du Conseil d'Administration du 30 octobre 2012, a décidé dans une décision en date du 11 février 2014, dont une copie restera annexée au présent acte, que, suite à l'exercice de

cent quatre-vingt-six millions deux cent vingt-six mille cinq cent quatre-vingt-dix-neuf (186.226.599) bons de souscription d'actions, le capital social émis était augmenté d'un montant de six millions deux cent sept mille cinq cent cinquante-trois dollars des Etats-Unis d'Amérique et trente cents (USD 6.207.553,30), par l'émission de soixante-deux millions soixante-quinze mille cinq cent trente-trois (62.075.533) nouvelles actions ensemble avec le paiement d'une prime d'émission d'un montant total de vingt-quatre millions deux cent soixante-neuf mille cinq cent quarante-six dollars des Etats-Unis d'Amérique et quatre-vingt-dix-neuf cents (USD 24.269.546,99), dans les limites du capital autorisé,

IV. Que suite à la réalisation de cette augmentation du capital social souscrit avec effet à la date des présentes, le premier alinéa de l'article 5 des statuts est modifié en conséquence et sera désormais rédigé comme suit:

« **Art. 5. Capital émis, Capital autorisé.** Le capital émis de la Société est fixé à quarante-deux millions cent quatre-vingt-quinze mille cinq cent trente dollars des Etats-Unis d'Amérique et soixante-dix cents (USD 42.195.530,70) représenté par quatre cent vingt et un millions neuf cent cinquante-cinq mille trois cent sept (421.955.307) actions sans valeur nominale.».

Frais

Les frais, dépenses, rémunérations et charges toute nature payable par la Société suite en raison du présent acte sont estimés à six mille cinq cents euros (EUR 6.500,-).

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande du comparant ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même comparant, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée au comparant, connu du notaire soussigné par ses nom, prénom usuel, état et demeure, il a signé avec, le notaire soussigné, le présent acte.

Signé: P. Lavrysen, M. Loesch.

Enregistré à Remich, le 13 février 2014. REM/2014/402. Reçu soixante-quinze euros. 75,00 €.

Le Receveur (signé): P. MOLLING.

Pour expédition conforme,

Mondorf-les-Bains, le 17 février 2014.

Référence de publication: 2014026445/122.

(140032154) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2014.

Deutsche Holdings (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 172.538.

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Im Jahr Zweitausendundvierzehn, am dreizehnten Februar.

Vor der Unterzeichneten, Maître Karine REUTER, Notar mit Amtssitz in Petingen.

Ist erschienen:

Die Aktiengesellschaft deutschen Rechts „Deutsche Bank Aktiengesellschaft", mit Gesellschaftssitz in D-60325 Frankfurt-am-Main, Taunusanlage 12, eingetragen im Handelsregister Hessen Amtsgericht Frankfurt am Main HRB 30000, hier vertreten durch Frau Christiane Hoffranzen, aufgrund einer privatschriftlichen Vollmacht.

Diese Vollmacht bleibt nach „ne varietur" Unterzeichnung durch alle Erschienenen und der instrumentierenden Notarin gegenwärtiger Urkunde beigefügt, um mit derselben einregistriert zu werden,

handelnd in ihrer Eigenschaft als einzige Gesellschafterin der Gesellschaft mit beschränkter Haftung

Deutsche Holdings (Luxembourg) S.à r.l.

mit Sitz in L-1115 Luxemburg, 2 boulevard Konrad Adenauer,

gegründet gemäß Urkunde aufgenommen durch den Maître Marc LOESCH, mit Amtssitz in Mondorf-les-Bains, am 31. Oktober 2012, welche im Memorial C Nummer 2934 vom 4. Dezember 2012 veröffentlicht wurde,

deren Satzung zum letzten Mal gemäß Urkunde aufgenommen durch die amtierende Notarin, am 7 November 2013 geändert wurde, welche im Mémorial C am 11. December 2013, Nummer 3.143 veröffentlicht wurde.

In ihrer Eigenschaft als einzige Gesellschafterin hat die Erschienene dann folgende Beschlüsse genommen:

Erster Beschluss

Die Erschienene beschließt das Gesellschaftskapital um eine Milliarde dreihundert Millionen Euro (1.300.000.000.-€) zu reduzieren, und somit den jetzigen Betrag von zwei Milliarden neunhundertvierzig Millionen einundsechzig Tausend Euro (2.940.061.000,-€) auf eine Milliarde sechshundertvierzig Millionen einundsechzig Tausend Euro (1.640.061.000,-€) herabzusetzen, und Annullierung von einer Million dreihunderttausend (1.300.000) Anteile mit einem Nennwert von tausend Euro (1.000,-€)

Der Betrag der Kapitalherabsetzung wird an die Gesellschafterin zurückgezahlt.

Zweiter Beschluss

Infolge des vorhergehenden Beschlusses wird Artikel 6, Absatz 1 der Satzung abgeändert und erhält folgenden Wortlaut:

Deutsche Fassung

„ **Art. 6. Absatz 1.** Das Gesellschaftskapital beträgt eine Milliarde sechshundertvierzig Millionen einundsechzig Tausend Euro (1.640.061.000.-€) aufgeteilt in eine Million sechshundertvierzig Tausend einundsechzig (1.640.061) Anteile mit einem Nennwert von je eintausend Euro (1.000,-€)."

Englische Fassung:

„ **Art. 6. paragraph 1.** The Company's share capital is set at one billion six hundred forty million sixty-one thousand euro (EUR 1,640,061,000) represented by one million six hundred forty thousand sixty-one (1,640,061) shares with a nominal value of one thousand euros (EUR 1,000.-) each."

Dritter Beschluss

Die Generalversammlung ernennt Herrn Dr. Boris N. Liedtke mit beruflicher Anschrift in L-1115 Luxembourg, 2, boulevard Konrad Adenauer auf unbegrenzte Zeit zum Mitglied des Aufsichtsrats der Gesellschaft. Herr Ernst Wilhelm Contzen hat sein Mandat als Mitglied des Supervisory Boards zum 31. Dezember 2013 niedergelegt.

Gesetzgebung und Erklärung betreffend Weißgeldwäsche

Die Parteien erklären gemäß dem Gesetz vom 12.November 2004, so wie dieses Gesetz nachträglich abgeändert wurde, dass sie die alleinigen Nutznießer und Empfänger gegenwärtiger Transaktion sind, und bescheinigen, dass die Gelder, die für die Einzahlung des Kapitals der Gesellschaft genutzt wurden, weder aus dem Handel von Rauschgiftmitteln, noch aus einer durch Artikel 506-1 des Strafgesetzbuches respektiv Artikel 8-1 des abgeänderten Gesetzes vom 19.Februar 1973 sowie auch nicht aus einer von Artikel 135-1 (Finanzierung terroristischer Aktivitäten) vorgesehenen Straftaten herrühren.

Kosten

Die von der Gesellschaft getragenen Notar- und Gebührenkosten werden auf ungefähr zwei tausend fünf hundert Euro (2.500,-€) geschätzt.

Gegenüber dem unterzeichneten Notar sind jedoch sämtliche unterzeichneten Parteien persönlich und solidarisch haftbar für die Zahlung aus gegenwärtiger Urkunde entstehenden Kosten und Honorare, was von den unterzeichneten Parteien speziell anerkannt wird.

Da keine weiteren Punkte der Tagesordnung offenstehen und keine weiteren Bitten um Diskussion vorgetragen wurden, schließt der Vorsitzende die Versammlung.

Worüber Urkunde, aufgenommen in Luxemburg, am Datum wie eingangs erwähnt.

Nach Vorlesung hat der Erschienene gemeinsam mit dem Notar die Urkunde unterzeichnet.

Signés: C. HOFFRANZEN, K. REUTER.

Enregistré à Esch/Alzette Actes Civils, le 13 février 2014. Relation: EAC/2014/2348. Reçu soixante-quinze euros 75,-.

Le Receveur (signé): M. HALSDORF.

POUR EXPEDITION CONFORME.

PETANGE, le 17 février 2014.

Référence de publication: 2014025230/67.

(140030112) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2014.

Denlux S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-8041 Bertrange, 209, rue des Romains.

R.C.S. Luxembourg B 123.942.

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